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INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning

07/01, 2009, and ending

06/30, 2010

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

CLARA B & W AUBREY SMITH CHARITABLE
FOUNDATION (30-16-100-3008893)

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

Room/suite

BANK OF AMERICA, N.A. P.O. BOX 831041

City or town, state, and ZIP code

DALLAS, TX 75283-1041

A Employer identification number

75-6314114

B Telephone number (see page 10 of the instructions)

(800) 357-7094

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 ☐

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$

15,081,637.

J Accounting method:

☒ Cash

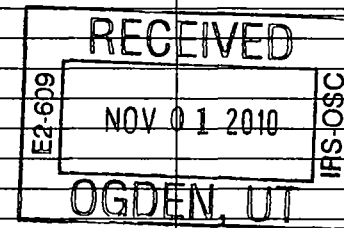
☐ Accrual

☐ 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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	451,136.	451,136.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	808,406.			
b Gross sales price for all assets on line 6a	4,750,286.			
7 Capital gain net income (from Part IV, line 2)		808,406.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	37,439.	36,311.		STMT 5
12 Total. Add lines 1 through 11	1,296,981.	1,295,853.		
13 Compensation of officers, directors, trustees, etc.	105,084.	58,653.		46,431.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 6	3,000.	NONE	NONE	3,000.
c Other professional fees (attach schedule) STMT 7	5,056.			5,056.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 8	27,658.	1,928.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 9	41,741.	3,277.		38,464.
24 Total operating and administrative expenses. Add lines 13 through 23	182,539.	63,858.	NONE	92,951.
25 Contributions, gifts, grants paid	718,275.			718,275.
26 Total expenses and disbursements. Add lines 24 and 25	900,814.	63,858.	NONE	811,226.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	396,167.			
b Net investment income (if negative, enter -0-)		1,231,995.		
c Adjusted net income (if negative, enter -0-)				



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

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,363,263.	2,413,186.	2,413,186.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)	2,811,425.	1,297,115.	1,313,737.
	b	Investments - corporate stock (attach schedule)	3,842,571.	4,328,090.	4,674,928.
	c	Investments - corporate bonds (attach schedule)	3,155,142.	3,257,759.	3,465,051.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,665,977.	2,940,463.	3,037,944.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	90.	1.	176,791.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,838,468.	14,236,614.	15,081,637.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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	13,838,468.	14,236,614.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	13,838,468.	14,236,614.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,838,468.	14,236,614.		

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	13,838,468.
2	Enter amount from Part I, line 27a	2	396,167.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	5,163.
4	Add lines 1, 2, and 3	4	14,239,798.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	3,184.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,236,614.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	808,406.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	999,796.	14,782,442.	0.06763402150
2007	908,508.	17,893,068.	0.05077429986
2006	1,056,643.	17,920,202.	0.05896378847
2005	871,396.	17,431,611.	0.04998941291
2004	1,144,965.	17,064,871.	0.06709485234
2 Total of line 1, column (d)			2 0.29445637508
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 0.05889127502
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 15,300,845.
5 Multiply line 4 by line 3			5 901,086.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,320.
7 Add lines 5 and 6			7 913,406.
8 Enter qualifying distributions from Part XII, line 4			8 811,226.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	24,640.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	24,640.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	24,640.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 30,990.		
b Exempt foreign organizations-tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	30,990.
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	6,350.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax	6,350. Refunded	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address NONE				
14 The books are in care of BANK OF AMERICA, N.A. Telephone no. (214) 209-1965				
Located at 901 MAIN ST, 19TH FL, DALLAS, TX ZIP + 4 75202-3714				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 page 20 of the instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **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).

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		105,084.	-0-	-0-

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,355,900.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	177,953.
d	Total (add lines 1a, b, and c)	1d	15,533,853.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,533,853.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	233,008.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,300,845.
6	Minimum investment return. Enter 5% of line 5	6	765,042.

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

1	Minimum investment return from Part X, line 6	1	765,042.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	24,640.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,640.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	740,402.
4	Recoveries of amounts treated as qualifying distributions	4	300.
5	Add lines 3 and 4	5	740,702.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	740,702.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	811,226.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	811,226.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	811,226.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				740,702.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07, 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	325,705.			
b From 2005	24,112.			
c From 2006	187,919.			
d From 2007	33,064.			
e From 2008	271,194.			
f Total of lines 3a through e	841,994.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 811,226.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				740,702.
e Remaining amount distributed out of corpus	70,524.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	912,518.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	325,705.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	586,813.			
10 Analysis of line 9.				
a Excess from 2005	24,112.			
b Excess from 2006	187,919.			
c Excess from 2007	33,064.			
d Excess from 2008	271,194.			
e Excess from 2009	70,524.			

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

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 16				
Total			▶ 3a	718,275.
b Approved for future payment				
Total			▶ 3b	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
<i>Mary Frost</i>		10-21-10	TRUSTEE
Signature of officer or trustee		BANK OF AMERICA, N.A.	Date
Preparer's signature		Date	Check if self-employed ☐
Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number (See Signature on page 30 of the instructions)	
EIN		Phone no	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					5,132.	
125.00		5. AT&T INC PROPERTY TYPE: SECURITIES 125.00				P	04/02/2008	03/03/2010
25,894.00		1020. AT&T INC PROPERTY TYPE: SECURITIES 25,424.00				P	02/23/2010	03/11/2010
							470.00	
127.00		5. AT&T INC PROPERTY TYPE: SECURITIES 127.00				P	03/25/2008	03/11/2010
11,297.00		445. AT&T INC PROPERTY TYPE: SECURITIES 17,487.00				P	04/02/2008	03/11/2010
							-6,190.00	
1,269.00		50. AT&T INC PROPERTY TYPE: SECURITIES 1,269.00				P	04/02/2008	03/11/2010
255.00		5. ALPHA NATURAL RESOURCES INC COM PROPERTY TYPE: SECURITIES 247.00				P	03/03/2010	03/11/2010
							8.00	
22,175.00		190. AMAZON COM INC PROPERTY TYPE: SECURITIES 17,786.00				P	10/01/2007	02/23/2010
							4,389.00	
287.00		5. AMGEN INC PROPERTY TYPE: SECURITIES 282.00				P	02/23/2010	03/11/2010
							5.00	
532.00		5. APACHE CORP PROPERTY TYPE: SECURITIES 510.00				P	02/23/2010	03/03/2010
							22.00	
536.00		5. APACHE CORP PROPERTY TYPE: SECURITIES 510.00				P	02/23/2010	03/11/2010
							26.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
315.00		5. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES 293.00				P	02/23/2010	03/11/2010
							22.00	
1,048.00		5. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 984.00				P	02/23/2010	03/03/2010
							64.00	
226,920.00		20666.644 ARTIO INTL EQUITY FUND II CL I PROPERTY TYPE: SECURITIES 209,146.00				P	12/19/2008	07/30/2009
							17,774.00	
156.00		5. AVON PRODS INC PROPERTY TYPE: SECURITIES 151.00				P	02/23/2010	03/03/2010
							5.00	
156.00		5. AVON PRODS INC PROPERTY TYPE: SECURITIES 151.00				P	02/23/2010	03/11/2010
							5.00	
36,205.00		1000. BEST BUY INC PROPERTY TYPE: SECURITIES 27,978.00				P	12/19/2008	02/23/2010
							8,227.00	
28,082.00		450. BOEING CO PROPERTY TYPE: SECURITIES 19,562.00				P	02/24/2004	02/23/2010
							8,520.00	
61,231.00		2500. BRISTOL MYERS SQUIBB CO COM PROPERTY TYPE: SECURITIES 57,742.00				P	12/19/2008	02/23/2010
							3,489.00	
30,000.00		300. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES 27,770.00				P	09/30/2008	02/12/2010
							2,230.00	
5,000.00		50. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES 3,923.00				P	02/09/2006	02/12/2010
							1,077.00	
50,000.00		500. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES 32,932.00				P	07/26/2006	02/12/2010
							17,068.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
160.00		5. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES 151.00				P	02/23/2010	03/11/2010 9.00
370.00		5. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 360.00				P	02/23/2010	03/11/2010 10.00
47,749.00		2000. CISCO SYS INC PROPERTY TYPE: SECURITIES 39,917.00				P	06/15/2006	02/23/2010 7,832.00
10,744.00		450. CISCO SYS INC PROPERTY TYPE: SECURITIES 6,120.00				P	04/17/2003	02/23/2010 4,624.00
248.00		10. CISCO SYS INC PROPERTY TYPE: SECURITIES 136.00				P	04/17/2003	03/03/2010 112.00
129.00		5. CISCO SYS INC PROPERTY TYPE: SECURITIES 68.00				P	04/17/2003	03/11/2010 61.00
614.00		10. CLOROX CO PROPERTY TYPE: SECURITIES 609.00				P	02/23/2010	03/03/2010 5.00
6,870.00		125. COCA COLA CO PROPERTY TYPE: SECURITIES 7,240.00				P	05/06/2008	02/23/2010 -370.00
81,063.00		1475. COCA COLA CO PROPERTY TYPE: SECURITIES 31,672.00				P	07/27/1994	02/23/2010 49,391.00
47,109.00		575. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 32,583.00				P	03/17/2006	02/23/2010 14,526.00
40,964.00		500. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 27,610.00				P	12/09/2005	02/23/2010 13,354.00

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
81,928.00		1000. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 13,049.00				P	05/19/1992 68,879.00	02/23/2010
9,536.00		200. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 12,464.00				P	02/21/2006 -2,928.00	02/23/2010
33,377.00		700. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 42,581.00				P	01/13/2006 -9,204.00	02/23/2010
55,255.00		3200. CORNING INC PROPERTY TYPE: SECURITIES 27,992.00				P	12/19/2008 27,263.00	02/23/2010
76.00		5. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES 74.00				P	02/23/2010 2.00	03/03/2010
41,279.00		2665. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES 39,402.00				P	02/23/2010 1,877.00	03/11/2010
140.00		10. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES 136.00				P	02/23/2010 4.00	03/03/2010
73.00		5. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES 68.00				P	02/23/2010 5.00	03/11/2010
232.00		5. DOVER CORP PROPERTY TYPE: SECURITIES 224.00				P	02/23/2010 8.00	03/03/2010
17,556.00		250. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES 22,679.00				P	02/21/2007 -5,123.00	02/23/2010
21,067.00		300. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES 25,458.00				P	01/23/2007 -4,391.00	02/23/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
93.00		5. E M C CORP MASS PROPERTY TYPE: SECURITIES 89.00				P	03/03/2010	03/11/2010 4.00
51.00		.538 POTASH CORP OF SASKATCHEWAN INC COM PROPERTY TYPE: SECURITIES 51.00				P	09/02/2009	09/03/2009
61.00		.561 POTASH CORP OF SASKATCHEWAN INC COM PROPERTY TYPE: SECURITIES 52.00				P	06/15/2009	02/23/2010 9.00
54,655.00		499.439 POTASH CORP OF SASKATCHEWAN INC PROPERTY TYPE: SECURITIES 36,409.00				P	12/19/2008	02/23/2010 18,246.00
29,054.00		375. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES 33,213.00				P	11/30/2006	02/23/2010 -4,159.00
50,361.00		650. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES 54,987.00				P	11/14/2006	02/23/2010 -4,626.00
6,191.00		140. EXELON CORP COM PROPERTY TYPE: SECURITIES 5,607.00				P	11/01/2004	02/23/2010 584.00
224.00		5. EXELON CORP COM PROPERTY TYPE: SECURITIES 200.00				P	11/01/2004	03/03/2010 24.00
57,021.00		650. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES 35,891.00				P	10/01/2007	02/23/2010 21,130.00
70,179.00		800. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES 33,640.00				P	04/04/2007	02/23/2010 36,539.00
29,193.00		450. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 27,558.00				P	03/17/2006	02/23/2010 1,635.00

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
32,437.00		500. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 29,675.00				P 12/09/2005 2,762.00	02/23/2010
75.00		1.15 EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 18.00				P 02/15/1994 57.00	02/23/2010
259,421.00		3998.85 EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 15,325.00				P 08/01/1985 244,096.00	02/23/2010
16,371.00		350. FPL GROUP INC PROPERTY TYPE: SECURITIES 21,412.00				P 10/01/2007 -5,041.00	02/23/2010
400,000.00		400000. FEDERAL HOME LN MTG CORP MTN CAL PROPERTY TYPE: SECURITIES 400,000.00				P 10/03/2007	10/15/2009
300,000.00		300000. FEDERAL HOME LN BKS CONS BD CALL PROPERTY TYPE: SECURITIES 300,000.00				P 08/24/2004	09/15/2009
300,000.00		300000. FEDERAL NATL MTG ASSN MTN CALL 1 PROPERTY TYPE: SECURITIES 299,310.00				P 12/29/2004 690.00	01/19/2010
95,211.00		1300. FREEPORT-MCMORAN COPPER & GOLD INC PROPERTY TYPE: SECURITIES 29,909.00				P 12/19/2008 65,302.00	02/23/2010
32,502.00		2050. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 59,731.00				P 06/17/2008 -27,229.00	02/23/2010
23,782.00		1500. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 41,126.00				P 09/19/2008 -17,344.00	02/23/2010
19,819.00		1250. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 27,525.00				P 02/13/2003 -7,706.00	02/23/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
24,892.00		1570. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 3,710.00				P	08/01/1985 21,182.00	02/23/2010
162.00		10. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 24.00				P	08/01/1985 138.00	03/03/2010
1,893.00		40. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 1,966.00				P	12/19/2008 -73.00	03/03/2010
795.00		5. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 788.00				P	02/23/2010 7.00	03/03/2010
39,505.00		675. HESS CORP COM PROPERTY TYPE: SECURITIES 34,775.00				P	01/23/2007 4,730.00	02/23/2010
25,037.00		500. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 21,452.00				P	02/14/2007 3,585.00	02/23/2010
16,024.00		320. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 7,671.00				P	08/12/2005 8,353.00	02/23/2010
256.00		5. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 120.00				P	08/12/2005 136.00	03/03/2010
258.00		5. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 120.00				P	08/12/2005 138.00	03/11/2010
23,982.00		775. HOME DEPOT INC PROPERTY TYPE: SECURITIES 18,800.00				P	07/25/2008 5,182.00	02/23/2010
22,435.00		725. HOME DEPOT INC PROPERTY TYPE: SECURITIES 14,826.00				P	02/13/2003 7,609.00	02/23/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,162.00		25. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES 2,415.00				P	01/23/2007 747.00	02/23/2010
114,453.00		905. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES 72,686.00				P	02/09/2006 41,767.00	02/23/2010
639.00		5. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES 402.00				P	02/09/2006 237.00	03/03/2010
2,588.00		108. INTERNATIONAL PAPER CO PROPERTY TYPE: SECURITIES 1,756.00				P	08/01/1985 832.00	02/23/2010
17,784.00		742. INTERNATIONAL PAPER CO PROPERTY TYPE: SECURITIES 11,405.00				P	08/01/1985 6,379.00	02/23/2010
16,082.00		400. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 19,071.00				P	05/06/2008 -2,989.00	02/23/2010
21,107.00		525. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 24,448.00				P	09/19/2006 -3,341.00	02/23/2010
1,407.00		35. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,620.00				P	11/30/2006 -213.00	02/23/2010
210.00		5. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 231.00				P	11/30/2006 -21.00	03/03/2010
214.00		5. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 231.00				P	11/30/2006 -17.00	03/11/2010
44,449.00		700. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 46,463.00				P	06/04/2008 -2,014.00	02/23/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
44,449.00		700. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 4,334.00				P	02/25/1992	02/23/2010
							40,115.00	
36,767.00		700. KELLOGG CO PROPERTY TYPE: SECURITIES 30,751.00				P	12/09/2005	02/23/2010
							6,016.00	
26,262.00		500. KELLOGG CO PROPERTY TYPE: SECURITIES 21,910.00				P	01/13/2006	02/23/2010
							4,352.00	
24,102.00		400. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 23,411.00				P	02/21/2006	02/23/2010
							691.00	
60,254.00		1000. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 57,894.00				P	02/09/2006	02/23/2010
							2,360.00	
48,337.00		1656. KRAFT FOODS INC CL A COM PROPERTY TYPE: SECURITIES 51,026.00				P	06/15/2006	02/23/2010
							-2,689.00	
20,525.00		280. LABORATORY CORP AMER HLDGS NEW PROPERTY TYPE: SECURITIES 20,339.00				P	03/29/2007	02/23/2010
							186.00	
367.00		5. LABORATORY CORP AMER HLDGS NEW PROPERTY TYPE: SECURITIES 363.00				P	03/29/2007	03/03/2010
							4.00	
8,598.00		350. LINCOLN NATL CORP IND PROPERTY TYPE: SECURITIES 4,095.00				P	05/21/1991	02/23/2010
							4,503.00	
239.00		10. LOWES COS INC PROPERTY TYPE: SECURITIES 228.00				P	02/23/2010	03/03/2010
							11.00	
122.00		5. LOWES COS INC PROPERTY TYPE: SECURITIES 114.00				P	02/23/2010	03/11/2010
							8.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
300.00		5. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 293.00				P	02/23/2010	03/11/2010
							7.00	
3,467.00		100. METLIFE INC PROPERTY TYPE: SECURITIES 3,622.00				P	12/19/2008	02/23/2010
							-155.00	
52,012.00		1500. METLIFE INC PROPERTY TYPE: SECURITIES 39,808.00				P	11/28/2008	02/23/2010
							12,204.00	
285.00		10. MICROSOFT CORP PROPERTY TYPE: SECURITIES 285.00				P	11/28/2007	03/03/2010
291.00		10. MICROSOFT CORP PROPERTY TYPE: SECURITIES 291.00				P	11/28/2007	03/11/2010
5,306.00		70. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 3,250.00				P	09/19/2006	02/23/2010
							2,056.00	
367.00		5. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 232.00				P	09/19/2006	03/03/2010
							135.00	
37,173.00		525. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 24,374.00				P	09/19/2006	03/11/2010
							12,799.00	
105.00		5. MYLAN LABS INC PROPERTY TYPE: SECURITIES 96.00				P	02/23/2010	03/03/2010
							9.00	
218.00		10. MYLAN LABS INC PROPERTY TYPE: SECURITIES 193.00				P	02/23/2010	03/11/2010
							25.00	
208.00		5. NAVISTAR INTL CORP NEW PROPERTY TYPE: SECURITIES 196.00				P	02/23/2010	03/03/2010
							12.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
57,640.00		900. NIKE INC CL B PROPERTY TYPE: SECURITIES 53,044.00				P	10/01/2007	02/23/2010
							4,596.00	
14,470.00		1100. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 22,569.00				P	03/17/2006	02/23/2010
							-8,099.00	
6,577.00		500. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 10,049.00				P	06/15/2006	02/23/2010
							-3,472.00	
26,310.00		2000. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 37,080.00				P	01/25/2006	02/23/2010
							-10,770.00	
195.00		5. NORDSTROM INC PROPERTY TYPE: SECURITIES 179.00				P	02/23/2010	03/11/2010
							16.00	
289.00		5. PNC BK CORP PROPERTY TYPE: SECURITIES 262.00				P	02/23/2010	03/11/2010
							27.00	
122.00		5. PACKAGING CORP OF AMERICA PROPERTY TYPE: SECURITIES 116.00				P	02/23/2010	03/03/2010
							6.00	
120.00		5. PACKAGING CORP OF AMERICA PROPERTY TYPE: SECURITIES 116.00				P	02/23/2010	03/11/2010
							4.00	
315.00		5. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES 290.00				P	02/23/2010	03/03/2010
							25.00	
47,712.00		770. PEPSICO INC PROPERTY TYPE: SECURITIES 1,764.00				P	08/01/1985	02/23/2010
							45,948.00	
321.00		5. PEPSICO INC PROPERTY TYPE: SECURITIES 11.00				P	08/01/1985	03/03/2010
							310.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9.00		.5 PFIZER INC PROPERTY TYPE: SECURITIES 9.00				P	02/09/2006	11/04/2009
9.00		.5 PFIZER INC PROPERTY TYPE: SECURITIES 9.00				P	01/21/2006	03/11/2010
6,006.00		349.5 PFIZER INC PROPERTY TYPE: SECURITIES 6,006.00				P	02/09/2006	03/11/2010
18,989.00		1105. PFIZER INC PROPERTY TYPE: SECURITIES 18,989.00				P	12/05/2006	03/11/2010
249.00		5. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES 247.00				P	02/23/2010	03/11/2010 2.00
30,435.00		400. PRAXAIR INC PROPERTY TYPE: SECURITIES 34,573.00				P	09/19/2008	02/23/2010 -4,138.00
685.00		9. PRAXAIR INC PROPERTY TYPE: SECURITIES 462.00				P	08/12/2005	02/23/2010 223.00
18,337.00		241. PRAXAIR INC PROPERTY TYPE: SECURITIES 12,364.00				P	08/12/2005	02/23/2010 5,973.00
38,043.00		500. PRAXAIR INC PROPERTY TYPE: SECURITIES 24,720.00				P	11/10/2005	02/23/2010 13,323.00
120.00		5. PRINCIPAL FINL GROUP INC COM PROPERTY TYPE: SECURITIES 112.00				P	02/23/2010	03/03/2010 8.00
125.00		5. PRINCIPAL FINL GROUP INC COM PROPERTY TYPE: SECURITIES 112.00				P	02/23/2010	03/11/2010 13.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
314.00		5. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 316.00				P	02/23/2010	03/11/2010 -2.00
6,346.00		95. RALCORP HOLDINGS INC W/I PROPERTY TYPE: SECURITIES 4,431.00				P	06/15/2006	02/23/2010 1,915.00
25,638.00		425. SCHLUMBERGER LTD FOREIGN PROPERTY TYPE: SECURITIES 25,511.00				P	01/25/2006	02/23/2010 127.00
36,195.00		600. SCHLUMBERGER LTD FOREIGN PROPERTY TYPE: SECURITIES 35,704.00				P	02/09/2006	02/23/2010 491.00
244.00		5. SEMPRA ENERGY PROPERTY TYPE: SECURITIES 242.00				P	02/23/2010	03/03/2010 2.00
16,074.00		1300. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES 5,058.00				P	01/31/1995	02/23/2010 11,016.00
35,156.00		830. SOUTHWESTERN ENERGY CO * COM PROPERTY TYPE: SECURITIES 20,977.00				P	11/28/2007	02/23/2010 14,179.00
214.00		5. SOUTHWESTERN ENERGY CO * COM PROPERTY TYPE: SECURITIES 126.00				P	11/28/2007	03/03/2010 88.00
114.00		5. STAPLES INC PROPERTY TYPE: SECURITIES 128.00				P	02/23/2010	03/03/2010 -14.00
33,793.00		1475. STAPLES INC PROPERTY TYPE: SECURITIES 37,707.00				P	02/23/2010	03/11/2010 -3,914.00
6,988.00		305. STAPLES INC PROPERTY TYPE: SECURITIES 7,447.00				P	08/27/2008	03/11/2010 -459.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,051.00		200. TARGET CORP PROPERTY TYPE: SECURITIES 5,390.00				P	02/13/2003	02/23/2010
							4,661.00	
258.00		5. TARGET CORP PROPERTY TYPE: SECURITIES 135.00				P	02/13/2003	03/03/2010
							123.00	
246.00		10. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES 246.00				P	11/28/2007	03/03/2010
120.00		5. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES 120.00				P	11/28/2007	03/11/2010
252.00		5. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 248.00				P	02/23/2010	03/11/2010
							4.00	
7,774.00		320. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 11,615.00				P	02/14/2007	02/23/2010
							-3,841.00	
248.00		10. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 363.00				P	02/14/2007	03/03/2010
							-115.00	
126.00		5. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 181.00				P	02/14/2007	03/11/2010
							-55.00	
1,196.00		20. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES 1,160.00				P	02/23/2010	03/03/2010
							36.00	
308.00		5. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES 290.00				P	02/23/2010	03/11/2010
							18.00	
500,000.00		500000. UNITED STATES TREAS NT DTD 05/15 PROPERTY TYPE: SECURITIES 515,000.00				P	11/16/2007	05/15/2010
							-15,000.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
26,065.00		800. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES 18,180.00				P	04/17/2003 7,885.00	02/23/2010
43,117.00		1500. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 62,391.00				P	11/28/2007 -19,274.00	02/23/2010
13,142.00		400. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 14,087.00				P	02/21/2007 -945.00	02/23/2010
49,282.00		1500. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 45,120.00				P	12/29/2004 4,162.00	02/23/2010
32,855.00		1000. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 29,818.00				P	03/09/2005 3,037.00	02/23/2010
148.00		5. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 148.00				P	05/06/2008	03/11/2010
25,126.00		500. WYETH COM PROPERTY TYPE: SECURITIES 3,301.00				P	08/01/1985 21,825.00	10/15/2009
36,017.00		1075. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES 39,751.00				P	11/28/2007 -3,734.00	02/23/2010
838.00		25. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES 600.00				P	04/07/2006 238.00	02/23/2010
46,906.00		1400. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES 33,264.00				P	12/28/2005 13,642.00	02/23/2010
156.00		5. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES 157.00				P	02/23/2010 -1.00	03/03/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
234.00		10. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES 218.00				P	02/23/2010	03/03/2010
							16.00	
223.00		5. NOBLE CORP COM PROPERTY TYPE: SECURITIES 210.00				P	02/23/2010	03/03/2010
							13.00	
185.00		5. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES 176.00				P	02/23/2010	03/03/2010
							9.00	
189.00		5. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES 176.00				P	02/23/2010	03/11/2010
							13.00	
TOTAL GAIN(LOSS)							----- 808,406. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	7,283.	7,283.
AT&T INC SR UNSECD BD	14,000.	14,000.
ABBOTT LABS	2,053.	2,053.
AMPHENOL CORP NEW CL A	19.	19.
APACHE CORP	351.	351.
ARTIO INTL EQUITY FUND II CL I	193.	193.
AVON PRODS INC	552.	552.
BEST BUY INC	420.	420.
BOEING CO	567.	567.
BOFA GOVERNMENT RESERVES TRUST CLASS - F	10.	10.
BOTTLING GROUP LLC SR NT	9,250.	9,250.
BRISTOL MYERS SQUIBB CO COM	2,350.	2,350.
BURLINGTON NORTHERN SANTA FE CORP	1,241.	1,241.
CELANESE CORP DEL SER A COM	75.	75.
CHEVRONTXACO CORP COM	2,947.	2,947.
CISCO SYS INC NT	13,125.	13,125.
CLOROX CO	245.	245.
COCA COLA CO	1,968.	1,968.
COLGATE PALMOLIVE CO	2,739.	2,739.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	4,583.	4,583.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	61,386.	61,386.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	6,980.	6,980.
COLUMBIA CONVERTIBLE SECURITIES FD CL Z	6,056.	6,056.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	7,719.	7,719.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	2,878.	2,878.
COLUMBIA GOVERNMENT RESERVES TRUST CLASS	39.	39.
CONOCOPHILLIPS COM	1,323.	1,323.
CORNING INC	320.	320.
DISNEY (WALT) COMPANY	726.	726.
DISCOVER FINL SVCS COM	73.	73.
DOVER CORP	326.	326.
DU PONT E I DE NEMOURS & CO SR NT	11,875.	11,875.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DUN & BRADSTREET CORP DEL NEW COM	374.	374.
EOG RESOURCES INC	53.	53.
POTASH CORP OF SASKATCHEWAN INC COM	148.	148.
ENERGY CORP NEW COM	769.	769.
EXELON CORP COM	2,181.	2,181.
EXXON MOBIL CORPORATION	6,237.	6,237.
FPL GROUP INC	331.	331.
FEDERAL HOME LN MTG CORP MTN CALL 10/15/	10,100.	10,100.
FEDERAL HOME LN BKS CONS BD CALL 9/15/09	7,500.	7,500.
FEDERAL HOME LN BKS CONS BD CALL 10/15/1	20,080.	20,080.
FEDERAL NATL MTG ASSN MTN CALL 1/19/07 @	12,750.	12,750.
FEDERAL HOME LN MTG CORP REFERENCE NT	7,375.	7,375.
FIFTH THIRD BANCORP COM	20.	20.
FLOWERVE CORP	119.	119.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	195.	195.
GENERAL ELEC CO	2,883.	2,883.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	10,000.	10,000.
GENERAL ELEC CAP CORP SR UNSECD MTN	10,500.	10,500.
GENERAL MILLS INC	301.	301.
GOLDMAN SACHS GROUP INC	502.	502.
HARTFORD FINL SVCS GROUP INC SR UNSECD N	15,750.	15,750.
HESS CORP COM	135.	135.
HEWLETT PACKARD CO	1,054.	1,054.
HOME DEPOT INC	675.	675.
INTERNATIONAL BUSINESS MACHS	4,050.	4,050.
INTERNATIONAL PAPER CO	64.	64.
ISHARES MSCI EMERGING MKTS INDEX FUND	1,035.	1,035.
J P MORGAN CHASE & CO COM	832.	832.
JOHNSON & JOHNSON	2,058.	2,058.
KELLOGG CO	900.	900.
KIMBERLY CLARK CORP	2,520.	2,520.
KRAFT FOODS INC CL A COM	1,441.	1,441.
LINCOLN NATL CORP IND	11.	11.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LOWES COS INC	324.	324.
MCKESSON HBOC INC	130.	130.
MERRILL LYNCH & CO INC MTN	10,900.	10,900.
METLIFE INC	1,184.	1,184.
MICROSOFT CORP	3,130.	3,130.
MOLSON COORS BREWING CO CL B	744.	744.
MONSANTO CO NEW COM	477.	477.
NIKE INC CL B	693.	693.
NORDSTROM INC	939.	939.
OCCIDENTAL PETROLEUM CORP	455.	455.
PNC BK CORP	377.	377.
PACKAGING CORP OF AMERICA	296.	296.
PARKER HANNIFIN CORP	308.	308.
PEPSICO INC	2,759.	2,759.
PFIZER INC	4,180.	4,180.
PHILIP MORRIS INTL INC COM	1,847.	1,847.
PRAXAIR INC	920.	920.
PRICE T ROWE GROUP INC COM	324.	324.
PROCTER & GAMBLE CO	2,864.	2,864.
PROCTER & GAMBLE CO NT	9,900.	9,900.
PROCTER & GAMBLE CO NT	1,429.	1,429.
QUESTAR CORP COMMON	189.	189.
RIO TINTO PLC SPONSORED ADR	324.	324.
SBC COMMUNICATIONS INC NT	10,200.	10,200.
S&P DEPOSITARY RECEIPTS SERIES 1	5,085.	5,085.
SCHLUMBERGER LTD FOREIGN	861.	861.
SEMPRA ENERGY	474.	474.
SOUTHWEST AIRLS CO	12.	12.
STAPLES INC	816.	816.
TJX COS INC NEW	164.	164.
TARGET CORP	577.	577.
TARGET CORP NT	11,750.	11,750.
TEXAS INSTRS INC	1,507.	1,507.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
THORNBURG INTL VALUE FUND CL I	5,139.	5,139.
US BANCORP DEL COM NEW	793.	793.
UNITED PARCEL SERVICE CL B	439.	439.
UNITED STATES TREAS NT DTD 05/15/07 4.50	22,500.	22,500.
UNITED STATES TREAS NT DTD 02/17/09 2.75	16,409.	16,409.
UNITED TECHNOLOGIES CORP	4,076.	4,076.
UNITED TECHNOLOGIES CORP NT	9,750.	9,750.
VERIZON COMMUNICATIONS	2,115.	2,115.
WAL-MART STORES INC GLOBAL NT	9,000.	9,000.
WASTE MANAGEMENT INC	1,682.	1,682.
WELLS FARGO COMPANY	787.	787.
WELLS FARGO & CO NEW SR UNSECD NT	13,250.	13,250.
WYETH COM	150.	150.
YUM BRANDS INC COM	1,525.	1,525.
AXIS CAPITAL HOLDINGS LTD COM	312.	312.
NOBLE CORP COM	46.	46.
TYCO INTL LTD NEW F COM	409.	409.
	-----	-----
TOTAL	451,136.	451,136.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GROSS O&G ROYALTY	36,311.	36,311.
EXCISE TAX REFUND	1,128.	
	-----	-----
TOTALS	37,439.	36,311.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	3,000.			3,000.
TOTALS	3,000.	NONE	NONE	3,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER PROFESSIONAL FEES	5,056.	5,056.
	-----	-----
TOTALS	5,056.	5,056.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	37.	37.
FEDERAL ESTIMATES - INCOME	25,730.	
FOREIGN TAXES ON QUALIFIED FOR	1,820.	1,820.
FOREIGN TAXES ON NONQUALIFIED	71.	71.
	-----	-----
TOTALS	27,658.	1,928.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GRANTMAKING EXPENSE	38,274.		38,274.
ASSOCIATE DUES	190.		190.
OIL & GAS EXPENSE:			
PRODUCTION TAX	2,003.	2,003.	
LEASE OPERATING	30.	30.	
AD VALOREM TAX	1,220.	1,220.	
OTHER	24.	24.	
TOTALS	41,741.	3,277.	38,464.

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

DESCRIPTION -----	AMOUNT -----
PURCHASED ACCRUED INTEREST - 2008	3,321.
ROC ADJUSTMENT - 2009	1,538.
GRANT RECOVERY - 2008	300.
ROC ADJUSTMENT - 2008	4.

TOTAL	5,163.
	=====

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

NET ROUNDING DIFFERENCE	19.
COST BASIS ADJUSTMENT - ENTERGY	3,075.
MINERAL ASSET BASIS ADJUSTMENT	90.

TOTAL	3,184.
	=====

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

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

TX

STATEMENT 12

XD576 2 000

EE7053 2680 10/21/2010 09:24:52

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 95,084.

OFFICER NAME:

WAYNE E. DELANEY

ADDRESS:

1201 S LANG AVE

DENISON, TX 75020-5338

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,500.

OFFICER NAME:

JACK B. LILLEY

ADDRESS:

P.O. BOX 254

DENISON, TX 75021-0254

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,500.

OFFICER NAME:

JERRY CULPEPPER

ADDRESS:

P.O. BOX 653

SHERMAN, TX 75091-0653

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,500.

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

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

OFFICER NAME:

RONNIE COLE

ADDRESS:

306 W MAIN ST

DENISON, TX 75020-3125

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,500.

TOTAL COMPENSATION:

105,084.

=====

STATEMENT 14

CLARA B & W AUBREY SMITH CHARITABLE
FORM 990PF, PART XV - LINES 2a - 2d
=====

75-6314114

RECIPIENT NAME:

DAVID T. ROSS - BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

RECIPIENT'S PHONE NUMBER: 214-209-1965

FORM, INFORMATION AND MATERIALS:

LETTER FORMAT

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RELIGIOUS, CHARITABLE, EDUCATIONAL, SCIENTIFIC & LITERARY PURPOSES IN
GRAYSON COUNTY, TEXAS AND SURROUNDING AREAS FOCUSING ON INCREASING
KNOWLEDGE OF PHYSICIANS/SURGEONS IN GRAYSON COUNTY THROUGH LECTURES &

RESTRICTIONS OR LIMITATIONS ON AWARDS:

EDUCATION. FUNDS ARE TO BE USED FOR MEDICAL RESEARCH, SCHOLARSHIPS TO
MEDICAL SCHOOLS, TRAINING OF NURSES OR PARAMEDICS, AND ACQUISITION OR
IMPROVEMENT TO HOSPITALS. FOR ANY INDIVIDUAL SCHOLARSHIP AWARDS,

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PREFERENCE WILL BE GIVEN TO STUDENTS THAT COMMIT TO WORKING AT LEAST
TWO YEARS FOR TEXOMA MEDICAL CENTER IN DENISON, TEXAS UPON COMPLETION
OF THEIR ACADEMIC TRAINING.

STATEMENT 15

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED LIST

AMOUNT OF GRANT PAID 718,275.

TOTAL GRANTS PAID:

718,275.

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STATEMENT 16

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Clara Blackford and W. Aubrey Smith Charitable Foundation

Grant Recipients for Fiscal Year Ending June 2010

Payee Organization	Amount	Request Project Title
Alpha & Omega Baptist Church 401 E. Sears St. Denison, TX 75020	\$250	Holiday Fund
American Cancer Society, Inc. North Texas Region 8900 John Carpenter Freeway Dallas, TX 75247	\$10,000	Grayson County Relay for Life
American Heart Association Inc 8200 Brookriver Drive, Suite N100 Dallas, TX 75247	\$20,000	Heart Research, Local Programming
American Red Cross, Texoma Area Chapter 2527 State Highway 691 Denison, TX 75020	\$5,000	Program support
Big Brothers Big Sisters Grayson County 2007 Texoma Parkway, Suite 182 Sherman, TX 75076	\$1,000	Holiday Fund
Boy Scouts of America Circle Ten Council 8605 Harry Hines Blvd Dallas, TX 75235-3014	\$200	Program support. Board directed from Jack Lilley
Boys & Girls Club of Denison PO Box 23 Denison, TX 75021-0023	\$1,500	Program support. Board directed distribution from Jack Lilley.
Boys & Girls Club of Denison PO Box 23 Denison, TX 75021-0023	\$1,500	Program support. Board directed distribution by Jerry Culpepper.
Boys & Girls Club of Denison PO Box 23 Denison, TX 75021-0023	\$90,000	Club Renovations
Child & Family Guidance Center of Texoma 804 E. Pecan Grove Road Sherman, TX 75090	\$1,000	Holiday Fund
Child & Family Guidance Center of Texoma 804 E. Pecan Grove Road Sherman, TX 75090	\$15,000	Psychological services for uninsured/underinsured and disadvantaged children

Payee Organization	Amount	Request Project Title
City of Denison 500 W. Chestnut Denison, TX 75020	\$5,000	2010 July 4th Fireworks Event. Board directed grant from Ronnie Cole.
City of Denison Parks & Recreation 531 W. Chestnut Denison, TX 75020	\$1,000	Mural Project. Board directed by Jack Lilley.
City of Denison Parks & Recreation 531 W. Chestnut Denison, TX 75020	\$1,000	Mural Project for Smith Park. Board directed by Jerry Culpepper.
City of Denison Parks & Recreation 531 W. Chestnut Denison, TX 75020	\$2,000	Grass for Softball Field. Board directed distribution from Jerry Culpepper.
City of Denison Parks & Recreation 531 W. Chestnut Denison, TX 75020	\$800	Purchase uniforms for Dixie Softball League. Board directed by Jack Lilley.
Community Youth Center of Denison P.O. Box 932 Denison, TX 75021-1584	\$250	Holiday Fund
Court Appointed Special Advocates 100 N Travis St Ste 302 Sherman, TX 75090-0015	\$500	Holiday Fund
Court Appointed Special Advocates 100 N Travis St Ste 302 Sherman, TX 75090-0015	\$10,000	Provide assistance to abused and neglected children of Grayson County
Denison Arts Council P.O. Box 325 Denison, TX 75021-0325	\$4,500	2010 Marketing Plan
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$2,000	Story-telling event. Board directed distribution from Ronnie Cole.
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$25,000	Support mentally and physically handicapped children in Grayson County
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$5,000	Support "Shoot for the Chamber"
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$5,000	2010 Dixie World Series

Payee Organization	Amount	Request Project Title
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$4,000	Denison Leadership Institute
Denison Helping Hands 418 W Chestnut St Denison, TX 75020-3113	\$20,000	Food assistance to families living on a restricted income
Denison Housing Authority P.O. Box 475 Denison, TX 75021	\$5,000	Support summer program. Board directed distribution from Linda Flemming.
Denison Housing Authority P.O. Box 475 Denison, TX 75021	\$1,500	Holiday Fund
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,500	Holiday Fund - B. McDaniel Middle School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Holiday Fund - Hyde Park Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Christmas gifts. Board directed distribution from Jack Lilley
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$500	Holiday Fund - Layne Elementary
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$7,600	Prime Time Tutoring Program
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math and Science Scholarships
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,500	Holiday Fund - Terrell Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$500	Holiday Fund - Pathways High School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Holiday Fund - Denison High School Christmas Angel Program

Payee Organization	Amount	Request Project Title
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$5,000	Emergent Needs of Students
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$10,000	Scholarships for Teachers Continuing Education
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$27,000	Support fifth grade trip to Camp Goddard
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$5,000	Supplies for students and teachers at B. McDaniel Middle School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$9,000	Supplies for students and teachers at Denison High School.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Supplies for students and teachers at Golden Rule Elementary
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$3,000	Supplies for students and teachers at Houston Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$3,000	Supplies for students and teachers at Hyde Park Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$3,000	Supplies for students and teachers at Layne Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$3,000	Supplies for students and teachers at Mayes Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Supplies for students and teachers at Pathways High School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$5,000	Supplies for students and teachers at Terrell Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,000	Theatre Department. Board directed by Jack Lilley

Payee Organization	Amount	Request Project Title
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$3,000	Supplies for students and teachers at Lamar Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math and Science Scholarships
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,500	DHS Band Program. Board directed distribution from Wayne Delaney.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$5,000	Starlit Kids Elementary Theatre Program
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Teacher Incentive Awards. Board directed distribution from Wayne Delaney
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$900	Denison High School Choir Competition. Board directed distribution from Ronnie Cole.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Theatre Department National Competition Registration. Board directed distribution from Jack Lilley
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,700	DHS Band Program. Board directed distribution from Ronnie Cole.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,700	DHS Band Program. Board directed distribution from Jack Lilley.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,700	DHS Band Program. Board directed distribution from Jerry Culpepper.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	DHS Band Program. Board directed distribution from Linda Flemming.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,100	DHS Choir Program. Board directed distribution from Ronnie Cole.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Golden Rule Library. Board directed distribution from Jack Lilley.

Payee Organization	Amount	Request Project Title
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,500	DHS Girls Softball Program. Board directed distribution from Jerry Culpepper.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,500	DHS Girls Volleyball Program. Board directed distribution from Jerry Culpepper.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,000	Emergency Student Fund. Board directed distribution from Jerry Culpepper.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$15,000	Grayson County College Scholarships - 2010 Graduates
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$15,000	Grayson County College Scholarship - 2009 Graduates
Denison ISD Education Foundation Inc 1201 S Rusk Ave Denison, TX 75020-6340	\$2,500	Support annual "Scholars Among Us" Banquet
Denison ISD Education Foundation Inc 1201 S Rusk Ave Denison, TX 75020-6340	\$10,000	Innovative Classroom grants for teachers
Denison Jaycees Po Box 1323 Denison, TX 75021-1323	\$5,000	ChildSpree 2009
Denison Jaycees Po Box 1323 Denison, TX 75021-1323	\$5,000	Holiday Fund
Denison Kiwanis Club Charity, Inc. P.O. Box 643 Denison, TX 75021	\$2,000	Holiday Fund
Denison Lions Club Charities Inc Po Box 633 Denison, TX 75021-0633	\$6,000	Goodfellows Progam
Denison Performing Arts, Inc. Po Box 1035 Denison, TX 75021-1035	\$1,125	Purchase tickets for students to attend Mary Poppins. Board directed by Ronnie Cole.
Denison Performing Arts, Inc. Po Box 1035 Denison, TX 75021-1035	\$1,125	Purchase tickets for students to attend Mary Poppins. Board directed by Jack Lilley.

Payee Organization	Amount	Request Project Title
First Baptist Church 601 W. Woodard Denison, TX 75020	\$1,000	Holiday Fund
First Baptist Church 601 W. Woodard Denison, TX 75020	\$300	Assist church member in need. Board directed distribution from Wayne Delaney.
First Baptist Church 601 W. Woodard Denison, TX 75020	\$825	Church Camp Assistance. Board directed distribution from Wayne Delaney.
First Baptist Church 601 W. Woodard Denison, TX 75020	\$10,000	Mobile Outreach Soup Kitchen
First Baptist Church 601 W. Woodard Denison, TX 75020	\$7,500	Support Smith Learning Center for Youth. Board directed distribution from Wayne Delaney.
First Christian Church 800 W Woodard Street Denison, TX 75020-3244	\$500	Youth Camp Scholarship Fund. Board directed distribution from Jack Lilley
First Christian Church 800 W Woodard Street Denison, TX 75020-3244	\$700	Angel Ministry. Board directed grant from Jack Lilley
First Christian Church 800 W Woodard Street Denison, TX 75020-3244	\$1,000	Holiday Fund
Grayson County College Foundation Inc 6101 Grayson Drive Denison, TX 75020-8238	\$1,000	Viking Challenge Benefit
Grayson County Shelter 331 W Morton St Denison, TX 75020-2419	\$25,000	Support shelter's operations
Grayson County Welfare Board Inc 716 Blanton Dr Sherman, TX 75092-5404	\$1,000	Holiday Fund
Harmony Missionary Baptist Church 2111 East Tuck Street Sherman, TX 75090	\$250	Holiday Fund
Jack & Jill Day Care Center, Inc. Po Box 807 Denison, TX 75021-0807	\$1,500	Holiday Fund

Payee Organization	Amount	Request Project Title
Kids Pantry P.O. Box 1837 Denison, TX 75021-1837	\$20,000	After-school and summer food project
Lakeway United Methodist Church 518 FM 996 West Pottsboro, TX 75076	\$1,000	Holiday Fund
Marine Corps League 2355 Fm 406 Denison, TX 75020-2617	\$3,000	Holiday Fund
Meadows Of Wesley Village 2603 Meadows Drive Denison, TX 75020-7280	\$500	Holiday Fund
Mt. Olive Baptist Church P.O. Box 588 Denison, TX 75021-0588	\$500	Holiday Fund
New Beginning Fellowship Church 1201 W Shepherd St Denison, TX 75020-5211	\$250	Holiday Fund
New Beginning Fellowship Church 1201 W Shepherd St Denison, TX 75020-5211	\$22,500	Purchase food and food storage equipment for Care Ministry Program
North Central Texas College 1525 W. California Street Gainesville, TX 76240	\$1,000	Baseball Excellence Fund. Board directed distribution from Jerry Culpepper.
North Central Texas College 1525 W. California Street Gainesville, TX 76240	\$300	Baseball Excellence Fund. Board directed distribution from Jack Lilley.
North Texas Concert Chorale Po Box 2431 Sherman, TX 75091-2431	\$2,000	Program support. Board directed distribution from Ronnie Cole.
Park Avenue Church of Christ 3000 S. Park Avenue Denison, TX 75020	\$1,000	Holiday Fund
Pottsboro Kids Club 21 Whispering Road Pottsboro, TX 75076	\$1,000	Holiday Fund
Preston Volunteer Emergency Services Po Box 2347 Pottsboro, TX 75076	\$5,000	Support fire and medical emergency efforts

Payee Organization	Amount	Request Project Title
Rehabilitation Center Therapeutic Solutions For Children And Adults P.O. Box 453 Sherman, TX 75091	\$1,000	Holiday Fund
Rehabilitation Center Therapeutic Solutions For Children And Adults P.O. Box 453 Sherman, TX 75091	\$25,000	Provide therapy and related services for adults and children
Rotary Club of Denison P.O. Box 1484 Denison, TX 75021	\$2,000	School supply drive
Shelter Ministries of Dallas dba Austin Street Centre P.O. Box 710729 Dallas, TX 75371-0729	\$5,000	Humanitarian Grant
Sherman Community Players 500 N Elm St Sherman, TX 75090-5808	\$5,000	Support Project Theatre
Substance Abuse Council 201 S Travis St Sherman, TX 75090-7110	\$500	Holiday Fund
Surrender House For Men Inc 521 West Morgan Street Denison, TX 75020	\$2,000	Support. Board directed distribution from Ronnie Cole.
Surrender House For Men Inc 521 West Morgan Street Denison, TX 75020	\$2,000	Support. Board directed distribution from Linda Flemming.
Surrender House For Men Inc 521 West Morgan Street Denison, TX 75020	\$1,000	Support. Board directed distribution from Jack Lilley.
Surrender House For Men Inc 521 West Morgan Street Denison, TX 75020	\$1,000	Support. Board directed distribution from Jerry Culpepper.
Texas Attitude Fastpitch Softball Club 1717 Brookshire Lane Sherman, TX 75090	\$400	Program support. Board directed by Wayne Delaney.
Texoma Childrens Museum 401 West Main Street Denison, TX 75020	\$30,000	Support

Payee Organization	Amount	Request Project Title
The Salvation Army of Grayson County P.O. Box 490 Sherman, TX 75091-0490	\$7,000	Purchase game room equipment
The Salvation Army of Grayson County P.O. Box 490 Sherman, TX 75091-0490	\$1,000	Holiday Fund
The University of Texas M.D. Anderson Cancer Center P.O. Box 301439 Houston, TX 77230-2121	\$60,000	Stipends for Social Services Students; Pediatric Social Services Counselor
Trinity United Methodist Church 101 E. Highway 69 Denison, TX 75021	\$1,000	Holiday Fund
University of Texas Health Science Center at Houston P.O. Box 20036 7000 Fannin, Ste 1200 Houston, TX 77225	\$10,000	Medical School Scholarship - Jordan Spindle
University of Texas Health Science Center at Houston P.O. Box 20036 7000 Fannin, Ste 1200 Houston, TX 77225	\$10,000	Medical School Scholarship - Preston Spindle
Visions Of Sugar Plums Charitable Foundation 21 Whispering Rd Pottsboro, TX 75076-4842	\$1,000	Holiday Fund
Volunteer Services Council Of MHMR Services Of Texoma Po Box 1087 Sherman, TX 75091-1087	\$3,000	Kids for Entertaining Kids Musical Program
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$1,000	Holiday Fund - Good Shepherd class
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$1,000	Holiday Fund
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$2,000	Vacation Bible School. Board directed distribution by Ronnie Cole.

Payee Organization	Amount	Request Project Title
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$300	Pastor's Discretionary Fund for Indigent Persons. Board directed by Jerry Culpepper.
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$1,000	Program Support for Boy Scout Troop #605. Board directed distribution by Jerry Culpepper.
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$500	Waples Kitchen Fund for Saturday Soup Project. Board directed distribution by Jerry Culpepper
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$2,000	Scholarships and expenses of Waples Day School. Board directed distribution by Jerry Culpepper.
West Texas A & M University Foundation WTAMU Box 60766 Office of Grants & Special Projects WTAMU Box 60215 Canyon, TX 79016-0001	\$2,000	Academic Scholarship for Cody Reeves. Board directed distribution from Jack Lilley.
Grand Totals	\$718,275	



ASSET SUMMARY

AS OF 06/30/10

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	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
CASH AND CASH EQUIVALENTS					
INCOME CASH	-404,810.02	-404,810.02	-2.684		
PRINCIPAL CASH	404,810.02	404,810.02	2.684		
MONEY MARKET FUNDS	2,413,186.05	2,413,186.05	16.001	0.000	0.00
TOTAL CASH AND CASH EQUIVALENTS	<u>2,413,186.05</u>	<u>2,413,186.05</u>	<u>16.001</u>	<u>0.000</u>	<u>0.00</u>
FIXED INCOME					
GOVERNMENT AND AGENCY	1,297,115.31	1,313,737.00	8.711	3.355	44,080.00
CORPORATE BONDS	3,257,759.50	3,455,050.50	22.975	4.787	165,875.00
MUTUAL FUNDS-FIXED	950,000.00	844,086.16	5.597	7.275	61,407.81
TOTAL FIXED INCOME	<u>5,504,874.81</u>	<u>5,622,873.66</u>	<u>37.283</u>	<u>4.826</u>	<u>271,362.81</u>
EQUITIES					
CONSUMER DISCRETIONARY	482,367.42	472,811.45	3.135	1.383	6,541.25
CONSUMER STAPLES	394,785.37	525,870.25	3.487	3.680	19,351.25
ENERGY	437,815.30	478,633.45	3.174	1.708	8,177.39
FINANCIALS	811,490.96	749,500.30	4.970	1.064	7,975.80
HEALTH CARE	624,650.81	577,861.32	3.832	1.543	8,915.84
* INDUSTRIALS	401,349.98	497,831.20	3.301	2.224	11,070.76
INFORMATION TECHNOLOGY	727,005.28	909,250.40	6.029	0.997	9,062.80
MATERIALS	197,359.24	166,017.05	1.101	1.294	2,149.00
TELECOMMUNICATION SERVICES	95,019.66	139,030.45	0.922	4.900	6,812.40
UTILITIES	156,245.74	158,122.45	1.048	2.911	4,602.40
MUTUAL FUNDS-EQUITY	1,733,749.93	1,883,651.73	12.490	1.575	29,670.98
OTHER EQUITIES	256,713.90	310,207.10	2.057	1.958	6,074.94
TOTAL EQUITIES	<u>6,318,553.59</u>	<u>6,868,787.15</u>	<u>45.544</u>	<u>1.753</u>	<u>120,404.81</u>
OTHER ASSETS	1.00	176,791.00	1.172	0.000	0.00
LIABILITIES	-1.00	-1.00	0.000	0.000	0.00
ACCOUNT TOTAL	<u>14,236,614.45</u>	<u>15,081,636.86</u>	<u>100.000</u>	<u>2.598</u>	<u>391,767.62</u>

A S S E T D E T A I L

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UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
CASH AND CASH EQUIVALENTS							
INCOME CASH							
	-404,810.020 INCOME CASH	-404,810.02	-404,810.02	-404,810.02	-2.684	0.000	0.00
	TOTAL INCOME CASH	<u>-404,810.02</u>	<u>-404,810.02</u>	<u>-404,810.02</u>	<u>-2.684</u>	<u>0.000</u>	<u>0.00</u>
PRINCIPAL CASH							
	404,810.020 PRINCIPAL CASH	404,810.02	404,810.02	404,810.02	2.684	0.000	0.00
	TOTAL PRINCIPAL CASH	<u>404,810.02</u>	<u>404,810.02</u>	<u>404,810.02</u>	<u>2.684</u>	<u>0.000</u>	<u>0.00</u>
MONEY MARKET FUNDS							
	2,413,186.050 BOFA GOVERNMENT RESERVES TRUST CLASS - FORMERLY COLUMBIA GOVERNMENT RESERVES CUSIP NO: 097100556	2,413,186.05	2,413,186.05	2,413,186.05	16.001	0.000	0.00
	TOTAL MONEY MARKET FUNDS	<u>2,413,186.05</u>	<u>2,413,186.05</u>	<u>2,413,186.05</u>	<u>16.001</u>	<u>0.000</u>	<u>0.00</u>
	TOTAL CASH AND CASH EQUIVALENTS	<u>2,413,186.05</u>	<u>2,413,186.05</u>	<u>2,413,186.05</u>	<u>16.001</u>	<u>0.000</u>	<u>0.00</u>
FIXED INCOME							
GOVERNMENT AND AGENCY							
	400,000.000 FEDERAL HOME LN BKS CONS BD CALL 10/15/10 @100 DTD 10/15/07 5.020% DUE 10/15/13 CUSIP NO: 3133XMKG5	400,000.00	400,000.00	405,376.00	2.688	4.953	20,080.00
	300,000.000 FEDERAL HOME LN MTG CORP REFERENCE NT DTD 04/24/09 2.500% DUE 04/23/14 CUSIP NO: 3137EACB3	300,648.90	300,648.90	310,611.00	2.060	2.415	7,500.00



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UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
600,000.000	UNITED STATES TREAS NT DTD 02/17/09 2.750% DUE 02/15/19 CUSIP NO: 912828KD1	596,466.41	596,466.41	597,750.00	3.963	2.760	16,500.00
	TOTAL GOVERNMENT AND AGENCY	1,297,115.31	1,297,115.31	1,313,737.00	8.711	3.355	44,080.00
	CORPORATE BONDS						
250,000.000	CISCO SYS INC NT DTD 02/22/06 5.250% DUE 02/22/11 CUSIP NO: 17275RAB8	260,375.00	260,375.00	256,797.50	1.703	5.111	13,125.00
250,000.000	WELLS FARGO & CO NEW SR UNSECD NT DTD 08/29/06 5.300% DUE 08/26/11 CUSIP NO: 949746NJ6	261,790.00	261,790.00	259,665.00	1.722	5.103	13,250.00
300,000.000	HARTFORD FINL SVCS GROUP INC SR UNSECD NT DTD 10/03/06 5.250% DUE 10/15/11 CUSIP NO: 416515AQ7	306,396.00	306,396.00	310,530.00	2.059	5.072	15,750.00
200,000.000	TARGET CORP NT DTD 03/11/02 5.875% DUE 03/01/12 CUSIP NO: 87612EAH9	208,530.00	208,530.00	215,706.00	1.430	5.447	11,750.00
200,000.000	GENERAL ELEC CAP CORP SR UNSECD MTN DTD 10/19/07 5.250% DUE 10/19/12 CUSIP NO: 36962C3K8	207,776.00	207,776.00	213,778.00	1.417	4.912	10,500.00
200,000.000	BOTTLING GROUP LLC SR NT DTD 05/15/03 4.625% DUE 11/15/12 CUSIP NO: 10138MAB1	203,696.00	203,696.00	216,178.00	1.433	4.279	9,250.00

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UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
200,000.000	GENERAL ELEC CO NT DTD 01/28/03 5.000% DUE 02/01/13 CUSIP NO: 369604AY9	204,860.00	204,860.00	214,472.00	1.422	4.663	10,000.00
200,000.000	MERRILL LYNCH & CO INC MTN DTD 02/05/08 5.450% DUE 02/05/13 CUSIP NO: 59018YM40	200,058.00	200,058.00	209,808.00	1.391	5.195	10,900.00
200,000.000	PROCTER & GAMBLE CO NT DTD 08/10/04 4.950% DUE 08/15/14 CUSIP NO: 742718DA4	197,888.00	197,888.00	224,152.00	1.486	4.417	9,900.00
200,000.000	SBC COMMUNICATIONS INC NT DTD 11/03/04 5.100% DUE 09/15/14 CUSIP NO: 78387GAP8	201,850.00	201,850.00	221,868.00	1.471	4.597	10,200.00
100,000.000	PROCTER & GAMBLE CO NT DTD 02/06/09 3.500% DUE 02/15/15 CUSIP NO: 742718DM8	102,618.00	102,618.00	106,540.00	0.706	3.285	3,500.00
200,000.000	UNITED TECHNOLOGIES CORP NT DTD 04/29/05 4.875% DUE 05/01/15 CUSIP NO: 913017BH1	201,510.00	201,510.00	223,652.00	1.483	4.359	9,750.00
200,000.000	WAL-MART STORES INC GLOBAL NT DTD 06/09/05 4.500% DUE 07/01/15 CUSIP NO: 931142BY8	199,880.00	199,880.00	220,404.00	1.461	4.083	9,000.00

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250,000.000	AT&T INC SR UNSECD BD DTD 05/13/08 5.600% DUE 05/15/18 CUSIP NO: 00206RAM4	245,765 00	245,765.00	278,102.50	1.844	5.034	14,000.00
250,000.000	DU PONT E I DE NEMOURS & CO SR NT DTD 07/28/08 6.000% DUE 07/15/18 CUSIP NO: 263534BT5	254,767 50	254,767.50	293,397.50	1.945	5.113	15,000.00
	TOTAL CORPORATE BONDS	<u>3,257,759 50</u>	<u>3,257,759.50</u>	<u>3,465,050.50</u>	<u>22.973</u>	<u>4.787</u>	<u>165,875.00</u>
	MUTUAL FUNDS-FIXED						
108,494.365	COLUMBIA HIGH INCOME FUND CLASS Z SHARES CUSIP NO: 19765H495	950,000.00	950,000.00	844,086.16	5.597	7.275	61,407.81
	TOTAL MUTUAL FUNDS-FIXED	<u>950,000.00</u>	<u>950,000.00</u>	<u>844,086.16</u>	<u>5.597</u>	<u>7.275</u>	<u>61,407.81</u>
	TOTAL FIXED INCOME	<u>5,504,874.81</u>	<u>5,504,874.81</u>	<u>5,622,873.66</u>	<u>37.281</u>	<u>4.826</u>	<u>271,362.81</u>
	EQUITIES						
	CONSUMER DISCRETIONARY						
610.000	AMAZON COM INC CUSIP NO: 023135106	57,103.62	57,103.62	66,648.60	0.442	0.000	0.00
765.000	APOLLO GROUP INC CL A CUSIP NO: 037604105	44,774.46	44,774.46	32,489.55	0.215	0.000	0.00
2,095.000	DISNEY WALT CO COM DISNEY CUSIP NO: 254687106	63,032.21	62,286.78	65,992.50	0.438	1.111	733.25



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840.000	DIRECTV CL A COM CUSIP NO: 25490A101	28,161.00	28,161.00	28,492.80	0.189	0.000	0.00
3,595.000	LOWES COS INC CUSIP NO: 548661107	82,117.35	82,117.35	73,409.90	0.487	2.155	1,581.80
2,605.000	NORDSTROM INC CUSIP NO: 655664100	93,395.77	93,395.77	83,854.95	0.556	2.485	2,084.00
2,195.000	STAPLES INC CUSIP NO: 855030102	52,470.10	49,857.46	41,814.75	0.277	1.890	790.20
1,095.000	TJX COS INC NEW CUSIP NO: 872540109	45,940.73	45,940.73	45,935.25	0.305	1.430	657.00
695.000	TARGET CORP CUSIP NO: 87612E106	23,266.86	18,730.25	34,173.15	0.227	2.034	695.00
.	TOTAL CONSUMER DISCRETIONARY	490,262.10	482,367.42	472,811.45	3.136	1.383	6,541.25
CONSUMER STAPLES							
2,510.000	AVON PRODS INC CUSIP NO: 054303102	75,562.05	75,562.05	66,515.00	0.441	3.321	2,208.80
490.000	CLOROX CO CUSIP NO: 189054109	29,863.05	29,863.05	30,458.40	0.202	3.539	1,078.00
1,230.000	GENERAL MILS INC CUSIP NO: 370334104	44,385.54	44,385.54	43,689.60	0.290	3.153	1,377.60
1,430.000	MOLSON COORS BREWING CO CL B COM CUSIP NO: 60871R209	58,502.30	58,502.30	60,574.80	0.402	2.644	1,601.60
1,125.000	PEPSICO INC CUSIP NO: 713448108	30,948.68	2,576.66	68,568.75	0.455	3.150	2,160.00

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3,185.000	PHILIP MORRIS INTL INC CUSIP NO: 718172109	157,479.77	157,479.77	146,000.40	0.968	5.061	7,389.20
1,835.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	63,237.04	26,416.00	110,063.30	0.730	3.213	3,536.05
	TOTAL CONSUMER STAPLES	459,978.43	394,785.37	525,870.25	3.488	3.680	19,351.25
ENERGY							
2,200.000	NABORS INDS INC ISIN BMG6359F1032 BERMUDA CUSIP NO: G6359F103	47,943.29	47,943.29	38,764.00	0.257	0.000	0.00
1,035.000	NOBLE CORP ISIN CH0033347318 SWITZERLAND CUSIP NO: H5833N103	43,567.92	43,567.92	31,991.85	0.212	0.757	242.19
1,290.000	APACHE CORP CUSIP NO: 037411105	111,788.91	109,575.21	108,605.10	0.720	0.713	774.00
1,685.000	CHEVRON CORP CUSIP NO: 166764100	72,907.02	67,220.28	114,344.10	0.758	4.244	4,852.80
340.000	EOG RES INC CUSIP NO: 26875P101	30,580.31	30,580.31	33,445.80	0.222	0.630	210.80
1,380.000	OCCIDENTAL PETE CORP DEL CUSIP NO: 674599105	109,484.37	109,484.37	106,467.00	0.706	1.970	2,097.60
1,165.000	SOUTHWESTERN ENERGY CO CUSIP NO: 845467109	29,443.92	29,443.92	45,015.60	0.298	0.000	0.00
	TOTAL ENERGY	445,715.74	437,815.30	478,633.45	3.173	1.708	8,177.39

FINANCIALS

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1,485.000	AXIS CAP HLDGS LTD BERMUDA CUSIP NO: C0692U109	46,770.07	46,770.07	44,134.20	0.293	2.826	1,247.40
3,665.000	DISCOVER FINL SVCS CUSIP NO: 254709108	49,861.96	49,861.96	51,236.70	0.340	0.572	293.20
2,030.000	FIFTH THIRD BANCORP CUSIP NO: 316773100	24,803.65	24,803.65	24,948.70	0.165	0.325	81.20
715.000	GOLDMAN SACHS GROUP INC CUSIP NO: 38141G104	112,750.35	112,750.35	93,858.05	0.622	1.067	1,001.00
3,430.000	J P MORGAN CHASE & CO CUSIP NO: 46625H100	157,425.38	156,194.70	125,572.30	0.833	0.546	686.00
1,365.000	PNC FINL SVCS GROUP INC CUSIP NO: 693475105	65,648.69	65,626.72	77,122.50	0.511	0.708	546.00
600.000	PRICE T ROWE GROUP INC CUSIP NO: 74144T108	29,882.16	29,882.16	26,634.00	0.177	2.433	648.00
1,860.000	PRINCIPAL FINL GROUP INC CUSIP NO: 74251V102	41,505.90	41,505.90	43,598.40	0.289	2.133	930.00
1,420.000	PRUDENTIAL FINL INC CUSIP NO: 744320102	71,570.99	71,570.99	76,197.20	0.505	1.305	994.00
3,715.000	US BANCORP DEL COM NEW CUSIP NO: 902973304	119,585.32	115,951.65	83,030.25	0.551	0.895	743.00
4,030.000	WELLS FARGO & CO NEW COM CUSIP NO: 949746101	98,572.08	96,572.81	103,168.00	0.684	0.781	806.00



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TOTAL FINANCIALS							
HEALTH CARE							
1,870.000	ABBOTT LABS CUSIP NO: 002824100	79,872.05	77,367.93	87,478.60	0.580	3.762	3,291.20
835.000	AMGEN INC CUSIP NO: 031162100	47,164.97	47,164.97	43,921.00	0.291	0.000	0.00
660.000	GILEAD SCIENCES INC CUSIP NO: 375558103	32,435.37	32,435.37	22,624.80	0.150	0.000	0.00
915.000	LABORATORY CORP AMER HLDGS NEW COM CUSIP NO: 50540R409	65,872.46	65,617.32	68,945.25	0.457	0.000	0.00
1,075.000	MCKESSON CORP CUSIP NO: 581550103	62,892.87	62,892.87	72,197.00	0.479	1.072	774.00
710.000	MEDCO HLTH SOLUTIONS INC CUSIP NO: 58405U102	44,151.35	44,151.35	39,106.80	0.259	0.000	0.00
4,325.000	MYLAN INC CUSIP NO: 628530107	83,399.40	83,399.40	73,698.00	0.489	0.000	0.00
6,737.000	PFIZER INC CUSIP NO: 717081103	150,310.04	137,027.48	96,069.62	0.637	5.049	4,850.64
1,505.000	THERMO FISHER SCIENTIFIC CORP CUSIP NO: 883556102	74,594.12	74,594.12	73,820.25	0.489	0.000	0.00
TOTAL HEALTH CARE							
		640,692.63	624,650.81	577,861.32	3.831	1.543	8,915.84
INDUSTRIALS							



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2,140.000	TYCO INTL LTD NEW F COM SWITZERLAND CUSIP NO: H89128104	75,414.03	75,414.03	75,392.20	0.500	2.169	1,634.96
625.000	DOVER CORP CUSIP NO: 260003108	27,941.99	27,941.99	26,118.75	0.173	2.489	650.00
410.000	FLOWERVE CORP CUSIP NO: 34354P105	39,673.65	39,673.65	34,768.00	0.231	1.368	475.60
2,420.000	GENERAL ELEC CO CUSIP NO: 369604103	57,864.59	5,719.13	34,896.40	0.231	2.774	968.00
845.000	NAVISTAR INTL CORP NEW CUSIP NO: 63934E108	33,056.57	33,056.57	41,574.00	0.276	0.000	0.00
1,185.000	PARKER HANNIFIN CORP CUSIP NO: 701094104	68,675.37	68,675.37	65,720.10	0.436	1.875	1,232.40
935.000	UNITED PARCEL SVC INC CL B CUSIP NO: 911312106	54,233.74	54,233.74	53,192.15	0.353	3.305	1,757.80
2,560.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	118,437.36	96,635.50	166,169.60	1.102	2.619	4,352.00
TOTAL INDUSTRIALS		475,297.30	401,349.98	497,831.20	3.302	2.224	11,070.76
INFORMATION TECHNOLOGY							
750.000	ADOBE SYS INC CUSIP NO: 00724F101	25,016.25	25,016.25	19,822.50	0.131	0.000	0.00
1,240.000	AMPHENOL CORP NEW CL A CUSIP NO: 032095101	51,068.04	51,068.04	48,707.20	0.323	0.153	74.40



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645.000	APPLE INC CUSIP NO: 037833100	94,659.01	94,409.07	162,236.85	1.076	0.000	0.00
3,535.000	CISCO SYS INC CUSIP NO: 17275R102	69,499.35	48,076.00	75,330.85	0.499	0.000	0.00
6,050.000	EMC CORP CUSIP NO: 268648102	103,894.56	103,891.51	110,715.00	0.734	0.000	0.00
2,670.000	HEWLETT PACKARD CO CUSIP NO: 428236103	68,474.91	43,630.77	115,557.60	0.766	0.739	854.40
1,090.000	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101	88,542.00	84,758.58	134,593.20	0.892	2.106	2,834.00
6,680.000	MICROSOFT CORP CUSIP NO: 594918104	207,886.52	184,886.62	153,706.80	1.019	2.260	3,473.60
3,805.000	TEXAS INSTRS INC CUSIP NO: 882508104	103,204.87	91,268.44	88,580.40	0.587	2.062	1,826.40
TOTAL INFORMATION TECHNOLOGY		812,245.51	727,005.28	909,250.40	6.027	0.997	9,062.80
MATERIALS							
550.000	ALPHA NAT RES INC CUSIP NO: 02076X102	24,604.49	24,580.99	18,628.50	0.124	0.000	0.00
1,865.000	CELANESE CORP DEL SER A COM CUSIP NO: 150870103	56,445.90	56,445.90	46,457.15	0.308	0.803	373.00
1,970.000	PACKAGING CORP AMER CUSIP NO: 695156109	45,716.02	45,716.02	43,379.40	0.288	2.725	1,182.00



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	1,320.000 RIO TINTO PLC SPONSORED ADR UNITED KINGDOM CUSIP NO: 767204100	70,616.33	70,616.33	57,552.00	0.382	1.032	594.00
	TOTAL MATERIALS	197,382.74	197,359.24	166,017.05	1.102	1.294	2,149.00
	TELECOMMUNICATION SERVICES						
	4,055.000 AT&T INC CUSIP NO: 00206R102	86,164.52	55,491.86	98,090.45	0.650	6.945	6,812.40
	920.000 AMERICAN TOWER CORP CL A CUSIP NO: 029912201	39,527.80	39,527.80	40,940.00	0.271	0.000	0.00
	TOTAL TELECOMMUNICATION SERVICES	125,692.32	95,019.66	139,030.45	0.921	4.900	6,812.40
	UTILITIES						
	930.000 EXELON CORP CUSIP NO: 30161N101	39,448.01	37,246.50	35,312.10	0.234	5.531	1,953.00
	1,450.000 QUESTAR CORP CUSIP NO: 748356102	60,123.99	60,123.99	65,960.50	0.437	1.143	754.00
	1,215.000 SEMPRA ENERGY CUSIP NO: 816851109	58,875.25	58,875.25	56,849.85	0.377	3.334	1,895.40
	TOTAL UTILITIES	158,447.25	156,245.74	158,122.45	1.048	2.911	4,602.40
	MUTUAL FUNDS-EQUITY						
	325.207 ARTIO INTL EQUITY FUND II CL I CUSIP NO: 04315J837	3,291.09	3,291.09	3,359.39	0.022	5.605	188.29



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7,139.824	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES CUSIP NO: 197199813	325,000.00	325,000.00	229,402.55	1.521	1.846	4,233.92
17,203.924	COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES CUSIP NO: 19765H586	226,919.75	226,919.75	209,887.87	1.392	2.885	6,055.78
14,436.801	COLUMBIA CONVERTIBLE SECURITIES FUND CLASS Z SHARES CUSIP NO: 19765H727	141,625.02	141,625.02	180,893.12	1.199	3.344	6,049.02
71,936.161	COLUMBIA MID CAP INDEX FUND CLASS Z SHARES CUSIP NO: 19765J608	508,761.79	495,882.16	654,619.07	4.341	1.176	7,697.17
25,202.976	COLUMBIA SMALL CAP INDEX FUND CLASS Z SHARES CUSIP NO: 19765J814	347,397.66	328,594.38	346,792.95	2.299	0.828	2,873.14
11,093.344	THORNBURG INTL VALUE FUND CL I CUSIP NO: 885215566	212,437.53	212,437.53	258,696.78	1.715	0.995	2,573.66
	TOTAL MUTUAL FUNDS-EQUITY	1,765,432.84	1,733,749.93	1,883,651.73	12.489	1.575	29,670.98
	OTHER EQUITIES						
1,605.000	ISHARES MSCI EMERGING MKTS INDEX FUND CUSIP NO: 464287234	50,685.90	50,685.90	59,898.60	0.397	1.600	958.19
2,425.000	SPDR S&P 500 ETF TR UNIT SER 1 CUSIP NO: 78462F103	206,028.00	206,028.00	250,308.50	1.660	2.044	5,116.75



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	TOTAL OTHER EQUITIES	256,713.90	256,713.90	310,207.10	2.057	1.958	6,074.94
	TOTAL EQUITIES	6,646,237.31	6,318,553.59	6,868,787.15	45.544	1.753	120,404.81
	OTHER ASSETS						
	1.000 OIL GAS OR OTHER MINERALS DETAIL MAILED SEPARATELY CUSIP NO: 903008893	1.00	1.00	176,791.00	1.172	0.000	0.00
	TOTAL OTHER ASSETS	1.00	1.00	176,791.00	1.172	0.000	0.00
	LIABILITIES						
	-1.000 CHALLENGE PLEDGE GRANT TEXOMA SENIOR CORPS \$10,000 APPROVED 7/07 EXP 06/30/08 CUSIP NO: 99Z166763	-1.00	-1.00	-1.00	0.000	0.000	0.00
	TOTAL LIABILITIES	-1.00	-1.00	-1.00	0.000	0.000	0.00
	TOTAL FOR ACCOUNT	14,564,298.17	14,236,614.45	15,081,636.86	100.000	2.598	391,767.62