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

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

For calendar year 2009, or tax year beginning 7/01 , **2009, and ending** 6/30 , 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.
LEVIN FAMILY FOUNDATION
4625 CADUCEUS PLACE
GALVESTON, TX 77551
A Employer identification number

76-0572174

B Telephone number (see the instructions)

409-763-4580

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, column (c), line 16)

▶ \$ 665,606.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a**7** Capital gain net income (from Part IV, line 2)**8** Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11

ADMINISTRATIVE EXPENSES

13 Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) SEE ST 2**c** Other prof fees (attach sch) SEE ST 3**17** Interest**18** Taxes (attach schedule) SEE STM 4**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 5

24 Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid PART XV**26 Total expenses and disbursements.** Add lines 24 and 25.**27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements**b** Net investment income (if negative, enter -0-)**c** Adjusted net income (if negative, enter -0-)

	22,534.	22,534.	22,534.	
	10,986.			
	116,073.			
		10,986.		
			6,918.	
	-1,884.			
	31,636.	33,520.	29,452.	
	18,000.	7,200.	7,200.	10,800.
	2,035.	814.	814.	1,221.
	2,072.	829.	829.	1,242.
	246.			
	111.	44.	45.	66.
	22,464.	8,887.	8,888.	13,329.
	29,500.			29,500.
	51,964.	8,887.	8,888.	42,829.
	-20,328.			
		24,633.		
			20,564.	

16

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		3,396.	2,835.	2,835.
	2	Savings and temporary cash investments		36,512.	37,735.	37,735.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,044.	798.	798.
	10a	Investments — U.S. and state government obligations (attach schedule) STATEMENT 6		47,962.	38,552.	41,410.
	b	Investments — corporate stock (attach schedule) STATEMENT 7		427,595.	416,631.	397,989.
	c	Investments — corporate bonds (attach schedule) STATEMENT 8		25,890.	27,020.	28,313.
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 9)		156,526.	156,526.	156,526.	
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		698,925.	680,097.	665,606.	
LIABILITIES	17	Accounts payable and accrued expenses			1,500.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	1,500.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		698,925.	678,597.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)		698,925.	678,597.	
	31	Total liabilities and net assets/fund balances (see the instructions)		698,925.	680,097.	

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	698,925.
2	Enter amount from Part I, line 27a	2	-20,328.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	678,597.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	678,597.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 10				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	10,986.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	6,918.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	47,853.	862,370.	0.055490
2007	43,067.	1,018,454.	0.042287
2006	34,498.	620,683.	0.055581
2005	31,070.	702,780.	0.044210
2004	32,087.	690,782.	0.046450

2 Total of line 1, column (d)	2	0.244018
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	0.048804
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	583,410.
5 Multiply line 4 by line 3	5	28,473.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	246.
7 Add lines 5 and 6	7	28,719.
8 Enter qualifying distributions from Part XII, line 4	8	42,829.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	246.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	246.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	246.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,044.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,044.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	798.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 798. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>CAROL LYNN CANTINI</u> Telephone no <u>409-763-4580</u> Located at <u>4625 CADUCEUS PLACE GALVESTON TEXAS</u> ZIP + 4 <u>77551</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	N/A	<input type="checkbox"/>	N/A

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6b

X

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7b

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM C. LEVIN 1301 HARBOR VIEW DRIVE GALVESTON, TX 77550	PRESIDENT 1.00	0.	0.	0.
CAROL LYNN CANTINI 4625 CADUCEUS PLACE GALVESTON, TX 77551	TREASURER 4.00	9,000.	0.	0.
GERRY LEE HORNSTEIN 63 COLONY PARK CIRCLE GALVESTON, TX 77551	SECRETARY 4.00	9,000.	0.	0.

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 CONTRIBUTIONS TO 501(C)(3), RELIGIOUS AND GOVERNMENTAL ENTITIES THAT PROMOTE THE CHARITABLE PURPOSES OF THE FOUNDATION.	29,500.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	394,314.
b	Average of monthly cash balances	1b	41,454.
c	Fair market value of all other assets (see instructions)	1c	156,526.
d	Total (add lines 1a, b, and c)	1d	592,294.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	592,294.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,884.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	583,410.
6	Minimum investment return. Enter 5% of line 5	6	29,171.

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

1	Minimum investment return from Part X, line 6	1	29,171.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	246.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	246.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	28,925.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	28,925.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,925.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	42,829.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	42,829.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	246.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,583.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7.				28,925.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			29,182.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 42,829.				
a Applied to 2008, but not more than line 2a			29,182.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				13,647.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				15,278.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

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

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

3 Complete 3a, b, or c for the alternative test relied upon:

a 'Assets' alternative test – enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(3)(B)(i)

b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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).)

WILLIAM C. LEVIN

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 11				
Total			▶ 3a	29,500.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	22,534.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				-1,884.	
8 Gain or (loss) from sales of assets other than inventory			18	10,986.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				31,636.	
13 Total. Add line 12, columns (b), (d), and (e)				13	31,636.

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

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

[illegible]

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2009Attachment
Sequence No **67**

Name(s) shown on return

LEVIN FAMILY FOUNDATION

Business or activity to which this form relates

FORM 990/990-PF

Identifying number

76-0572174**Part I Election To Expense Certain Property Under Section 179***Note: If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount See the instructions for a higher limit for certain businesses	1	\$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$800,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

*Note: Do not use Part II or Part III below for listed property. Instead, use Part V***Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			27.5 yrs	MM	S/L	
			39 yrs	MM	S/L	

Section C – Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28.	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed?					Yes	No	24b If 'Yes,' is the evidence written?		Yes	No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost		
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25			
26 Property used more than 50% in a qualified business use:										
27 Property used 50% or less in a qualified business use										
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28			
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29		

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32.						
	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?						
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are **not** more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		
Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions).					
43 Amortization of costs that began before your 2009 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report.					44

2009

FEDERAL STATEMENTS

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ -1,884.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
E J WALSH ASSOC				
TOTAL	\$ 2,035.	\$ 814.	\$ 814.	\$ 1,221.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH				
TOTAL	\$ 2,072.	\$ 829.	\$ 829.	\$ 1,242.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES				
TOTAL	\$ 246.	\$ 0.	\$ 0.	\$ 0.

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	\$ 111.	\$ 44.	\$ 45.	\$ 66.
TOTAL	\$ 111.	\$ 44.	\$ 45.	\$ 66.

STATEMENT 6
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MERRILL LYNCH A/C #518-04126 GOVT BONDS	COST	\$ 38,552.	\$ 41,410.
		\$ 38,552.	\$ 41,410.
TOTAL		\$ 38,552.	\$ 41,410.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CISCO SYSTEMS, INC	COST	\$ 111,647.	\$ 167,758.
MERRILL LYNCH A/C # 518-04126	COST	108,964.	101,001.
I SHARES TRUST DOW JONES SELECT	COST	130,976.	101,832.
GENERAL ELECTRIC, INC	COST	65,044.	27,398.
TOTAL		\$ 416,631.	\$ 397,989.

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MERRILL LYNCH A/C #518-04126 CORP BONDS	COST	\$ 27,020.	\$ 28,313.
TOTAL		\$ 27,020.	\$ 28,313.

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STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
LEVIN VENTURES LIMITED PARTNERSHIP	\$ 156,526.	\$ 156,526.
TOTAL	<u>\$ 156,526.</u>	<u>\$ 156,526.</u>

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	LEVIN VENTURES LP	PURCHASED	VARIOUS	VARIOUS
2	LEVIN VENTURES LP	PURCHASED	VARIOUS	VARIOUS
3	2,000 US TREASURY	PURCHASED	3/30/2006	7/13/2009
4	32 BMC SOFTWARE INC	PURCHASED	5/02/2008	7/07/2009
5	12 CSX CORP	PURCHASED	7/25/2005	7/28/2009
6	29 ALTERA CORP	PURCHASED	11/24/2008	7/21/2009
7	45 ALTERA CORP	PURCHASED	12/15/2008	7/21/2009
8	22 ACE LIMITED	PURCHASED	3/31/2009	7/07/2009
9	1 ACE LIMITED	PURCHASED	4/28/2009	7/07/2009
10	4,000 TARGET CORP	PURCHASED	9/01/2005	7/30/2009
11	2,000 US TREASURY	PURCHASED	12/20/2007	8/06/2009
12	2,000 US TREASURY	PURCHASED	5/09/2007	7/30/2009
13	20 EXPRESS SCRIPTS INC	PURCHASED	6/13/2005	8/03/2009
14	20 EXPRESS SCRIPTS INC	PURCHASED	6/13/2005	8/17/2009
15	2,000 US TREASURY	PURCHASED	7/13/2009	7/30/2009
16	24 CHECK POINT SOFTWARE	PURCHASED	5/20/2009	8/03/2009
17	27 ELI LILLY & CO	PURCHASED	1/20/2009	8/10/2009
18	12 ACCENTURE LTD	PURCHASED	12/13/2005	9/09/2009
19	22 ACCENTURE LTD	PURCHASED	2/06/2006	9/09/2009
20	4 AUTO ZONE INC	PURCHASED	6/12/2007	8/31/2009
21	2 AUTO ZONE INC	PURCHASED	6/18/2007	8/31/2009
22	18 MCDONALDS CORP	PURCHASED	9/15/2003	9/21/2009
23	25 MCDONALDS CORP	PURCHASED	11/12/2007	9/21/2009
24	12 TRAVELERS COS	PURCHASED	9/26/2005	9/08/2009
25	15 APOLLO GROUP INC	PURCHASED	4/01/2009	8/31/2009
26	4 CHEVRON CORP	PURCHASED	7/08/2003	10/21/2009
27	5 CA INC	PURCHASED	9/21/2007	10/21/2009
28	3 CHUBB CORP	PURCHASED	2/26/2008	10/21/2009
29	23 EXXON MOBIL CORP	PURCHASED	7/08/2003	10/19/2009
30	5 EXXON MOBIL CORP	PURCHASED	7/08/2003	10/21/2009
31	7 EXXON MOBIL CORP	PURCHASED	7/08/2003	10/21/2009
32	1 EXXON MOBIL CORP	PURCHASED	7/08/2003	10/21/2009
33	6 EXXON MOBIL CORP	PURCHASED	7/08/2003	10/20/2009
34	8 EXXON MOBIL CORP	PURCHASED	9/19/2006	10/20/2009
35	6 GAP INC	PURCHASED	2/25/2008	10/21/2009
36	1 GAP INC	PURCHASED	4/17/2008	10/21/2009
37	13 HEWLETT PACKARD CO	PURCHASED	4/06/2005	10/26/2009
38	1 IBM	PURCHASED	2/12/2007	10/21/2009
39	3 JOHNSON & JOHNSON	PURCHASED	5/11/1999	10/21/2009
40	1 L-3 COMMUNICATIONS	PURCHASED	8/20/2007	10/21/2009
41	2 MCKESSON CORPORATION	PURCHASED	1/03/2006	10/21/2009
42	3 OCCIDENTAL PETE CORP	PURCHASED	7/18/2005	10/21/2009
43	19 QWEST COMM INTL	PURCHASED	1/17/2006	10/21/2009

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
44	5 SAFEWAY INC	PURCHASED	1/10/2006	10/21/2009
45	7 UNUM GROUP	PURCHASED	10/15/2008	10/21/2009
46	4 VALERO ENERGY CORP	PURCHASED	5/24/2004	10/21/2009
47	4 WSTN DIGITAL CORP	PURCHASED	2/22/2008	10/21/2009
48	3 XILINX INC	PURCHASED	8/13/2008	10/21/2009
49	2 WELLPOINT INC	PURCHASED	10/27/2003	10/21/2009
50	9 AES CORP	PURCHASED	9/24/2009	10/21/2009
51	2 AMGEN INC	PURCHASED	11/03/2008	10/21/2009
52	1 ANADARKO PETE CORP	PURCHASED	7/21/2009	10/21/2009
53	6 ARCHER DANIELS	PURCHASED	2/11/2009	10/21/2009
54	19 COOPER INDUSTRIES	PURCHASED	12/08/2008	10/05/2009
55	20 COOPER INDUSTRIES	PURCHASED	12/08/2008	10/06/2009
56	2 COMPUTER SCIENCE CORP	PURCHASED	3/04/2009	10/21/2009
57	3 GARMIN LTD	PURCHASED	9/02/2009	10/21/2009
58	3 MARATHON OIL CORP	PURCHASED	7/07/2009	10/21/2009
59	2 NORTHROP GRUMMAN CORP	PURCHASED	8/05/2009	10/21/2009
60	2 ROSS STORES INC	PURCHASED	10/21/2008	10/21/2009
61	2 ACE LIMITED	PURCHASED	4/28/2009	10/21/2009
62	3,000 US TREASURY	PURCHASED	12/20/2007	11/17/2009
63	17 ACCENTURE LTD	PURCHASED	2/06/2006	11/09/2009
64	16 ACCENTURE LTD	PURCHASED	2/06/2006	11/10/2009
65	7 AUTO ZONE INC	PURCHASED	6/18/2007	11/16/2009
66	1 AUTO ZONE INC	PURCHASED	6/18/2007	11/17/2009
67	8 SUNOCO INC	PURCHASED	2/14/2006	11/23/2009
68	12 SUNOCO INC	PURCHASED	2/14/2006	11/24/2009
69	19 VALERO ENERGY CORP	PURCHASED	5/24/2004	11/23/2009
70	12 VALERO ENERGY CORP	PURCHASED	5/24/2004	11/24/2009
71	20 VALERO ENERGY CORP	PURCHASED	7/23/2007	11/24/2009
72	3,000 BERKSHIRE HATHAWA	PURCHASED	3/11/2009	11/17/2009
73	2,000 US TREASURY	PURCHASED	6/24/2009	11/17/2009
74	57 HUDSON CITY BANCORP INC	PURCHASED	5/12/2009	11/09/2009
75	25 HUDSON CITY BANCORP INC	PURCHASED	5/12/2009	11/10/2009
76	21 ENSCO INTL INC	PURCHASED	10/19/2009	12/23/2009
77	4 ENSCO INTL INC	PURCHASED	10/20/2009	12/23/2009
78	16 WSTN DIGITAL CORP	PURCHASED	2/22/2008	12/21/2009
79	17 ANADARKO PETE CORP	PURCHASED	7/21/2009	12/14/2009
80	7 ANADARKO PETE CORP	PURCHASED	7/21/2009	12/15/2009
81	1,000 FEDERAL NATL MTG ASSOC	PURCHASED	6/26/2007	1/14/2010
82	1,000 US TREASURY	PURCHASED	4/16/2008	1/13/2010
83	3 BMC SOFTWARE INC	PURCHASED	5/02/2008	1/13/2010
84	2 CSX CORP	PURCHASED	7/25/2005	1/13/2010
85	1 CHEVRON CORP	PURCHASED	7/08/2003	1/13/2010
86	5 CA INC	PURCHASED	9/21/2007	1/13/2010
87	2 CHUBB CORP	PURCHASED	2/26/2008	1/13/2010
88	3 DOVER CORP	PURCHASED	5/12/2008	1/13/2010
89	1 EXXON MOBIL CORP	PURCHASED	9/19/2006	1/13/2010
90	5 FOREST LABS INC	PURCHASED	11/22/2006	1/13/2010
91	5 GAP INC	PURCHASED	4/17/2008	1/13/2010
92	2 HONEYWELL INTL INC	PURCHASED	6/26/2007	1/13/2010
93	2 HEWLETT PACKARD CO	PURCHASED	4/06/2005	1/13/2010
94	2 IBM	PURCHASED	2/12/2007	1/13/2010
95	3 JOHNSON & JOHNSON	PURCHASED	5/11/1999	1/13/2010
96	4 KROGER CO	PURCHASED	12/15/2006	1/13/2010
97	1 LOCKHEED MARTIN CORP	PURCHASED	11/21/2005	1/13/2010
98	1 L-3 COMMUNICATIONS	PURCHASED	8/20/2007	1/13/2010
99	1 MCKESSON CORPORATION	PURCHASED	1/03/2006	1/13/2010

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
100	3 MEDCO HEALTH SOLUTIONS	PURCHASED	4/02/2007	1/13/2010
101	2 MICROSOFT CORP	PURCHASED	7/02/2004	1/13/2010
102	6 NRG ENERGY INC	PURCHASED	1/02/2008	1/13/2010
103	17 PFIZER INC	PURCHASED	7/23/2002	1/13/2010
104	18 QWEST COMM INTL	PURCHASED	1/17/2006	1/13/2010
105	8 QWEST COMM INTL	PURCHASED	1/31/2006	1/13/2010
106	80 QWEST COMM INTL	PURCHASED	1/31/2006	1/25/2010
107	139 QWEST COMM INTL	PURCHASED	1/31/2006	1/26/2010
108	2 RAYTHEON CO	PURCHASED	5/01/2006	1/13/2010
109	2 ROSS STORES INC	PURCHASED	10/21/2008	1/13/2010
110	3 SAFEWAY INC	PURCHASED	1/10/2006	1/13/2010
111	4 SYSCO CORP	PURCHASED	10/28/2008	1/13/2010
112	2 TRAVELERS COS	PURCHASED	9/26/2005	1/13/2010
113	6 UNUM GROUP	PURCHASED	10/15/2008	1/13/2010
114	2 WALMART STORES INC	PURCHASED	7/29/2008	1/13/2010
115	3 WELLPOINT INC	PURCHASED	10/27/2003	1/13/2010
116	9 APOLLO GROUP INC	PURCHASED	4/01/2009	1/11/2010
117	1 APOLLO GROUP INC	PURCHASED	4/01/2009	1/12/2010
118	3 APOLLO GROUP INC	PURCHASED	4/13/2009	1/12/2010
119	6 APOLLO GROUP INC	PURCHASED	4/13/2009	1/13/2010
120	17 ARCHER DANIELS	PURCHASED	2/11/2009	1/11/2010
121	5 ARCHER DANIELS	PURCHASED	2/11/2009	1/12/2010
122	9 ARCHER DANIELS	PURCHASED	2/11/2009	1/13/2010
123	3 CHECK POINT SOFTWARE	PURCHASED	5/20/2009	1/13/2010
124	5 COCA COLA ENTERPRISES	PURCHASED	6/17/2009	1/13/2010
125	2 COMPUTER SCIENCE CORP	PURCHASED	3/04/2009	1/13/2010
126	4 CONAGRA FOODS INC	PURCHASED	6/24/2009	1/13/2010
127	2 DARDEN RESTAURANTS	PURCHASED	4/21/2009	1/13/2010
128	8 DISCOVER FINL SVCS	PURCHASED	11/09/2009	1/13/2010
129	10 ENSCO INTL INC	PURCHASED	10/19/2009	12/29/2009
130	6 ENSCO INTL INC	PURCHASED	10/19/2009	12/30/2009
131	5 ENSCO INTL INC	PURCHASED	10/19/2009	12/31/2009
132	1 ENSCO INTL INC	PURCHASED	10/20/2009	12/31/2009
133	3 ENSCO INTL INC	PURCHASED	10/20/2009	1/04/2010
134	4 FAMILY DOLLAR STORES	PURCHASED	4/08/2009	1/13/2010
135	1 GOLDMAN SACHS GROUP	PURCHASED	6/01/2009	1/13/2010
136	2 GARMIN LTD	PURCHASED	9/02/2009	1/13/2010
137	8 NABORS INDUSTRIES LTD	PURCHASED	11/23/2009	1/13/2010
138	2 NORTHROP GRUMMAN CORP	PURCHASED	8/05/2009	1/13/2010
139	5 PRIDE INTL INC	PURCHASED	10/19/2009	1/13/2010
140	5 TEXAS INSTRUMENTS	PURCHASED	10/05/2009	1/13/2010
141	3 VERIZON COMMUNICATIONS	PURCHASED	4/08/2009	1/13/2010
142	1,000 GENERAL ELECTRIC	PURCHASED	9/01/2005	2/23/2010
143	1,000 JP MORGAN CHASE	PURCHASED	6/26/2007	2/23/2010
144	1,000 FEDERAL HOME LN MTG CORP	PURCHASED	6/05/2008	2/23/2010
145	1,000 US TREASURY	PURCHASED	9/01/2005	2/23/2010
146	2 AETNA INC	PURCHASED	11/29/2004	2/23/2010
147	4 AT&T INC	PURCHASED	11/19/2008	2/23/2010
148	2 AMGEN INC	PURCHASED	11/03/2008	2/23/2010
149	2 ARCHER DANIELS	PURCHASED	2/11/2009	2/23/2010
150	12 CSX CORP	PURCHASED	7/25/2005	2/08/2010
151	16 CSX CORP	PURCHASED	7/25/2005	2/09/2010
152	3 CSX CORP	PURCHASED	7/25/2005	2/10/2010
153	2 CHEVRON CORP	PURCHASED	7/08/2003	2/23/2010
154	2 CHUBB CORP	PURCHASED	2/26/2008	2/23/2010
155	1 EXXON MOBIL CORP	PURCHASED	9/19/2006	2/23/2010

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
156	4 GAP INC	PURCHASED	4/17/2008	2/23/2010
157	2 HEWLETT PACKARD CO	PURCHASED	4/06/2005	2/23/2010
158	1 IBM	PURCHASED	2/12/2007	2/23/2010
159	3 INTL PAPER CO	PURCHASED	9/05/2007	2/23/2010
160	2 JOHNSON & JOHNSON	PURCHASED	5/11/1999	2/23/2010
161	1 LOCKHEED MARTIN CORP	PURCHASED	11/21/2005	2/23/2010
162	1 L-3 COMMUNICATIONS	PURCHASED	8/20/2007	2/23/2010
163	1 MCKESSON CORPORATION	PURCHASED	1/03/2006	2/23/2010
164	4 MICROSOFT CORP	PURCHASED	7/02/2004	2/23/2010
165	1 OCCIDENTAL PETE CORP	PURCHASED	7/18/2005	2/23/2010
166	17 QWEST COMM INTL	PURCHASED	1/31/2006	2/23/2010
167	2 RAYTHEON CO	PURCHASED	5/01/2006	2/23/2010
168	2 ROSS STORES INC	PURCHASED	10/21/2008	2/23/2010
169	2 SYSCO CORP	PURCHASED	10/28/2008	2/23/2010
170	3 UNUM GROUP	PURCHASED	10/15/2008	2/23/2010
171	3 XILINX INC	PURCHASED	8/13/2008	2/23/2010
172	5 AES CORP	PURCHASED	9/24/2009	2/23/2010
173	15 CHECK POINT SOFTWARE	PURCHASED	5/20/2009	2/16/2010
174	16 CHECK POINT SOFTWARE	PURCHASED	5/20/2009	2/17/2010
175	8 CHECK POINT SOFTWARE	PURCHASED	5/20/2009	2/18/2010
176	2 DARDEN RESTAURANTS	PURCHASED	4/21/2009	2/23/2010
177	2 EATON CORP	PURCHASED	2/08/2010	2/23/2010
178	2 FAMILY DOLLAR STORES	PURCHASED	4/08/2009	2/23/2010
179	1 GOLDMAN SACHS GROUP	PURCHASED	6/01/2009	2/23/2010
180	2 LAUDER ESTEE COS INC	PURCHASED	1/11/2010	2/23/2010
181	1 NORTHROP GRUMMAN CORP	PURCHASED	8/05/2009	2/23/2010
182	4 TJX COS INC	PURCHASED	12/14/2009	2/23/2010
183	2 VERIZON COMMUNICATIONS	PURCHASED	4/08/2009	2/23/2010
184	2 ACE LIMITED	PURCHASED	4/28/2009	2/23/2010
185	44 PFIZER INC	PURCHASED	7/23/2002	3/01/2010
186	19 PFIZER INC	PURCHASED	7/29/2003	3/01/2010
187	31 PFIZER INC	PURCHASED	7/29/2003	3/02/2010
188	30 PFIZER INC	PURCHASED	9/13/2004	3/02/2010
189	3 PFIZER INC	PURCHASED	4/17/2008	3/02/2010
190	42 PFIZER INC	PURCHASED	4/17/2008	3/03/2010
191	8 PRIDE INTL INC	PURCHASED	10/19/2009	3/01/2010
192	7 PRIDE INTL INC	PURCHASED	10/19/2009	3/02/2010
193	1 PRIDE INTL INC	PURCHASED	10/20/2009	3/02/2010
194	6 PRIDE INTL INC	PURCHASED	10/20/2009	3/03/2010
195	30 ARCHER DANIELS	PURCHASED	2/11/2009	4/05/2010
196	3 CHUBB CORP	PURCHASED	2/26/2008	4/05/2010
197	6 CHUBB CORP	PURCHASED	2/26/2008	4/06/2010
198	5 CHUBB CORP	PURCHASED	2/26/2008	4/07/2010
199	15 DARDEN RESTAURANTS	PURCHASED	4/21/2009	4/26/2010
200	18 FAMILY DOLLAR STORES	PURCHASED	4/08/2009	4/12/2010
201	12 FAMILY DOLLAR STORES	PURCHASED	4/08/2009	4/13/2010
202	8 FAMILY DOLLAR STORES	PURCHASED	4/13/2009	4/14/2010
203	14 TRAVELERS COS	PURCHASED	9/26/2005	4/26/2010
204	17 UNUM GROUP	PURCHASED	10/15/2008	4/05/2010
205	10 UNUM GROUP	PURCHASED	10/15/2008	4/06/2010
206	3,000 US TREASURY	PURCHASED	7/30/2009	3/31/2010
207	2 ARCHER DANIELS	PURCHASED	4/13/2009	4/05/2010
208	12 ARCHER DANIELS	PURCHASED	4/13/2009	4/06/2010
209	27 DISCOVER FINL SVCS	PURCHASED	11/09/2009	3/29/2010
210	17 DISCOVER FINL SVCS	PURCHASED	11/10/2009	3/29/2010
211	42 DISCOVER FINL SVCS	PURCHASED	11/10/2009	3/30/2010

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STATEMENT 10 (CONTINUED)
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ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
212	9 FAMILY DOLLAR STORES	PURCHASED	4/13/2009	4/13/2010
213	5 PRIDE INTL INC	PURCHASED	10/20/2009	4/05/2010
214	13 PRIDE INTL INC	PURCHASED	10/20/2009	4/06/2010
215	1 PRIDE INTL INC	PURCHASED	10/21/2009	4/06/2010
216	16 PRIDE INTL INC	PURCHASED	10/21/2009	4/07/2010
217	5 PRIDE INTL INC	PURCHASED	10/21/2009	4/08/2010
218	5 COMPUTER SCIENCE CORP	PURCHASED	3/04/2009	5/24/2010
219	8 COMPUTER SCIENCE CORP	PURCHASED	3/04/2009	5/25/2010
220	9 FOREST LABS INC	PURCHASED	11/22/2006	5/03/2010
221	9 FOREST LABS INC	PURCHASED	11/22/2006	5/04/2010
222	7 FOREST LABS INC	PURCHASED	11/22/2006	5/05/2010
223	1 JOHNSON & JOHNSON	PURCHASED	9/08/2004	5/03/2010
224	3 JOHNSON & JOHNSON	PURCHASED	9/08/2004	5/04/2010
225	3 JOHNSON & JOHNSON	PURCHASED	9/08/2004	5/05/2010
226	3 JOHNSON & JOHNSON	PURCHASED	5/11/1999	5/03/2010
227	3 GOLDMAN SACHS GROUP	PURCHASED	6/01/2009	5/24/2010
228	4 GOLDMAN SACHS GROUP	PURCHASED	6/01/2009	5/25/2010
229	1,000 GOLDMAN SACHS GROUP	PURCHASED	3/30/2006	6/18/2010
230	3,000 US TREASURY	PURCHASED	4/16/2008	6/24/2010
231	1,000 FEDERAL NATL MTG ASSOC	PURCHASED	9/26/2008	6/24/2010
232	1 AMGEN INC	PURCHASED	11/03/2008	6/18/2010
233	2 BMC SOFTWARE INC	PURCHASED	5/02/2008	6/18/2010
234	1 CHEVRON CORP	PURCHASED	7/08/2003	6/18/2010
235	3 CONOCO PHILLIPS	PURCHASED	6/02/2008	6/18/2010
236	5 CA INC	PURCHASED	9/21/2007	6/18/2010
237	1 DOVER CORP	PURCHASED	5/12/2008	6/18/2010
238	1 EXXON MOBIL CORP	PURCHASED	9/19/2006	6/18/2010
239	2 GAP INC	PURCHASED	4/17/2008	6/18/2010
240	1 GOLDMAN SACHS GROUP	PURCHASED	6/01/2009	6/18/2010
241	2 HONEYWELL INTL INC	PURCHASED	6/26/2007	6/18/2010
242	1 HEWLETT PACKARD CO	PURCHASED	4/06/2005	6/18/2010
243	4 IBM	PURCHASED	2/12/2007	6/14/2010
244	4 IBM	PURCHASED	2/12/2007	6/15/2010
245	4 INTL PAPER CO	PURCHASED	9/05/2007	6/18/2010
246	1 MCKESSON CORPORATION	PURCHASED	1/03/2006	6/18/2010
247	1 MEDCO HEALTH SOLUTIONS	PURCHASED	4/02/2007	6/18/2010
248	4 MICROSOFT CORP	PURCHASED	7/02/2004	6/18/2010
249	4 NRG ENERGY INC	PURCHASED	1/02/2008	6/18/2010
250	1 RAYTHEON CO	PURCHASED	5/01/2006	6/18/2010
251	1 WALMART STORES INC	PURCHASED	7/29/2008	6/18/2010
252	4 WSTN DIGITAL CORP	PURCHASED	2/22/2008	6/18/2010
253	2 XILINX INC	PURCHASED	8/13/2008	6/18/2010
254	1 WELLPOINT INC	PURCHASED	10/27/2003	6/18/2010
255	1,000 US TREASURY	PURCHASED	3/16/2010	6/18/2010
256	61 AES CORP	PURCHASED	9/24/2009	6/01/2010
257	68 AES CORP	PURCHASED	9/24/2009	6/02/2010
258	21 AES CORP	PURCHASED	9/24/2009	6/03/2010
259	1 CAPITAL ONE FINANCIAL	PURCHASED	3/29/2010	6/18/2010
260	25 COCA COLA ENTERPRISES	PURCHASED	6/17/2009	6/01/2010
261	27 COCA COLA ENTERPRISES	PURCHASED	6/17/2009	6/02/2010
262	8 COCA COLA ENTERPRISES	PURCHASED	6/17/2009	6/03/2010
263	2 CONAGRA FOODS INC	PURCHASED	6/24/2009	6/18/2010
264	1 FREEPORT MCMURAN	PURCHASED	4/12/2010	6/18/2010
265	1 FLOWSERVE CORP	PURCHASED	9/11/2009	6/18/2010
266	8 GARMIN LTD	PURCHASED	9/02/2009	6/14/2010
267	9 GARMIN LTD	PURCHASED	9/02/2009	6/15/2010

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STATEMENT 10 (CONTINUED)
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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
268	1 LAUDER ESTEE COS INC	PURCHASED	1/11/2010	6/18/2010
269	4 LAUDER ESTEE COS INC	PURCHASED	1/11/2010	6/21/2010
270	2 LAUDER ESTEE COS INC	PURCHASED	1/12/2010	6/21/2010
271	5 LAUDER ESTEE COS INC	PURCHASED	1/12/2010	6/22/2010
272	8 LAUDER ESTEE COS INC	PURCHASED	1/13/2010	6/22/2010
273	2 LAUDER ESTEE COS INC	PURCHASED	1/13/2010	6/23/2010
274	5 LIMITED BRANDS INC	PURCHASED	6/01/2010	6/18/2010
275	3 MARATHON OIL CORP	PURCHASED	7/07/2009	6/18/2010
276	3 NABORS INDUSTRIES LTD	PURCHASED	11/23/2009	6/18/2010
277	1 NORTHROP GRUMMAN CORP	PURCHASED	8/05/2009	6/18/2010
278	1 TJX COS INC	PURCHASED	12/14/2009	6/18/2010
279	3 TEXAS INSTRUMENTS	PURCHASED	10/05/2009	6/18/2010
280	4 WALGREEN CO	PURCHASED	6/01/2010	6/18/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	9,119.		0.	9,119.				\$ 9,119.
2	0.		3,720.	-3,720.				-3,720.
3	2,286.		2,048.	238.				238.
4	1,031.		1,157.	-126.				-126.
5	477.		274.	203.				203.
6	500.		437.	63.				63.
7	776.		690.	86.				86.
8	949.		876.	73.				73.
9	43.		45.	-2.				-2.
10	4,351.		4,143.	208.				208.
11	2,096.		1,997.	99.				99.
12	2,390.		2,276.	114.				114.
13	1,388.		486.	902.				902.
14	1,352.		486.	866.				866.
15	2,018.		2,018.	0.				0.
16	639.		576.	63.				63.
17	912.		1,037.	-125.				-125.
18	416.		341.	75.				75.
19	762.		701.	61.				61.
20	586.		538.	48.				48.
21	293.		279.	14.				14.
22	1,011.		423.	588.				588.
23	1,404.		1,474.	-70.				-70.
24	590.		529.	61.				61.
25	985.		1,000.	-15.				-15.
26	312.		146.	166.				166.
27	118.		129.	-11.				-11.
28	155.		161.	-6.				-6.
29	1,696.		820.	876.				876.
30	368.		178.	190.				190.
31	515.		250.	265.				265.
32	74.		36.	38.				38.
33	437.		214.	223.				223.
34	583.		531.	52.				52.
35	138.		118.	20.				20.
36	23.		20.	3.				3.
37	626.		283.	343.				343.
38	123.		99.	24.				24.

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 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
39	184.		142.	42.			\$	42.
40	76.		96.	-20.				-20.
41	123.		106.	17.				17.
42	253.		118.	135.				135.
43	69.		108.	-39.				-39.
44	113.		122.	-9.				-9.
45	154.		131.	23.				23.
46	83.		64.	19.				19.
47	146.		123.	23.				23.
48	70.		82.	-12.				-12.
49	92.		71.	21.				21.
50	138.		132.	6.				6.
51	120.		122.	-2.				-2.
52	68.		47.	21.				21.
53	189.		167.	22.				22.
54	693.		548.	145.				145.
55	745.		577.	168.				168.
56	106.		72.	34.				34.
57	118.		95.	23.				23.
58	107.		85.	22.				22.
59	102.		93.	9.				9.
60	92.		60.	32.				32.
61	109.		90.	19.				19.
62	3,251.		3,049.	202.				202.
63	678.		541.	137.				137.
64	631.		510.	121.				121.
65	1,000.		978.	22.				22.
66	142.		141.	1.				1.
67	207.		579.	-372.				-372.
68	306.		869.	-563.				-563.
69	311.		306.	5.				5.
70	192.		193.	-1.				-1.
71	321.		1,448.	-1,127.				-1,127.
72	3,227.		3,101.	126.				126.
73	1,970.		1,912.	58.				58.
74	746.		729.	17.				17.
75	329.		320.	9.				9.
76	886.		886.	0.				0.
77	169.		169.	0.				0.
78	693.		493.	200.				200.
79	1,024.		793.	231.				231.
80	425.		327.	98.				98.
81	1,117.		988.	129.				129.
82	1,022.		1,012.	10.				10.
83	120.		109.	11.				11.
84	101.		46.	55.				55.
85	80.		37.	43.				43.
86	116.		130.	-14.				-14.
87	100.		107.	-7.				-7.
88	137.		158.	-21.				-21.
89	70.		66.	4.				4.
90	156.		250.	-94.				-94.
91	100.		95.	5.				5.

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STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
92	84.		112.	-28.				\$ -28.
93	104.		44.	60.				60.
94	262.		197.	65.				65.
95	195.		142.	53.				53.
96	82.		97.	-15.				-15.
97	77.		61.	16.				16.
98	89.		96.	-7.				-7.
99	62.		53.	9.				9.
100	197.		110.	87.				87.
101	61.		57.	4.				4.
102	146.		260.	-114.				-114.
103	326.		448.	-122.				-122.
104	81.		103.	-22.				-22.
105	36.		48.	-12.				-12.
106	346.		482.	-136.				-136.
107	589.		837.	-248.				-248.
108	107.		91.	16.				16.
109	92.		60.	32.				32.
110	65.		73.	-8.				-8.
111	111.		99.	12.				12.
112	98.		88.	10.				10.
113	126.		113.	13.				13.
114	110.		114.	-4.				-4.
115	194.		106.	88.				88.
116	537.		600.	-63.				-63.
117	60.		67.	-7.				-7.
118	179.		180.	-1.				-1.
119	357.		361.	-4.				-4.
120	525.		473.	52.				52.
121	152.		139.	13.				13.
122	276.		250.	26.				26.
123	102.		72.	30.				30.
124	107.		86.	21.				21.
125	113.		72.	41.				41.
126	95.		80.	15.				15.
127	68.		77.	-9.				-9.
128	119.		122.	-3.				-3.
129	411.		487.	-76.				-76.
130	245.		292.	-47.				-47.
131	201.		244.	-43.				-43.
132	40.		48.	-8.				-8.
133	126.		143.	-17.				-17.
134	121.		138.	-17.				-17.
135	168.		147.	21.				21.
136	69.		63.	6.				6.
137	205.		165.	40.				40.
138	119.		93.	26.				26.
139	162.		162.	0.				0.
140	125.		114.	11.				11.
141	95.		96.	-1.				-1.
142	1,071.		1,012.	59.				59.
143	1,053.		956.	97.				97.
144	1,103.		1,023.	80.				80.

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
145	1,065.		1,016.	49.			\$	49.
146	57.		59.	-2.				-2.
147	99.		102.	-3.				-3.
148	113.		122.	-9.				-9.
149	59.		56.	3.				3.
150	516.		274.	242.				242.
151	693.		365.	328.				328.
152	129.		68.	61.				61.
153	144.		73.	71.				71.
154	102.		107.	-5.				-5.
155	65.		66.	-1.				-1.
156	79.		76.	3.				3.
157	100.		44.	56.				56.
158	127.		99.	28.				28.
159	72.		106.	-34.				-34.
160	127.		94.	33.				33.
161	77.		61.	16.				16.
162	90.		96.	-6.				-6.
163	58.		53.	5.				5.
164	113.		114.	-1.				-1.
165	79.		39.	40.				40.
166	76.		102.	-26.				-26.
167	111.		91.	20.				20.
168	94.		60.	34.				34.
169	58.		49.	9.				9.
170	62.		56.	6.				6.
171	75.		82.	-7.				-7.
172	59.		73.	-14.				-14.
173	490.		360.	130.				130.
174	525.		384.	141.				141.
175	262.		192.	70.				70.
176	81.		77.	4.				4.
177	132.		125.	7.				7.
178	65.		69.	-4.				-4.
179	156.		147.	9.				9.
180	117.		98.	19.				19.
181	61.		47.	14.				14.
182	157.		152.	5.				5.
183	57.		64.	-7.				-7.
184	101.		90.	11.				11.
185	780.		1,159.	-379.				-379.
186	337.		622.	-285.				-285.
187	549.		1,016.	-467.				-467.
188	531.		961.	-430.				-430.
189	53.		61.	-8.				-8.
190	731.		851.	-120.				-120.
191	223.		259.	-36.				-36.
192	195.		227.	-32.				-32.
193	28.		33.	-5.				-5.
194	171.		197.	-26.				-26.
195	858.		834.	24.				24.
196	155.		161.	-6.				-6.
197	308.		322.	-14.				-14.

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
198	258.		268.	-10.			\$	-10.
199	723.		581.	142.				142.
200	683.		621.	62.				62.
201	464.		414.	50.				50.
202	310.		272.	38.				38.
203	731.		617.	114.				114.
204	429.		319.	110.				110.
205	256.		188.	68.				68.
206	3,045.		2,991.	54.				54.
207	57.		54.	3.				3.
208	340.		324.	16.				16.
209	414.		413.	1.				1.
210	260.		260.	0.				0.
211	635.		643.	-8.				-8.
212	348.		306.	42.				42.
213	158.		164.	-6.				-6.
214	410.		426.	-16.				-16.
215	32.		34.	-2.				-2.
216	495.		541.	-46.				-46.
217	153.		169.	-16.				-16.
218	246.		179.	67.				67.
219	382.		287.	95.				95.
220	244.		450.	-206.				-206.
221	241.		450.	-209.				-209.
222	188.		350.	-162.				-162.
223	65.		58.	7.				7.
224	194.		175.	19.				19.
225	195.		175.	20.				20.
226	196.		142.	54.				54.
227	420.		441.	-21.				-21.
228	557.		588.	-31.				-31.
229	1,036.		967.	69.				69.
230	3,015.		3,008.	7.				7.
231	1,034.		1,003.	31.				31.
232	55.		61.	-6.				-6.
233	75.		72.	3.				3.
234	76.		37.	39.				39.
235	167.		276.	-109.				-109.
236	101.		130.	-29.				-29.
237	45.		53.	-8.				-8.
238	63.		66.	-3.				-3.
239	43.		38.	5.				5.
240	139.		147.	-8.				-8.
241	85.		112.	-27.				-27.
242	48.		22.	26.				26.
243	518.		395.	123.				123.
244	517.		395.	122.				122.
245	103.		141.	-38.				-38.
246	70.		53.	17.				17.
247	60.		37.	23.				23.
248	105.		114.	-9.				-9.
249	95.		173.	-78.				-78.
250	53.		46.	7.				7.

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
251	52.		57.	-5.			\$	-5.
252	140.		123.	17.				17.
253	54.		54.	0.				0.
254	55.		35.	20.				20.
255	1,034.		996.	38.				38.
256	596.		895.	-299.				-299.
257	659.		998.	-339.				-339.
258	208.		308.	-100.				-100.
259	42.		42.	0.				0.
260	652.		430.	222.				222.
261	699.		464.	235.				235.
262	208.		138.	70.				70.
263	50.		40.	10.				10.
264	66.		85.	-19.				-19.
265	94.		96.	-2.				-2.
266	265.		253.	12.				12.
267	295.		285.	10.				10.
268	60.		49.	11.				11.
269	238.		197.	41.				41.
270	119.		100.	19.				19.
271	293.		249.	44.				44.
272	469.		398.	71.				71.
273	114.		100.	14.				14.
274	124.		127.	-3.				-3.
275	101.		85.	16.				16.
276	64.		62.	2.				2.
277	62.		47.	15.				15.
278	46.		38.	8.				8.
279	76.		68.	8.				8.
280	121.		129.	-8.				-8.
TOTAL \$								10,986.

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ROSENBERG LIBRARY 2310 SEALY GALVESTON, TX 77550,	NONE	PUBLIC	GENERAL	\$ 4,000.
RONALD MC DONALD HOUSE 1415 MECHANIC STREET GALVESTON, TX 77550,	NONE	PUBLIC	GENERAL	500.

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**STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
GRAND 1894 OPERA HOUSE 2020 POSTOFFICE STREET GALVESTON, TX 77550,	NONE	PUBLIC	GENERAL	\$ 8,500.
UTMB-GALVESTON TEXAS 301 UNIVERSITY BLVD GALVESTON, TX 77555,	NONE	PUBLIC	GENERAL	3,000.
TEMPLE B'NAI ISRAEL 3006 AVENUE O GALVESTON, TX 77550,	NONE	RELIG.	GENERAL	3,000.
GALVESTON ARTS CENTER 2127 STRAND GALVESTON, TX 77550,	NONE	PUBLIC	GENERAL	5,500.
GALVESTON ISLAND HUMANE SOCIETY 6814 BROADWAY GALVESTON, TX 77554,	NONE	PUBLIC	GENERAL	3,000.
AMERICAN HEART ASSOCIATION 1415 LA CONCHA HOUSTON, TX 77054,	NONE	PUBLIC	GENERAL	1,000.
WILLIAM TEMPLE EPISCOPAL CENTER 427 MARKET STREET GALVESTON, TX 77550	NONE	PUBLIC	GENERAL	1,000.
TOTAL				\$ <u>29,500.</u>