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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 DEC 1, 2009, and ending NOV 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 GEORGE & FAY YOUNG FOUNDATION INC		A Employer identification number 75-2478225
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 14850 MONTFORT DRIVE, SUITE 269		B Telephone number 972-404-4001
	City or town, state, and ZIP code DALLAS, TX 75254		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 48,971,846.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	814,930.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12.	12.		STATEMENT 1
	4 Dividends and interest from securities	645,516.	645,516.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	912,050.			
	b Gross sales price for all assets on line 6a 23,467,131.				
	7 Capital gain net income (from Part IV, line 2)		912,050.		
	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)					
11 Other income	98,442.	98,439.		STATEMENT 3	
12 Total. Add lines 1 through 11	2,470,950.	1,656,017.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	17,500.	4,375.		13,125.
	14 Other employee salaries and wages	82,293.	0.		82,293.
	15 Pension plans, employee benefits	16,323.	0.		16,323.
	16a Legal fees STMT 4	5,482.	3,911.		1,571.
	b Accounting fees STMT 5	20,425.	4,950.		15,475.
	c Other professional fees STMT 6	231,482.	207,594.		23,888.
	17 Interest				
	18 Taxes STMT 7	42,888.	10,559.		6,296.
	19 Depreciation and depletion	3,885.	0.		
	20 Occupancy	15,145.	0.		15,145.
	21 Travel, conferences, and meetings	3,528.	0.		3,528.
	22 Printing and publications	72.	0.		72.
	23 Other expenses STMT 8	124,563.	122,990.		1,510.
	24 Total operating and administrative expenses. Add lines 13 through 23	563,586.	354,379.		179,226.
	25 Contributions, gifts, grants paid	1,788,380.			1,788,380.
26 Total expenses and disbursements. Add lines 24 and 25	2,351,966.	354,379.		1,967,606.	
27 Subtract line 26 from line 12	118,984.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		1,301,638.			
c Adjusted net income (if negative, enter -0-)			N/A		

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SCANNED JUN 01 2011

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,515.	1,527.	1,527.
	2 Savings and temporary cash investments	589,493.	900,194.	900,194.
	3 Accounts receivable ▶ 17.			
	Less: allowance for doubtful accounts ▶	12.	17.	17.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,672.	5,135.	5,135.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 9	35,545,443.	35,279,150.	40,827,941.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	6,093,687.	6,173,668.	7,227,305.
	14 Land, buildings, and equipment basis ▶ 26,388.			
	Less: accumulated depreciation STMT 11 ▶ 17,655.	12,618.	8,733.	8,733.
	15 Other assets (describe ▶ RENT DEPOSIT)	994.	994.	994.
	16 Total assets (to be completed by all filers)	42,250,434.	42,369,418.	48,971,846.
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	25,582.	25,582.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	40,677,537.	41,492,467.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,547,315.	851,369.	
	30 Total net assets or fund balances	42,250,434.	42,369,418.	
	31 Total liabilities and net assets/fund balances	42,250,434.	42,369,418.	

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	42,250,434.
2	Enter amount from Part I, line 27a	2	118,984.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	42,369,418.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,369,418.

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 STATEMENT: PART IV-1	P	VARIOUS	VARIOUS
b LUCENT TECHNOLOGIES LITIGATION SETTLEMENT	P	VARIOUS	04/13/10
c PARTNERSHIP FLOW THROUGH CAPITAL GAINS	P		
d CAPITAL GAINS DIVIDENDS			
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 23,387,424.		22,555,081.	832,343.
b 124.			124.
c 38,294.			38,294.
d 41,289.			41,289.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			832,343.
b			124.
c			38,294.
d			41,289.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	912,050.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	}	3	N/A

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 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 (col. (b) divided by col. (c))
2008	2,533,084.	39,148,404.	.064705
2007	2,618,565.	50,803,990.	.051543
2006	2,866,868.	59,565,879.	.048129
2005	2,546,178.	54,254,779.	.046930
2004	2,275,968.	50,273,616.	.045272

2 Total of line 1, column (d)	2	.256579
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	.051316
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	46,258,580.
5 Multiply line 4 by line 3	5	2,373,805.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,016.
7 Add lines 5 and 6	7	2,386,821.
8 Enter qualifying distributions from Part XII, line 4	8	1,967,606.

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

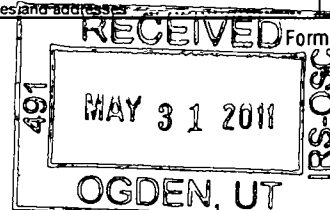
Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	26,033.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	26,033.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	26,033.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	31,172.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2009 estimated tax payments and 2008 overpayment credited to 2009		6d	
b Exempt foreign organizations - tax withheld at source		7	31,172.
c Tax paid with application for extension of time to file (Form 8868)		8	4.
d Backup withholding erroneously withheld		9	
7 Total credits and payments Add lines 6a through 6d		10	5,135.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 5,135. Refunded <input type="checkbox"/>			

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A



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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► GFYFOUNDATION.ORG	X	
14	The books are in care of ► CAROL Y MARVIN Located at ► 14850 MONTFORT DRIVE, SUITE 269, DALLAS, TX Telephone no ► 972-404-4001 ZIP+4 ► 75254		
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	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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 ► _____	2b	
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) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		17,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
CHRISTOPHER M SHAW 7324 LAKEHURST, DALLAS, TX 75230	GRANT OFFICER 40.00	48,327.	9,226.	0.

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

0

Form 990-PF (2009)

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Form 990-PF (2009)

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	38,685,570.
b	Average of monthly cash balances	1b	1,040,423.
c	Fair market value of all other assets	1c	7,237,032.
d	Total (add lines 1a, b, and c)	1d	46,963,025.
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	46,963,025.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	704,445.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,258,580.
6	Minimum investment return. Enter 5% of line 5	6	2,312,929.

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	2,312,929.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	26,033.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,033.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,286,896.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,286,896.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,286,896.

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	1,967,606.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	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	1,967,606.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,967,606.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,286,896.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,788,363.	
b Total for prior years		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 ▶ \$ 1,967,606.				
a Applied to 2008, but not more than line 2a			1,788,363.	
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				179,243.
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 instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				2,107,653.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	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				

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 <i>Paid during the year</i> SEE STATEMENT: PT XV-1 ATTACHED				1,788,380.
Total			3a	1,788,380.
b <i>Approved for future payment</i>				
Total SEE STATEMENT 14			3b	470,000.

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
	(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			14	12.	
4 Dividends and interest from securities			14	645,516.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	98,442.	
8 Gain or (loss) from sales of assets other than inventory			18	912,050.	
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)		0.		1,656,020.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 1,656,020.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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



- | | | Yes | No |
|---|--|-------|----|
| 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? | | |
| 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
N/A		

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.				
Sign Here	 Signature of officer or trustee		Date 5/9/11	Title Secretary
	Preparer's signature 		Date 5/3/11	Check if self-employed <input type="checkbox"/>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code SOLANA & ASSOCIATES, P.C. 8350 N CENTRAL EXPY, STE 775 DALLAS, TX 75206-1635		Preparer's identifying number EIN Phone no 214-739-4556	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

GEORGE & FAY YOUNG FOUNDATION INC

Employer identification number

75-2478225

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

GEORGE & FAY YOUNG FOUNDATION INC

75-2478225

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITRUST U/W GEORGE YOUNG 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	\$ 814,930.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print	Name of exempt organization	Employer identification number
	GEORGE & FAY YOUNG FOUNDATION INC	75-2478225
	Number, street, and room or suite no. If a P.O. box, see instructions 14850 MONTFORT DRIVE, SUITE 269	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75254	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CAROL Y MARVIN

- The books are in the care of ► 14850 MONTFORT DRIVE, SUITE 269 - DALLAS, TX 75254
Telephone No. ► 972-404-4001 FAX No. ► 972-385-8990

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until
JULY 15, 2011, to file the exempt organization return for the organization named above. The extension
is for the organization's return for:
► ☐ calendar year _____ or
► ☒ tax year beginning DEC 1, 2009, and ending NOV 30, 2010.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	26,033.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	31,172.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NORTHERN TRUST BANK	12.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	12.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE NORTHERN TRUST COMPANY	41,289.	41,289.	0.
THE NORTHERN TRUST COMPANY	645,516.	0.	645,516.
TOTAL TO FM 990-PF, PART I, LN 4	686,805.	41,289.	645,516.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM PARTNERSHIPS	90,365.	90,365.	
PARTNERSHIP-TAX EXEMPT	3.	0.	
LEASE BONUS ON ROYALTY INTEREST	2,376.	2,376.	
GROSS OIL & GAS ROYALTIES	5,698.	5,698.	
TOTAL TO FORM 990-PF, PART I, LINE 11	98,442.	98,439.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,482.	3,911.		1,571.
TO FM 990-PF, PG 1, LN 16A	5,482.	3,911.		1,571.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	20,425.	4,950.		15,475.
TO FORM 990-PF, PG 1, LN 16B	20,425.	4,950.		15,475.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	172,277.	172,277.		0.
INVESTMENT CONSULTANT	16,246.	16,246.		0.
ADMINISTRATION FEES	23,888.	0.		23,888.
NORTHERN TRUST CUSTODY FEES	19,071.	19,071.		0.
TO FORM 990-PF, PG 1, LN 16C	231,482.	207,594.		23,888.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD AT SOURCE (DIVIDENDS)	10,317.	10,317.		0.
TAX ON INVESTMENT INCOME	26,033.	0.		0.
PAYROLL TAXES	6,296.	0.		6,296.
ROYALTY PRODUCTION TAXES	242.	242.		0.
TO FORM 990-PF, PG 1, LN 18	42,888.	10,559.		6,296.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	397.	0.		397.
PARTNERSHIP EXPENSES	121,413.	121,354.		0.
OFFICE SUPPLIES	1,071.	0.		1,071.
MAINTENANCE & REPAIR	42.	0.		42.
ROYALTY OPERATING EXPENSES	1,636.	1,636.		0.
PENALTY-UNDERPYMT EXCISE TAX	4.	0.		0.
TO FORM 990-PF, PG 1, LN 23	124,563.	122,990.		1,510.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE STATEMENT: PT II-1	35,279,150.	40,827,941.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,279,150.	40,827,941.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CROSSROADS 1997 VENTURE CAPITAL I LP	COST	525,890.	262,426.
CROSSROADS 1997 EUROPEAN PVT EQUITY I LP	COST	113,761.	48,449.
COLONIAL MOBILE HOMES JV	COST	49,616.	43,680.
MASTHOLM INTERNATIONAL EQUITY	COST	2,987,964.	3,641,602.
FT WASHINGTON PRIVATE EQ INV III	COST	242,106.	136,358.
NB CROSSROADS FUND XVIII LP	COST	385,044.	206,824.
SVB STRATEGIC INVESTORS FUND III LP	COST	252,974.	163,655.
LAZARD LTD PARTNERSHIP	COST	111,024.	107,430.
ALTERNATIVE INVESTMENTS	COST		
INSTITUTIONAL LP		997,534.	1,189,652.
NATURAL RESOURCE FUND	COST	507,755.	1,427,229.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,173,668.	7,227,305.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TELEPHONE SYSTEM	2,895.	2,895.	0.
FILING CABINET	470.	470.	0.
FURNITURE	1,185.	1,185.	0.
REUPHOLSTERY	1,404.	1,404.	0.
LAMPS	901.	901.	0.
REUPHOLSTERY	1,138.	1,138.	0.
ZAENGLEIN FRAMED PHOTO	253.	253.	0.
FILE CABINET	569.	569.	0.
FRAMING	378.	378.	0.
TELEPHONE SYSTEM	975.	975.	0.
TELEPHONE SYSTEM	190.	190.	0.
TELEPHONE SYSTEM	400.	400.	0.
CHAIR	126.	83.	43.
FURNITURE	5,000.	2,231.	2,769.
SOFTWARE	7,500.	3,750.	3,750.
2 COMPUTERS	2,224.	667.	1,557.
FILE CABINET	780.	166.	614.
TOTAL TO FM 990-PF, PART II, LN 14	26,388.	17,655.	8,733.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL Y MARVIN 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIR/PRES 1.00	5,000.	0.	0.
RICHARD L RIPLEY 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/SEC/ASSIS TREAS 2.00	0.	0.	0.
JUDY PIEPENBROK 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS SEC/TREAS 4.00	0.	0.	0.
TERESA WOBIG 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS TREAS 2.00	0.	0.	0.
JOHN GREEN PO BOX 233 MORGAN HILL, TX 76465	DIRECTOR 1.00	5,000.	0.	0.
JOHN C FRANKLIN 9400 N CENTRAL EXPY, SUITE 320 DALLAS, TX 75231	DIR/VICE PRES 1.00	5,000.	0.	0.
L E MARVIN 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/TREAS 1.00	2,500.	0.	0.
MICHAEL E MARVIN 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/TREAS 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		17,500.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAROL Y MARVIN
14850 MONTFORT DRIVE, SUITE 269
DALLAS, TX 75254

TELEPHONE NUMBER

972-404-4001

FORM AND CONTENT OF APPLICATIONS

PROVIDE (AT A MINIMUM) EVIDENCE OF THEIR PUBLIC CHARITY STATUS, DESCRIPTION
OF ACTIVITIES & PROPOSED USE.

ANY SUBMISSION DEADLINES

BOARD OF DIRECTORS GENERALLY MEET IN THE SPRING AND FALL OF EACH YEAR TO
CONSIDER GRANT REQUESTS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTEES MUST GENERALLY BE SECTION 501(C)(3) ORGANIZATIONS WHICH ARE PUBLIC
CHARITIES.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AUSTIN COLLEGE 900 NORTH GRAND, SUITE 6G SHERMAN, TX 75090	N/A GENERAL	PUBLIC	120,000.
MERCY SHIPS P O BOX 2020 LINDALE, TX 75771	N/A GENERAL	PUBLIC	100,000.
SALESMANSHIP CLUB 106 EAST TENTH STREET DALLAS, TX 75203	N/A GENERAL	PUBLIC	100,000.
ST EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704	N/A GENERAL	PUBLIC	120,000.
UNION GOSPEL MISSION 4815 CASS STREET DALLAS, TX 75235	N/A GENERAL	PUBLIC	30,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3B

470,000.

STATEMENT PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
6,355	AFLAC	282,589 06	327,282 50
6,575	ALLSTATE CORP	290,356 11	191,398 25
7,960	ALTRIA GROUP	113,036.95	191,040.00
5,105	AMERICAN EXPRESS	299,765 00	220,638 10
6,625	AT&T INC	191,131 25	184,108 75
4,580	BEST BUY	85,452 87	195,657 60
1,495	BHP BILLITON	102,055.73	123,188 00
5,950	BRISTOL MYERS SQUIBB	165,791.40	150,178 00
4,500	CHEVRON CORP	342,990 00	364,365 00
10,165	CISCO SYS INC	168,875 45	194,761 40
2,700	CONOCOPHILLIPS	165,086.64	162,459 00
5,120	DANAHER	206,009 60	221,440 00
3,210	DOLLAR TREE	105,519 98	176,389 50
9,800	DOMINION RES INC	340,746 00	406,994 00
2,035	EATON CORP	150,597 77	196,174 00
4,210	EMERSON ELECTRIC CO	151,464 53	231,844 70
2,600	ENSCO PLC	138,182 52	123,240 00
2,150	FISERV INC	89,043 54	118,895 00
2,510	GENUINE PARTS	107,505.06	120,831 40
530	GOOGLE INC	257,123 22	294,526 30
2,770	HEWLETT PACKARD	134,886 26	116,146 10
3,500	HOME DEPOT	114,355 50	105,735 00
5,030	HONDA MTR	119,397 11	182,236 90
2,210	HONEYWELL INTL INC	126,500 40	109,859 10
4,830	ILL TOOL WKS	215,439 25	230,052 90
9,840	INTEL CORP	262,987 83	207,820 80
1,720	INTERNATIONAL BUSINESS	174,461 49	243,311 20
1,740	JOHNSON & JOHNSON	118,027 51	107,097 00
1,800	KIMBERLY-CLARK	107,178 82	111,402 00
1,420	LABORATORY CORP AMER HLDGS	95,816 90	116,482 60
5,490	MARATHON OIL	129,604 08	183,750 30
3,600	MCDONALDS CORP	225,612 00	281,880 00
3,660	MCKESSON CORP	126,875 30	233,874 00
2,980	MERCK & CO	110,461 45	102,720 60
5,030	METLIFE	222,475 91	191,894 50
8,310	MICROSOFT	225,937 19	209,495 10
4,600	NOBLE CORP	167,852 16	156,032 00
5,220	NOVARTIS	276,939 71	278,800 20
6,960	NYSE EURONEXT	221,807.89	190,147 20
10,860	ORACLE	155,662 84	293,654 40

STATEMENT PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
3,520	PEPSICO INC	211,604 80	227,497 60
6,500	PHILIP MORRIS INTL	273,520 00	369,785 00
2,420	PRAXAIR INC	173,962 13	222,761 00
3,360	PRIDE INTL	76,179 26	104,496 00
5,700	QUALCOMM INC	220,201 58	266,418 00
5,895	ROSS STORES	275,560 07	382,467 60
4,170	STATE STR CORP	199,654 87	180,144 00
5,500	TARGET CORP	198,275 00	313,170 00
2,800	TEVA PHARMACEUTICAL	119,647 36	140,112 00
8,260	TYCO ELECTRONICS	201,747 29	251,269 20
3,245	UNION PAC CORP	161,146 70	292,406 95
4,695	UNITED TECHNOLOGIES CORP	241,088 25	353,392 65
3,100	UNITED HEALTH GROUP	109,306 00	113,212 00
4,500	WESTN DIGITAL	168,206 40	150,750 00
4,300	XILINX INC	108,861 81	116,616 00
7,550	ABBOTT LAB	410,223 21	351,150 50
6,896	AFLAC INC	330,998 08	355,144 00
7,370	AMERICAN EXPRESS	315,616 28	318,531 40
1,450	APPLE INC	327,266 41	451,167 50
3,000	BAXTER INTL	162,656.25	145,650 00
11,750	BRISTOL MYERS SQUBB	289,503 55	296,570 00
5,750	CEPHALON INC	369,425 20	365,067 50
3,200	CHEVRON CORP	229,803.60	259,104 50
20,250	CISCO SYSTEMS INC.	468,408 92	387,990 00
2,350	COGNIZANT TECHNOLOGY	122,889 65	152,703 00
2,700	COSTCO WHOLESALE	157,388 13	182,547 00
3,250	CSX CORP	169,302 74	197,632 50
7,300	DANAHER CORP	278,699 61	315,725 00
7,000	DIRECTTV COM	218,764 00	290,710 00
4,700	DR PEPPER SNAPPLE GROUP	181,214 01	172,161 00
13,800	EMC CORP	254,721 62	296,562 00
3,900	EMERSON ELECTRIC	198,357 69	214,773 00
4,000	EXPRESS SCRIPTS	185,147 69	208,360 00
8,300	EXXON MOBIL	505,566 14	577,348 00
6,950	FAMILY DLR STORES	229,282 65	348,890 00
3,650	GENERAL DYNAMICS	253,657 48	241,228 50
700	GOOGLE	358,198.89	388,997 00
4,200	HALLIBURTON CO	130,504 50	158,928.00
10,950	HEWLETT PACKARD	506,981 11	459,133 50
6,250	INTEL CORPORATION	124,798 13	132,000 00

STATEMENT: PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
4,200	INTERNATIONAL BUSINESS MACH	525,314 16	594,132 00
5,600	MC DONALDS	358,140 16	438,480 00
21,550	MICROSOFT	609,477 21	543,275 50
3,450	OCCIDENTAL PETROLEUM	284,901 26	304,186 50
8,900	ORACLE CORP	218,104 54	240,656 00
3,150	PRAXAIR INC	256,599.59	289,957 50
8,000	QUALCOMM	315,707 00	373,920 00
3,100	ROSS STORES	158,515 56	201,128 00
2,200	STERICYCLE	117,395.96	162,580 00
5,700	THERMO FISHER	270,075 12	289,902 00
5,450	TJX COS	216,636 89	248,574 50
4,200	UNITED TECHNOLOGIES	286,238 82	316,134 00
7,800	WAL-MART STORES	414,811 23	421,902 00
2,850	YUM BRANDS	101,846 75	142,728 00
1,300	3M CO	113,442 75	109,174 00
350	ALPHA NAT RES	5,701 39	17,346 00
500	BAKER HUGHES	20,022 97	26,080.00
1,225	CAMERON INTL CORP	26,137 19	58,934 75
110	CARBO CERAMICS	9,765 10	10,686 50
375	CHESAPEAKE ENERGY	5,715 00	7,920 00
1,110	COMPLETE PRODTN SVCS	16,508 31	31,579 50
560	CORE LABORATORIES	21,430 58	47,936 00
420	DRESSER-RAND GROUP	13,630 93	15,930 60
570	DRIL-QUIP INC	10,081 93	44,140.80
200	EOG RESOURCES	15,490.30	17,790 00
780	FMC TECHNOLOGIES	24,647 04	65,707 20
1,700	HALLIBURTON CO	40,809 00	64,328 00
100	HELMERICH & PAYNE	3,976 90	4,536 00
680	LUFKIN INDS INC	21,211 03	34,428 40
1,405	NATIONAL OILWELL VARCO	33,858 78	86,112 45
245	NOBLE CORP	7,820 46	8,310 40
480	OCEANEERING INTL INC	12,421 06	33,168 00
580	OIL STS INTL INC	13,691 42	34,411 40
1,315	PATTERSON-UTI ENERGY	19,522 03	25,958 10
370	PEABODY ENERGY	7,851 36	21,759 70
160	PETROLEO BRASILEIRO	7,338 99	5,190 40
90	PIONEER NAT RES	5,430 27	7,209 90
930	PRIDE INTL INC	16,356 35	28,923.00
455	RANGE RES	17,393 80	19,105 45
550	ROWAN CO	14,660.54	16,582.50

STATEMENT PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
863	SCHLUMBERGER LTD	38,540 27	66,744.42
550	SOUTHWESTERN ENERGY	17,203 50	19,910 00
355	SUPERIOR ENERGY SVCS INC	7,878 63	11,853 45
170	TECHNIP SPONSORED	13,326 30	13,226 00
300	TENARIS S A	12,477 32	12,774 00
530	TRANSOCEAN LTD	28,110 74	35,525 90
100	WALTER ENERGY	8,692.02	10,264 00
2,790	WEATHERFORD INTL	30,788 40	56,943 90
800	ACUITY BRANDS	28,168.75	43,088.00
1,100	ALLETTE INC	48,444 33	38,863.00
800	ARCH CHEMICALS	16,090.48	27,776 00
1,405	BABCOCK & WILCOX	31,474.38	34,127 45
2,750	BANKFINANCIAL CORP	48,590 58	25,657 50
2,600	BENEFICIAL MUT BANCORP	24,050 03	20,202 00
1,400	BRINKS CO	36,011 57	34,356 00
2,000	BROADRIDGE FINL	35,634 84	41,180 00
1,600	CHICAGO BRIDGE & IRON	38,281 12	45,296 00
840	CIRCOR INTL	20,776 14	33,180 00
500	COMPASS MINERALS	28,780 00	41,300 00
1,200	COMSTOCK RES	35,454 28	29,400 00
1,800	CORELOGIC INC	34,204 90	32,778 00
1,000	DELTIC TIMBER CORP	47,442 40	52,010 00
3,900	DENNYS CORP	15,185 58	14,274.00
700	DRESSER-RAND GROUP	24,174 22	26,551 00
1,250	ENPRO INDS INC	37,970.38	45,812 50
1,200	EXTERRAN HLDGS	30,023.79	27,204.00
1,800	FEDERAL SIGNAL	11,484 00	11,538 00
2,500	FIRST AMERN FIN	35,742.65	35,425 00
2,187	FIRSTMERIT CORP	42,824.58	38,108 47
2,000	FLOWERS FOODS INC	35,735 73	52,400 00
400	FLOWSERVE CORP	19,560 80	42,184 00
1,600	FORESTAR GROUP	31,000 90	28,832 00
800	FOSTER L B CO	13,161 84	27,752 00
1,200	FOSTER WHEELER	23,472 54	33,600 00
1,370	GALLAGHER ARTHUR	32,528.72	38,469 60
2,100	HANESBRANDS INC	51,003 54	57,015 00
800	HANOVER INS GROUP	33,376 00	36,224 00
1,850	HILL ROM HLDGS	40,775.11	73,223 00
810	IBERIABANK CORP	35,581.33	40,832 10
700	ITC HLDGS	32,971 91	42,385 00

STATEMENT PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
600	JOY GLOBAL INC	22,135 68	45,792 00
700	KAISER ALUM CORP	18,447 59	32,830 00
400	KOPPERS HLDGS	12,986 76	11,440 00
1,500	KS CY SOUTHN	40,056 15	71,010 00
1,300	MB FINL INC	34,970 13	18,499 00
810	MCDERMOTT INTL INC	5,998 49	14,847 30
2,400	NORTHWEST BANCSHARES	27,759 70	24,624 00
1,300	PATTERSON COS	26,643 63	38,649 00
1,300	PETROHAWK ENERGY CORP	13,620 49	23,179 00
1,800	PHH CORP	36,851.30	38,214 00
1,000	RALCORP HLDG	48,453 30	61,920 00
400	REGAL BELOIT	23,671 44	24,400 00
2,600	SALLY BEAUTY HLDGS	22,362 64	35,750 00
800	SOLUTIA INC	12,403 92	17,104 00
2,560	SPDR KBW REGL	68,927 60	57,651.20
600	TENNANT CO	26,809 02	20,484 00
700	TEXAS INDS INC	36,449 84	26,376 00
1,650	TIMKEN CO	48,436 25	71,874 00
2,110	TOLL BROS	41,374 53	37,874 50
1,010	TREEHOUSE FOODS	28,715 61	50,176 80
1,200	TRINITY IND	21,463 20	27,480 00
1,200	VAIL RESORTS INC	47,868 84	54,336 00
1,300	VECTREN CORP	33,054 06	33,670 00
1,750	WABTEC CORP	48,250 83	80,902 50
800	WALTER ENERGY INC	17,640 11	82,112 00
2,000	WESTAR ENERGY INC	48,012 60	49,820 00
3,500	WESTFIELD FINL	37,426.55	28,770 00
1,500	WILLBROS GROUP INC	23,996.85	10,845 00
2,000	WRIGHT EXPRESS CORP	48,610 40	86,140 00
1,750	WYNDAM WORLDWIDE CORP	48,897 80	50,312 50
2,900	1ST NIAGRA FINL GROUP	35,890.92	35,916 50
2,500	ABBOTT LAB	104,524 17	116,275 00
4,500	ADOBE SYS INC	124,733 86	124,785 00
3,000	AKAMAI TECHNOLOGIES	54,252 30	156,570 00
3,000	AT & T INC	72,159 60	83,370 00
3,500	AVON PRODUCTS INC	73,148 25	99,960 00
4,000	BANK NEW YORK MELLON	128,265 78	107,960 00
6,300	BANK OF AMERICA	87,785 46	68,985 00
4,700	BRIGHAM EXPL CO	69,900 75	118,205 00
25,000	BROCADE COMMUNICATIONS SYS	164,658.90	124,500.00

STATEMENT PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
3,500	CABOT OIL & GAS	23,520 00	122,395 00
4,000	CBS CORP	24,968 00	67,360.00
5,000	CISCO SYSTEMS INC	73,632 81	95,800 00
2,500	COCA-COLA COMPANY	122,101 20	157,925 00
1,000	COLGATE-PALMOLIVE	40,342 50	76,550.00
2,700	COVIDIEN PLC	107,514 00	113,589 00
5,000	CVS CAREMARK CORP	83,048 00	155,000 00
3,000	DANAHER CORP	91,506 75	129,750 00
1,800	DEVON ENERGY CORPORATION	105,882 36	127,026 00
7,000	E M C CORP MASS	96,218 80	150,430 00
5,000	ENCANA CORP	133,896 51	138,500 00
2,600	FMC CORP	117,446 75	202,332 00
5,000	FOSTER WHEELER LTD	137,539 25	140,000 00
3,000	GENERAL ELECTRIC CO	86,125 00	47,490 00
2,700	GILEAD SCIENCES	116,988 21	98,550 00
2,500	HARRIS CORP DEL	39,194 37	110,600 00
4,500	HOME DEPOT INC	127,676 52	135,945.00
2,500	HONEYWELL INT'L	84,056 25	124,275 00
4,000	JARDEN CORP	106,588 83	122,800 00
2,640	JP MORGAN CHASE	89,340 00	98,683 20
1,000	KIMBERLY-CLARK CORP	44,476 41	61,890 00
2,500	KOHL'S CORP	109,470 64	141,050 00
14,000	MASCO CORP	235,538 80	152,740 00
1,500	MCCORMICK & COMPANY	46,056 55	66,015 00
6,300	MDU RES GROUP	117,016.43	128,772 00
2,800	MONSANTO CO	181,871 76	167,776 00
3,500	NATL INSTRS CORP	94,552 50	119,420 00
3,000	NOBLE CORPORATION	64,890 00	101,760 00
11,000	NUANCE COMMUNICATIONS INC	178,733 80	194,425 00
5,000	ORACLE CORP	22,083 33	135,200.00
3,000	PEABODY ENERGY CORP	77,008 01	176,430 00
1,400	PEPSICO INC	50,487 50	90,482 00
6,000	PERKINELMER INC	133,555 20	139,800 00
4,000	PETSMART INC	84,185 00	151,440 00
5,300	RADIOSHACK CORP	102,308.55	97,785.00
3,500	RANGE RES CORP	148,647 64	146,965 00
1,500	ROCKWELL COLLINS	79,725 00	84,090 00
1,500	SCHLUMBERGER LIMITED	35,037 51	116,010 00
2,000	SM ENERGY CO	77,878 60	99,380 00
1,800	TECHNE CORP	113,343 48	108,126 00

STATEMENT PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
2,500	TEVA PHARMACEUTICAL	39,531 25	125,100 00
2,800	THERMO FISHER	110,704.50	142,408 00
2,000	TIFFANY & CO	49,816 80	124,200 00
4,000	TRIMBLE NAV LTD	87,104 25	148,960 00
1,300	V F CORP	76,963.90	107,744 00
4,500	WALGREEN	178,366 90	156,825 00
4,000	WELLS FARGO & CO	69,963 75	108,840 00
3,000	WESCO INTL INC	164,864 80	143,160 00
56,406 47	HARBOR FD INTL FD INSTL	3,176,955 43	3,181,888 97
40,277 39	LAZARD FDS INC EMERGING MARKETS	732,345 41	831,728 10
247,053.12	MORGAN STANLEY SMALL CO GROWTH	2,480,851 19	3,189,455 77
		<u>35,279,149 97</u>	<u>40,827,940 98</u>

STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/ LOSS	D/ P
170	XTO Energy Inc	4/23/09	12/16/09	7,988 11	5,502 03	2,486 08	P
380	Consol Energy Inc	2/4/09	1/11/10	20,866 02	11,115.00	9,751.02	P
200	FMC Technologies Inc	12/22/08	1/11/10	11,887 93	4,407 94	7,479 99	P
500	Superior Energy Svcs Inc	12/22/08	3/9/10	10,905 31	7,469 85	3,435 46	P
120	Oceaneering Intl Inc	12/22/08	3/18/10	7,657 20	3,105 26	4,551 94	P
900	Denbury Res Inc	12/22/08	3/18/10	14,164 28	7,732.98	6,431 30	P
100	Devon Energy Corp	12/22/08	3/18/10	6,569 01	6,399 80	169 21	P
30	Dril-Quip Inc	12/22/08	3/18/10	1,855 51	530 63	1,324 88	P
200	Fluor Corp	12/22/08	3/18/10	9,154 38	8,647 34	507 04	P
600	Noble Corp	12/22/08	3/18/10	25,346 43	12,840 36	12,506 07	P
200	Arena Res Inc	12/22/08	3/18/10	6,469 45	5,048 86	1,420 59	P
150	Alpha Nat Res Inc	12/22/08	3/18/10	7,574 95	2,443 46	5,131 49	P
130	Peabody Energy Corp	12/22/08	3/18/10	6,285 59	2,758 59	3,527 00	P
800	Pioneer Drilling Co	1/12/10	3/18/10	5,904 32	7,682 32	(1,778.00)	P
400	Pride Intl Inc	12/22/08	3/18/10	11,826 88	5,476 67	6,350 21	P
700	Key Energy Svcs Inc	2/22/10	3/18/10	7,588 32	7,649 25	(60 93)	P
60	Massey Energy Co	1/11/10	3/18/10	3,119 23	2,897 12	222.11	P
50	Schlumberger Ltd	6/24/09	3/18/10	3,270 80	2,713 13	557 67	P
1100	Smith International Inc	12/22/08	3/18/10	48,289 71	24,818 97	23,470 74	P
100	Tesco Corp	10/26/09	3/18/10	1,212 76	989 27	223 49	P
460	T-3 Energy Svcs Inc	12/22/08	3/18/10	11,918 07	4,558 60	7,359 47	P
590	Weatherford Intl Ltd	12/22/08	3/18/10	9,964.20	5,487 00	4,477 20	P
340	Massey Energy Co	1/11/10	4/8/10	15,527 22	16,417 00	(889 78)	P
250	Anadarko Petroleum Corp	Various	5/6/10	15,582 86	14,245.79	1,337 07	P
300	Hess Corp	Various	5/7/10	17,106 37	15,737 14	1,369 23	P
294	Tesco Corp	10/26/09	5/10/10	3,480 28	2,908 45	571 83	P
235	Cameron Intl Corp	3/18/10	5/10/10	8,310 79	10,101 52	(1,790.73)	P
426	Tesco Corp	10/26/09	5/11/10	5,112 17	4,214 29	897 88	P
800	Key Energy Svcs Inc	1/12/10	6/28/10	8,112 34	8,330 68	(218 34)	P
80	Transocean Ltd	1/11/10	6/29/10	3,913 27	7,408 38	(3,495 11)	P
100	Southwestern Energy Co	3/18/10	7/12/10	3,845 83	4,119 00	(273 17)	P
95	Range Res Corp	3/18/10	7/12/10	3,950 59	4,697 58	(746 99)	P
65	Diamond Offshore Drilling Inc	12/22/08	8/6/10	4,286 21	3,717 14	569 07	P
100	National Oilwell Varco Com	5/7/10	8/6/10	4,119 58	3,901 92	217 66	P
375	Chesapeake Energy Corp	various	8/25/10	7,408 03	6,148 16	1,259 87	P
125	Devon Energy Corp	5/6/10	8/25/10	7,449.96	8,451 26	(1,001 30)	P
335	Clean Energy Fuels Corp	7/29/10	8/25/10	4,750 61	6,095 56	(1,344 95)	P
250	Weatherford Intl Ltd	4/8/10	8/30/10	3,815 31	4,104.92	(289 61)	P
230	ADR Petroleo Brasileiro SA	3/19/10	8/31/10	7,663 22	10,549 80	(2,886 58)	P
135	Diamond Offshore Drilling Inc	12/22/08	8/31/10	7,844.29	7,720.20	124 09	P
72	Schlumberger Ltd	5/12/10	8/31/10	3,857 92	4,780 71	(922 79)	P
626	T-3 Energy Svcs Inc	Various	11/5/10	21,646.21	11,585 50	10,060 71	P
1200	Petrohawk Energy Corp	10/2/06	12/29/09	29,245 04	12,572 76	16,672 28	P
300	Empro Inds Inc	10/2/06	1/11/10	7,911 15	9,112 89	(1,201 74)	P
200	Foster L B Co	10/3/06	1/13/10	5,699.04	3,290 46	2,408 58	P
900	Brinks Co	10/2/06	1/22/10	37,131 36	22,781 50	14,349 86	P
2850	Wendys / Arbys Group Inc	10/2/06	3/10/10	13,371.45	47,993 15	(34,621 70)	P
1800	Goodrich Pete Corp	Various	3/24/10	30,398 55	49,308 28	(18,909 73)	P
100	Flowserve Corp	10/2/06	5/5/10	10,676 69	4,890 20	5,786 49	P
500	Genesee & Wyo Inc	10/2/06	6/17/10	19,695 51	11,584 65	8,110 86	P
310	Walter Invt Mgmt	Various	6/17/10	5,248 21	850.34	4,397 87	P
1000	Westfield Finl Inc	1/8/07	6/17/10	8,327 45	10,693 30	(2,365 85)	P
2200	Covanta Hldg Corp	10/2/06	7/2/10	36,169 36	47,630.00	(11,460 64)	P
1817	Mueller Wtr Prods Inc	10/2/06	8/12/10	4,564 59	24,213.75	(19,649 16)	P

STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/ LOSS	D/ P
741	Investment Technology Group Inc	9/22/09	8/31/10	10,020.97	21,233.36	(11,212.39)	P
3250	Newalliance Bancshares Inc	10/2/06	9/13/10	40,437.11	48,428.58	(7,991.47)	P
100	Bucyrus Intl Inc	10/2/06	9/17/10	6,982.87	2,099.30	4,883.57	P
1390	Exco Res Inc	9/25/09	11/1/10	26,794.57	23,067.69	3,726.88	P
400	ADR Chicago Bridge & Iron Co	10/2/06	11/10/10	11,464.40	9,570.28	1,894.12	P
600	Genesee & Wyo Inc	10/2/06	11/10/10	27,467.17	13,901.58	13,565.59	P
400	Joy Global Inc	10/2/06	11/17/10	30,033.25	14,757.12	15,276.13	P
1590	Pulte Group Inc	8/13/09	11/24/10	10,137.18	20,332.60	(10,195.42)	P
1000	Artio Global Invs Inc	6/17/10	11/24/10	13,199.67	20,936.55	(7,736.88)	P
700	Bucyrus Intl Inc	10/2/06	11/24/10	62,381.54	14,695.06	47,686.48	P
300	Artio Global Invs Inc	4/22/10	11/26/10	3,889.19	5,362.14	(1,472.95)	P
500	Resmed Inc	3/14/08	12/3/09	25,943.93	21,163.95	4,779.98	P
4000	Franklin Elec Inc	Various	12/28/09	117,836.96	176,121.85	(58,284.89)	P
1000	Jarden Corp	2/16/07	1/4/10	31,262.09	38,470.70	(7,208.61)	P
760	Haemonetics Corp	3/14/08	2/23/10	40,842.56	44,264.68	(3,422.12)	P
1740	Haemonetics Corp	Various	2/24/10	93,206.26	95,730.87	(2,524.61)	P
2400	Cenovus Energy Inc	12/9/09	3/5/10	61,428.65	49,732.73	11,695.92	P
2000	CBS Corp	7/4/09	3/5/10	29,019.63	12,484.00	16,535.63	P
1000	Jarden Corp	7/30/07	3/9/10	34,732.05	37,018.46	(2,286.41)	P
1500	Petsmart Inc	Various	3/30/10	47,815.89	41,155.00	6,660.89	P
700	Trimble Nav Ltd	10/8/09	4/12/10	20,274.24	15,428.00	4,846.24	P
500	Petsmart Inc	11/2/05	4/12/10	16,140.72	12,235.00	3,905.72	P
1000	EMC Corp	Various	4/12/10	19,109.67	32,012.00	(12,902.33)	P
1000	Intel Corp	12/21/01	4/12/10	22,529.61	31,614.00	(9,084.39)	P
1500	XTO Energy Inc	Various	4/16/10	72,397.17	47,105.64	25,291.53	P
2000	CBS Corp	7/14/09	4/23/10	32,835.64	12,484.00	20,351.64	P
500	Akamai Technologies Inc	9/10/09	6/4/10	21,405.78	9,042.05	12,363.73	P
500	Akamai Technologies Inc	9/10/06	6/22/10	22,776.21	9,042.05	13,734.16	P
2000	XTO Energy Inc	5/19/05	6/22/10	87,723.51	46,744.32	40,979.19	P
1000	EMC Corp	1/23/08	7/6/10	18,052.09	19,790.00	(1,737.91)	P
5500	Duke Energy Corp	Various	7/6/10	88,535.85	103,621.50	(15,085.65)	P
500	Resmed Inc	3/14/08	7/6/10	30,797.47	20,784.72	10,012.75	P
1000	Mc Cormick & Co	7/5/05	7/7/10	38,088.35	32,696.70	5,391.65	P
800	Resmed Inc	2/21/08	7/12/10	52,162.79	32,851.04	19,311.75	P
1200	Resmed Inc	2/21/08	7/15/10	79,630.77	49,276.56	30,354.21	P
6000	Intel Corp	Various	7/16/10	127,617.84	136,110.00	(8,492.16)	P
500	Akamai Technologies Inc	9/10/09	8/17/10	21,933.47	9,042.05	12,891.42	P
1000	Mc Cormick & Co	12/21/05	9/1/10	40,218.11	31,767.30	8,450.81	P
3500	National Fuel Gas Co.	12/7/06	9/22/10	169,377.53	137,890.83	31,486.70	P
1000	CBS Corp	7/14/09	10/20/10	17,435.40	6,242.00	11,193.40	P
500	Trimble Nav Ltd	10/8/09	10/20/10	17,630.00	11,020.00	6,610.00	P
1000	Akamai Technologies Inc	9/10/09	11/8/10	53,976.48	18,084.10	35,892.38	P
1000	Trimble Nav Ltd	10/8/09	11/18/10	36,770.57	22,040.00	14,730.57	P
253500	MFC Ishares TR Russell 1000	11/4/09	2/2/10	12,344,811.47	11,752,260.00	592,551.47	P
4700	Family Dlr Stores Inc	2/2/10	4/9/10	179,918.12	147,011.77	32,906.35	P
9900	AT&T Inc	2/2/10	4/9/10	261,058.58	254,763.63	6,294.95	P
1150	Apollo Group Inc	2/2/10	4/9/10	72,335.84	69,322.00	3,013.84	P
6400	CVS Caremark Corp	2/2/10	4/9/10	237,682.37	214,149.76	23,532.61	P
1200	Cephalon Inc	2/2/10	4/9/10	81,431.22	79,315.32	2,115.90	P
1100	Public Service Enterprises Grp Inc	2/2/10	4/15/10	33,934.86	33,873.40	61.46	P
2300	Yum Brands Inc	2/2/10	4/15/10	99,476.31	82,192.11	17,284.20	P
1200	Public Service Enterprises Grp Inc	2/2/10	4/16/10	36,464.14	36,952.80	(488.66)	P
700	Public Service Enterprises Grp Inc	2/2/10	4/19/10	21,109.26	21,555.80	(446.54)	P
1100	Public Service Enterprises Grp Inc	2/2/10	4/20/10	33,549.32	33,873.40	(324.08)	P

STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/ LOSS	D/ P
2200	Gilead Sciences Inc	2/2/10	4/21/10	89,050 75	106,049 68	(16,998 93)	P
900	Gilead Sciences Inc	2/2/10	4/30/10	35,800 49	42,755 94	(6,955 45)	P
2500	Gilead Sciences Inc	4/9/10	4/30/10	99,657 56	114,230 75	(14,573 19)	P
50	Aflac Inc	2/2/10	5/10/10	2,505 12	2,478 87	26 25	P
50	Abbott Laboratories	2/2/10	5/10/10	2,476 53	2,716 71	(240 18)	P
50	Archer-Daniels-Midland Co	2/2/10	5/10/10	1,326 49	1,564 13	(237 64)	P
50	Directv Com	2/2/10	5/10/10	1,878 97	1,562 60	316 37	P
100	Baxter Intl Inc	2/2/10	5/10/10	4,629.42	5,833 30	(1,203 88)	P
100	Bristol Myers Squibb Co	2/2/10	5/10/10	2,431 95	2,463.86	(31 91)	P
100	CVS Caremark Corp	2/2/10	5/10/10	3,589 93	3,346.09	243 84	P
50	Cephalon Inc	2/2/10	5/10/10	3,043 94	3,304 81	(260 87)	P
200	Cisco Systems Inc	4/9/10	5/10/10	5,258.05	5,316 00	(57 95)	P
50	Cognizant Technology Solutions C	4/16/10	5/10/10	2,560 58	2,666 59	(106 01)	P
50	Costco Wholesale Corp	2/2/10	5/10/10	2,887 47	2,914 60	(27 13)	P
150	EMC Corp	4/9/10	5/10/10	2,814 78	2,775 54	39 24	P
50	FTI Consulting Inc	2/2/10	5/10/10	2,015 47	2,125 60	(110 13)	P
100	Family Dlr Stores Inc	2/2/10	5/10/10	3,949 94	3,127 91	822 03	P
50	General Dynamics Corp	2/2/10	5/10/10	3,591 93	3,474 76	117 17	P
50	General Mills Inc	2/2/10	5/10/10	3,573 13	3,556 90	16 23	P
50	Hewlett Packard Co	4/16/10	5/10/10	2,471 65	2,700 78	(229 13)	P
100	Intel Corp	2/2/10	5/10/10	2,231 02	1,996 77	234 25	P
50	Jacobs Engr Group Inc	2/2/10	5/10/10	2,252 96	1,869 53	383 43	P
100	Eli Lilly & Co	2/2/10	5/10/10	3,520 94	3,549 15	(28 21)	P
50	Mc Donalds Corp	2/2/10	5/10/10	3,535.95	3,197 68	338.27	P
200	Microsoft Corp	4/9/10	5/10/10	5,815 90	6,057 98	(242 08)	P
50	Occidental Petroleum	4/16/10	5/10/10	4,216.97	4,246 00	(29 03)	P
100	Oracle Corp	2/2/10	5/10/10	2,438.45	2,374 03	64 42	P
50	Pepsico Inc	2/2/10	5/10/10	3,314 34	3,049 40	264 94	P
50	Praxair Inc	2/2/10	5/10/10	4,049 93	3,858 07	191 86	P
100	Qualcomm Inc	4/9/10	5/10/10	3,748 43	4,197 50	(449 07)	P
50	TJX Cos Inc	2/2/10	5/10/10	2,297 46	1,955.17	342 29	P
50	Thermo Fisher Corp	2/2/10	5/10/10	2,670 13	2,369.08	301 05	P
50	United Technologies Corp	2/2/10	5/10/10	3,643 94	3,407 61	236 33	P
50	Versign Inc	4/9/10	5/10/10	1,307 72	1,338 59	(30 87)	P
50	Wal-mart Stores, Inc	2/2/10	5/10/10	2,611 90	2,674 21	(62 31)	P
2850	Archer-Daniels-Midland Co	2/2/10	5/13/10	77,516 69	89,155 41	(11,638 72)	P
200	Archer-Daniels-Midland Co.	2/2/10	5/13/10	5,437 92	6,256 52	(818 60)	P
3000	TJX Cos Inc	2/2/10	5/17/10	134,928 11	117,309 90	17,618 21	P
450	Apple Inc	5/6/10	5/12/10	117,770 43	106,666 52	11,103 91	P
1060	L-3 Communications Hldg	2/2/10	6/10/10	83,971 89	91,716 18	(7,744 29)	P
890	L-3 Communications Hldg	2/2/10	6/10/10	70,590 75	77,006 99	(6,416 24)	P
3250	Archer-Daniels-Midland Co	2/2/10	6/16/10	86,487.86	101,668 45	(15,180 59)	P
1800	Family Dlr Stores Inc	2/2/10	6/18/10	70,810 98	56,302 38	14,508 60	P
1000	Stericycle Inc	4/16/10	6/18/10	65,509.09	55,704 67	9,804 42	P
1400	Colgate-Palmolive Co	2/2/10	7/6/10	110,007.05	112,938 42	(2,931 37)	P
400	Colgate-Palmolive Co	2/2/10	7/6/10	31,478.62	32,268.12	(789 50)	P
1900	Quest Diagnostics Inc	2/2/10	7/6/10	92,802 79	108,444.97	(15,642 18)	P
300	Quest Diagnostics Inc	2/2/10	7/6/10	14,661 08	17,122.89	(2,461.81)	P
740	Colgate-Palmolive Co	2/2/10	7/7/10	58,333.65	59,696.02	(1,362 37)	P
910	Colgate-Palmolive Co	2/2/10	7/7/10	71,915 17	73,409 98	(1,494 81)	P
1100	FTI Consulting Inc	2/2/10	7/7/10	35,892 50	46,763 09	(10,870 59)	P
860	Quest Diagnostics Inc	2/2/10	7/7/10	42,076.50	49,085.62	(7,009.12)	P
640	Quest Diagnostics Inc	2/2/10	7/7/10	31,344 68	36,528 83	(5,184 15)	P
1100	FTI Consulting Inc	2/2/10	7/9/10	35,399.82	46,763.09	(11,363.27)	P

STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/ LOSS	D/ P
1180	Gilead Sciences Inc	4/9/10	7/12/10	40,530.78	53,916.91	(13,386.13)	P
2070	Gilead Sciences Inc	4/9/10	7/12/10	71,347.55	94,583.06	(23,235.51)	P
4600	Eli Lilly & Co	4/9/10	7/12/10	161,143.09	163,260.90	(2,117.81)	P
1900	Procter & Gamble Co	2/2/10	7/12/10	117,136.24	119,140.26	(2,004.02)	P
1250	Becton, Dickinson and Co.	2/2/10	7/12/10	86,241.67	95,993.38	(9,751.71)	P
330	FTI Consulting Inc	4/9/10	7/14/10	10,931.79	14,028.92	(3,097.13)	P
160	FTI Consulting Inc	4/9/10	7/14/10	5,302.89	6,307.02	(1,004.13)	P
1860	FTI Consulting Inc	4/9/10	7/15/10	61,300.65	72,497.22	(11,196.57)	P
1750	Pepsico Inc	2/2/10	7/20/10	111,641.29	106,729.00	4,912.29	P
1850	Pepsico Inc	2/2/10	7/20/10	117,310.21	112,827.80	4,482.41	P
2000	Family Dlr Stores Inc	2/2/10	7/28/10	82,701.80	71,547.26	11,154.54	P
3200	CVS Caremark Corp	2/2/10	7/28/10	94,191.04	107,074.88	(12,883.84)	P
690	Versign Inc	2/2/10	7/30/10	19,427.72	18,472.54	955.18	P
3540	Versign Inc	2/2/10	7/30/10	99,642.23	83,361.08	16,281.15	P
2520	Versign Inc	2/2/10	8/2/10	70,728.90	58,128.59	12,600.31	P
1710	Eli Lilly & Co	2/2/10	8/13/10	60,592.44	60,690.47	(98.03)	P
2700	Procter & Gamble Co	2/2/10	9/3/10	161,929.22	169,304.58	(7,375.36)	P
4400	National Semiconductor Corp	4/16/10	9/10/10	52,890.49	67,923.95	(15,033.46)	P
1800	National Semiconductor Corp	4/9/10	9/13/10	21,933.34	26,424.00	(4,490.66)	P
1550	Jacobs Engr Group Inc	2/2/10	9/14/10	56,672.33	57,955.27	(1,282.94)	P
5940	National Semiconductor Corp	Various	9/15/10	72,625.78	84,375.92	(11,750.14)	P
6500	Oracle Corp	2/2/10	9/17/10	174,878.24	154,311.95	20,566.29	P
2360	Baxter Intl Inc	2/2/10	9/27/10	113,000.55	137,665.88	(24,665.33)	P
740	Baxter Intl Inc	2/2/10	9/27/10	35,441.92	43,166.42	(7,724.50)	P
1000	CVS Caremark Corp	2/2/10	10/13/10	31,115.37	33,460.90	(2,345.53)	P
7900	Intel Corp	2/2/10	10/13/10	152,191.71	160,002.77	(7,811.06)	P
1100	CVS Caremark Corp	2/2/10	10/13/10	34,206.78	36,806.99	(2,600.21)	P
3740	Eli Lilly & Co	2/2/10	10/20/10	133,512.75	132,738.21	774.54	P
2200	Halliburton Co	9/16/10	10/28/10	65,947.84	69,988.30	(4,040.46)	P
2400	Halliburton Co	9/16/10	10/28/10	73,079.72	80,140.08	(7,060.36)	P
300	Exxon Mobil Corp	2/2/10	11/2/10	20,232.64	20,046.03	186.61	P
600	Hewlett Packard Co	2/2/10	11/2/10	25,673.55	32,409.30	(6,735.75)	P
200	International Business Machs Cor	2/2/10	11/2/10	28,889.51	25,014.96	3,874.55	P
1000	Microsoft Corp	4/9/10	11/2/10	27,139.54	30,289.90	(3,150.36)	P
400	Wal-mart Stores, Inc	2/2/10	11/2/10	21,867.63	21,393.64	473.99	P
700	Bristol Myers Squibb Co	2/2/10	11/2/10	18,871.68	17,247.02	1,624.66	P
1100	Cisco Systems Inc	4/9/10	11/2/10	25,453.56	29,238.00	(3,784.44)	P
200	Yum Brands Inc	2/2/10	11/2/10	10,029.83	7,147.14	2,882.69	P
200	United Technologies Corp	2/2/10	11/2/10	15,041.74	13,630.42	1,411.32	P
100	3M Co	9/20/10	11/2/10	8,456.85	8,748.82	(291.97)	P
300	Thermo Fisher Corp	2/2/10	11/2/10	15,452.73	14,214.48	1,238.25	P
300	TJX Cos Inc	2/2/10	11/2/10	13,841.76	12,544.20	1,297.56	P
100	Stericycle Inc	2/2/10	11/2/10	7,231.87	5,336.18	1,895.69	P
100	Ross Stores Inc	8/11/10	11/2/10	6,027.89	5,450.05	577.84	P
400	Qualcomm Inc	4/9/10	11/2/10	18,243.69	16,790.00	1,453.69	P
200	Praxair Inc	2/2/10	11/2/10	18,313.69	18,140.56	173.13	P
400	Oracle Corp	2/2/10	11/2/10	11,739.80	9,496.12	2,243.68	P
100	Occidental Petroleum	2/2/10	11/2/10	8,068.86	8,693.04	(624.18)	P
300	Mc Donalds Corp	2/2/10	11/2/10	23,519.60	19,186.08	4,333.52	P
300	Intel Corp	2/2/10	11/2/10	6,143.89	5,990.31	153.58	P
200	Halliburton Co	9/16/10	11/2/10	6,155.89	6,214.50	(58.61)	P
300	General Mills Inc	6/24/10	11/2/10	11,072.81	11,295.18	(222.37)	P
200	General Dynamics Corp	2/2/10	11/2/10	13,653.76	13,899.04	(245.28)	P
400	Family Dlr Stores Inc	2/2/10	11/2/10	18,815.68	17,268.80	1,546.88	P

STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/ LOSS	D/ P
200	Emerson Electric Co	9/9/10	11/2/10	10,835 81	10,418 34	417 47	P
300	Danaher Corp	6/18/10	11/2/10	13,019 77	12,229.47	790 30	P
100	Costco Wholesale Corp	2/2/10	11/2/10	6,331 89	5,829 19	502 70	P
100	Cognizant Technology Solutions C	4/16/10	11/2/10	6,590 88	5,333 17	1,257.71	P
100	Chevron Corp	7/12/10	11/2/10	8,182.86	7,181 57	1,001 29	P
200	Cephalon Inc	2/2/10	11/2/10	13,311 77	13,219 22	92 55	P
200	CSX Corp	7/12/10	11/2/10	12,405 79	10,619 70	1,786 09	P
200	Baxter Intl Inc	2/2/10	11/2/10	10,167 82	11,666 60	(1,498 78)	P
400	Directv Com	2/2/10	11/2/10	17,623 70	12,500 80	5,122 90	P
300	Dr Pepper Snapple Group Inc	7/13/10	11/2/10	11,039 81	11,752 50	(712 69)	P
200	American Express Co	9/27/10	11/2/10	8,369 85	8,721 98	(352 13)	P
400	Abbott Laboratories	2/2/10	11/2/10	20,350 65	21,733 68	(1,383 03)	P
300	Aflac Inc	2/2/10	11/2/10	16,880 71	14,873 19	2,007 52	P
2980	General Mills Inc	Various	11/23/10	104,201 38	110,464 30	(6,262 92)	P
130	General Mills Inc	2/2/10	11/23/10	4,561 22	4,894 58	(333 36)	P
850	General Mills Inc	Various	11/24/10	29,881 92	30,233 61	(351 69)	P
1540	General Mills Inc	Various	11/24/10	54,137 16	54,776 17	(639 01)	P
430	General Mills Inc	Various	11/24/10	15,117 42	15,294 65	(177 23)	P
1710	General Mills Inc	Various	11/26/10	60,050 42	60,589 70	(539 28)	P
160	General Mills Inc	Various	11/26/10	5,625 10	5,665 12	(40 02)	P
2730	PNC Financial Services Grp	2/11/09	12/11/09	145,219.70	67,990 38	77,229 32	P
2575	XTO Energy Inc	9/2/08	1/11/10	123,312 55	119,741 62	3,570 93	P
6386	Western Union Co	Various	2/4/10	105,140 32	119,645 77	(14,505.45)	P
2275	XTO Energy Inc	9/2/08	2/4/10	103,767 35	105,791 14	(2,023 79)	P
2930	Marathon Oil Corp	4/27/05	2/26/10	84,053 01	69,169 39	14,883 62	P
3770	Amphenol Corp	1/23/08	3/11/10	168,264 65	143,762 92	24,501 73	P
1490	Kimberly-Clark Corp	Various	3/25/10	93,566 49	93,381 18	185 31	P
1595	Goldman Sachs Group Inc	Various	4/19/10	249,730 99	174,384 35	75,346 64	P
2075	AT&T Inc	12/8/08	5/7/10	51,995 50	59,863 75	(7,868 25)	P
2200	Wellpoint Inc	11/7/03	5/7/10	110,461 45	73,356 25	37,105 20	P
1920	Transocean Ltd	Various	6/2/10	93,719 37	196,958 95	(103,239 58)	P
2260	Emerson Electric co	Various	7/9/10	103,976.77	81,834 36	22,142 41	P
750	Illinois Tool Wks Inc	6/21/06	7/9/10	32,247.13	33,453 30	(1,206 17)	P
2800	Microsoft Corp	Various	7/9/10	67,941 13	82,456 25	(14,515 12)	P
400	Union Pac Corp	12/18/08	7/9/10	28,691 83	19,864 00	8,827 83	P
2330	Microsoft Corp	3/20/01	7/21/10	59,099 67	64,730 31	(5,630 64)	P
1350	Qualcomm Inc	2/15/07	7/21/10	49,411 19	55,440 99	(6,029 80)	P
1230	Best Buy, Inc	Various	8/11/10	41,179 95	50,715 61	(9,535 66)	P
4960	CVS Caremark Corp	Various	8/11/10	142,427 95	191,520 74	(49,092 79)	P
735	ADR BHPBilliton Ltd	11/4/09	8/19/10	49,446 35	50,174 55	(728 20)	P
3000	Cisco Systems Inc	Various	9/22/10	64,871 20	70,585 27	(5,714 07)	P
1460	Johnson & Johnson Common	10/3/08	9/22/10	90,699 35	99,034 57	(8,335 22)	P
1890	Laboratory Corp	Various	9/22/10	143,999.87	136,982 30	7,017 57	P
2360	Hewlett Packard Co	9/20/07	10/6/10	95,794 55	117,753 13	(21,958.58)	P
7400	Chesapeake Energy Corp	9/22/09	10/25/10	157,256 22	214,082 00	(56,825 78)	P
7600	Morgan Stanley Com	Various	11/15/10	199,617 46	203,315 14	(3,697 68)	P
655	United Technologies Corp	12/18/08	11/16/10	48,585.11	33,634 25	14,950 86	P
425	Union Pac Corp	12/18/08	11/16/10	38,341 02	21,105 50	17,235 52	P
860	Aflac Inc	5/11/07	11/16/10	46,152 41	44,781.49	1,370 92	P
				<u>23,387,423 64</u>	<u>22,555,080 58</u>	<u>832,343 06</u>	

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PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
ALLEY'S HOUSE 4907 SPRING AVE, STE 103 DALLAS, TX 75210	PUBLIC	GENERAL	10,000
ATTITUDES & ATTIRES P O. BOX 421107 DALLAS, TX 75342	PUBLIC	GENERAL	15,000
AUSTIN COLLEGE 900 NORTH GRAND, SUITE 6G SHERMAN, TX 75090	PUBLIC	GENERAL	20,000
AVANCE 2816 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	15,000
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 GASTON AVENUE, STE 100 DALLAS, TX 75246	PUBLIC	GENERAL	56,000
BROTHER BILLS HELPING HANDS 4411 GLENWOOD AVE DALLAS, TX 75205	PUBLIC	GENERAL	50,000
CASA OF COLLIN COUNTY 101 EAST DAVIS STREET MCKINNEY, TX 75069	PUBLIC	GENERAL	25,000
CATHOLIC CHARITIES, DIOCESE OF FORT WORTH P.O BOX 15610 FORT WORTH, TX 76119	PUBLIC	GENERAL	30,000
CENTER FOR CONTEMPORARY ARTS 1726 AGUA FRIA ST SANTA FE, NM 87505	PUBLIC	GENERAL	10,000

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PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
CLAUDE MOORE COLONIAL FARM 6310 GEORGETOWN PIKE MCLEAN, VA 22101	PUBLIC	GENERAL	25,000
CONFERENCE OF SOUTHWEST FOUNDATION 3102 MAPLE AVENUE, SUITE 260 DALLAS, TX 75201	PUBLIC	GENERAL	1,750
COWBOYS FOR CHRIST P O. BOX 7557 FORT WORTH, TX 76111	PUBLIC	GENERAL	10,000
CREATIVE ARTS CENTER OF DALLAS 2360 LAUGHLIN DALLAS, TX 75228	PUBLIC	GENERAL	7,500
DALLAS AREA HABITAT FOR HUMANITY 2800 HAMPTON ROAD DALLAS, TX 75212	PUBLIC	GENERAL	50,000
DALLAS CENTER FOR THE PERFORMING ARTS 2106 BOLL STREET DALLAS, TX 75204	PUBLIC	GENERAL	50,000
DALLAS CHILDREN'S ADVOCACY CENTER 3611 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	35,000
DALLAS MISSION FOR LIFE 1100 CADIZ DALLAS, TX 75215	PUBLIC	GENERAL	15,000
DONORS CHOOSE 213 W 36TH STREET, 2ND FLOOR, EAST NEW YORK, NY 10001	PUBLIC	GENERAL	30,000

STATEMENT PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
EAST DALLAS COMMUNITY SCHOOL 924 WAYNE STREET DALLAS, TX 75223	PUBLIC	GENERAL	20,000
FAMILY OUTREACH RICHARDSON-PLANO 2205 LOS RIOS BLVD PLANO, TX 75074	PUBLIC	GENERAL	21,060
FITSTEPS FOR LIFE 301 S SHERMAN ST, STE 113 RICHARDSON, TX 75081	PUBLIC	GENERAL	25,000
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80917	PUBLIC	GENERAL	7,500
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DRIVE FORT WORTH, TX 76132	PUBLIC	GENERAL	42,500
GUIDE DOG FOUNDATION FOR THE BLIND 371 EAST JERICHO TURNPIKE SMITHTOWN, NY 11787	PUBLIC	GENERAL	25,000
HOPE COTTAGE PREGNANCY & ADOPTION CENTER 4209 MCKINNEY AVENUE DALLAS, TX 75205	PUBLIC	GENERAL	42,500
INTERFAITH HOUSING COALITION P O BOX 720206 DALLAS, TX 75372	PUBLIC	GENERAL	50,000
JOHN BROWN UNIVERSITY 2000 WEST UNIVERSITY SILOAM SPRINGS, AR 72761	PUBLIC	GENERAL	10,000

STATEMENT PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
LAUNCH ABILITY 4350 SIGMA RD, SUITE 100 DALLAS, TX 75244	PUBLIC	GENERAL	12,500
LeTOURNEAU UNIVERSITY P O. BOX 7001 LONGVIEW, TX 75601	PUBLIC	GENERAL	30,000
LITERACY INSTRUCTION FOR TEXAS 2121 MAIN ST, SUITE 100 DALLAS, TX 75201	PUBLIC	GENERAL	25,000
MEDISEND INTERNATIONAL 9244 MARKVILLE ROAD DALLAS, TX 75243	PUBLIC	GENERAL	43,000
MERCY SHIPS P O BOX 2020 LINDALE, TX 75771	PUBLIC	GENERAL	50,000
METRO DALLAS HOMELESS ALLIANCE 1818 CORSICANA DALLAS, TX 75201	PUBLIC	GENERAL	20,000
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD DALLAS, TX 75236	PUBLIC	GENERAL	50,000
OPERATION KINDNESS 3201 EARHART DRIVE CARROLLTON, TX 75006	PUBLIC	GENERAL	20,170
PLANNED PARENTHOOD 7424 GREENVILLE AVE, STE 206 DALLAS, TX 75231	PUBLIC	GENERAL	18,900

STATEMENT PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
PREVENT BLINDNESS 3610 FAIRMOUNT STREET DALLAS, TX 75219	PUBLIC	GENERAL	10,000
PRISON ENTREPRENEURSHIP PROGRAM P O BOX 92674 HOUSTON, TX 77292	PUBLIC	GENERAL	25,000
READING AND RADIO RESOURCE 2007 RANDALL DALLAS, TX 75201	PUBLIC	GENERAL	25,000
RIVER LEGACY FOUNDATION 703 NORTHWEST GREEN OAKS BLVD ARLINGTON, TX 76006	PUBLIC	GENERAL	25,000
SALESMANSHIP CLUB 106 E 10TH STREET, SUITE 200 DALLAS, TX 75203	PUBLIC	GENERAL	75,000
SENIOR SOURCE 3910 HARRY HINES BLVD DALLAS, TX 75219	PUBLIC	GENERAL	150,000
SOUTHERN METHODIST UNIVERSITY P O BOX 750402 DALLAS, TX 75275	PUBLIC	GENERAL	50,000
SNOWMASS CHAPEL P O BOX 17169 SNOWMASS VILLAGE, CO 81615	PUBLIC	GENERAL	25,000
SOUTHWESTERN DIABETIC FOUNDATION P O BOX 918 GAINESVILLE, TX 76241	PUBLIC	GENERAL	12,500

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PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
THE STEWPOT 408 PARK AVENUE DALLAS, TX 75201	PUBLIC	GENERAL	30,000
THE UNIVERSITY OF TEXAS AT DALLAS 800 W CAMPBELL ROAD, AD22 RICHARDSON, TX 75080	PUBLIC	GENERAL	25,000
THE WRITERS GARRET P O BOX 140530 DALLAS, TX 75214	PUBLIC	GENERAL	10,000
THE VISITING NURSES ASSOCIATION OF TX 1440 W MOCKINGBIRD LANE DALLAS, TX 75247	PUBLIC	GENERAL	7,500
VOLUNTEER CENTER OF NORTH TEXAS 2800 LIVE OAK ST DALLAS, TX 75204	PUBLIC	GENERAL	10,000
UNION GOSPEL MISSION 4815 CASS STREET DALLAS, TX 75235	PUBLIC	GENERAL	30,000
VOGEL ALCOVE 7557 RAMBLER ROAD, SUITE 262 DALLAS, TX 75231	PUBLIC	GENERAL	20,000
WITTE MUSEUM 3801 BROADWAY SAN ANTONIO, TX 78209	PUBLIC	GENERAL	35,000
Total to Part XV, Line 3(a)			1,788,380

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PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
SPAN 1800 MALONE STREET DENTON, TX 76201	PUBLIC	GENERAL	10,000
ST EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704	PUBLIC	GENERAL	20,000
STRAY DOG, INC P O BOX 1465 GUN BARREL CITY, TX 75147	PUBLIC	GENERAL	10,000
TARRANT AREA FOOD BANK 2600 CULLEN ST FT WORTH, TX 76107	PUBLIC	GENERAL	25,000
TEXAS HEALTH PRESBYTERIAN 6200 W PARKER ROAD DALLAS, TX 75246	PUBLIC	GENERAL	25,000
TEXAS WOMEN'S UNIVERSITY P O BOX 425587 DENTON, TX 76204	PUBLIC	GENERAL	50,000
TEXAS TECH UNIVERSITY-AGRICULTURAL SCIENCES P.O BOX 42123 LUBBOCK, TX 79409	PUBLIC	GENERAL	50,000
THE FAMILY PLACE P O BOX 7999 DALLAS, TX 75209	PUBLIC	GENERAL	40,000
THE FULTON SCHOOL 1623 LAURENCE DRIVE HEATH, TX 75032	PUBLIC	GENERAL	25,000