Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
THE HARVEY E. NAJIM FAMILY FOUNDATION

A Employer identification number
20-8060391

Number and street (or P O box number if mail is not delivered to street address): 613 NW LOOP 410
Room/suite: 1000

B Telephone number (see the instructions)
(210) 369-8039

City or town: SAN ANTONIO State: TX ZIP code: 78216

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 [X] 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) ▶ $ 74,633,995.

J Accounting method [X] 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)	7,000,000.			
	2 Ck ▶ ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	2,342,990.	2,342,990.		
	4 Dividends and interest from securities	449,402.	449,402.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-345,532.			
	b Gross sales price for all assets on line 6a 12,846,086.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) REDEPOSITS OF PRIOR DONATIONS	29,194.			
	12 **Total.** Add lines 1 through 11	9,476,054.	2,792,392.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	67,000.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	7,022.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	24,966.	5,966.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	740.			
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	104,882.	83,991.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	204,610.	89,957.		
	25 Contributions, gifts, grants paid	4,247,569.			4,247,569.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,452,179.	89,957.		4,247,569.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	5,023,875.			
	b **Net investment income** (if negative, enter -0-)		2,702,435.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	6,386,210.	8,396,237.	8,396,237.
	3 Accounts receivable ► 79,033.			
	Less allowance for doubtful accounts ►		79,033.	79,033.
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	9,637,963.	19,383,381.	19,357,590.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	51,782,718.	44,974,131.	46,801,135.
	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 ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	67,806,891.	72,832,782.	74,633,995.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	67,806,891.	72,832,782.	
	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)	67,806,891.	72,832,782.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	67,806,891.	72,832,782.	

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	67,806,891.
2	Enter amount from Part I, line 27a	2	5,023,875.
3	Other increases not included in line 2 (itemize) ► DIVIDENDS INCLUDED IN 2009 1099-DIV NOT RECEIVED UNTIL 2010	3	2,016.
4	Add lines 1, 2, and 3	4	72,832,782.
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	72,832,782.

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	895 INTEL	P	07/02/10	12/16/10
b	1375 ISHARES EMERGING MARKETS	P	07/02/10	11/26/10
c	1324 PFIZER	P	10/16/09	03/30/10
d	285 AMPHENOL	P	11/07/07	12/16/10
e	See Columns (a) thru (d)			

	(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	19,099.		17,712.	1,387.
b	63,318.		55,275.	8,043.
c	23,104.		22,291.	813.
d	15,244.		12,502.	2,742.
e	See Columns (e) thru (h)		13,083,839.	-358,517.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,387.
b				8,043.
c				813.
d				2,742.
e	See Columns (i) thru (l)			-358,517.

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	-345,532.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	5,180,799.	66,898,182.	0.077443
2008	5,775,436.	70,184,600.	0.082289
2007	3,861,698.	74,223,674.	0.052028
2006	0.	36,960,589.	0.000000
2005			

2	**Total** of line 1, column (d)	2	0.211760
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	0.052940
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	70,535,907.
5	Multiply line 4 by line 3	5	3,734,171.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,024.
7	Add lines 5 and 6	7	3,761,195.
8	Enter qualifying distributions from Part XII, line 4	8	4,247,569.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here . ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _______ **(attach copy of letter if necessary – see instr.)**		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	27,024.
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	27,024.
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	27,024.
6 Credits/Payments		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010 — 6a: 38,392.		
b Exempt foreign organizations – tax withheld at source — 6b:		
c Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d Backup withholding erroneously withheld — 6d:		
7 Total credits and payments Add lines 6a through 6d	7	48,392.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	21,368.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ► 21,368. **Refunded** ►	11	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ ______ (2) On foundation managers ► $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX - Texas			
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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A | Statements Regarding Activities *(Continued)*

			Yes	No
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?	13	X	

Website address ► NAJIMFOUNDATION.ORG

14 The books are in care of ► BROADWAY NATIONAL BANK Telephone no ► (210) 283-6700

Located at ► 1177 NE LOOP 410, SAN ANTONIO, TX ZIP + 4 ► 78217

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 |

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2010 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 2010.)*	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 2010?	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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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** No: X

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
HARVEY E. NAJIM 613 NW Loop 410, Suite 1000 SAN ANTONIO, TX 78216	DIRECTOR 5.00	0.	0.	0.
CARRIE N. MATTHIESEN 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.
CHRISTINE N. RAY 613 NW Loop 410, Suite 1000 San Antonio, TX 78216	DIRECTOR 5.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		67,000.	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				
0				
0				
0				
0				
Total number of other employees paid over $50,000 ►				None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	64,142,511.
b	Average of monthly cash balances	1b	7,467,547.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	71,610,058.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	71,610,058.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,074,151.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	70,535,907.
6	**Minimum investment return.** Enter 5% of line 5	6	3,526,795.

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	3,526,795.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	27,024.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	27,024.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,499,771.
4	Recoveries of amounts treated as qualifying distributions			4	29,194.
5	Add lines 3 and 4			5	3,528,965.
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	3,528,965.

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	4,247,569.
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	4,247,569.
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	27,024.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,220,545.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,528,965.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			7.	
b Total for prior years. 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010.				
a From 2005 — 0.				
b From 2006 — 0.				
c From 2007 — 134,788.				
d From 2008 — 2,288,775.				
e From 2009 — 1,891,395.				
f **Total** of lines 3a through e	4,314,958.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 4,247,569.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2010 distributable amount				3,528,965.
e Remaining amount distributed out of corpus	718,604.			
5 Excess distributions carryover applied to 2010 (*If an amount appears in column (d), the same amount must be shown in column (a)*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,033,562.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount – see instructions			7.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	5,033,562.			
10 Analysis of line 9				
a Excess from 2006 — 0.				
b Excess from 2007 — 134,788.				
c Excess from 2008 — 2,288,775.				
d Excess from 2009 — 1,891,395.				
e Excess from 2010 — 718,604.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

HARVEY E. NAJIM

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:

Melissa Bauman, Executive Director
613 NW Loop 410, Suite 1000
SAN ANTONIO TX 78216 (210) 369-0666

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

SEE ATTACHED STATEMENT.

c Any submission deadlines.

SEE ATTACHED STATEMENT.

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

SEE ATTACHED STATEMENT.

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				
ANY BABY CAN 217 HOWARD ST. SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	50,000.
CARVER ACADEMY 217 ROBINSON PLACE SAN ANTONIO TX 78202		PUBLIC CHARITY	SCHOLARSHIPS	200,000.
COMMUNITIES IN SCHOOLS 1616 E. COMMERCE ST. SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	50,000.
HABITAT FOR HUMANITY 311 PROBANDT ST. SAN ANTONIO TX 78204		PUBLIC CHARITY	ASSIST FAMILIES	102,000.
JUNIOR ACHIEVEMENT 403 E. RAMSEY SAN ANTONIO TX 78216		PUBLIC CHARITY	ASSIST CHILDREN	50,000.
JUVENILE DIABETES RESEARCH 8700 CROWNHILL BLVD. SAN ANTONIO TX 78209		PUBLIC CHARITY	DISEASE RESEARCH	25,000.
MAKE-A-WISH FOUNDATION 2224 WALSH TARLTON LANE, SUITE 200 AUSTIN TX 78746		PUBLIC CHARITY	ASSIST CHILDREN	50,000.
MISSION ROAD DEVELOPMENT CENTER 8706 MISSION RD. SAN ANTONIO TX 78214		PUBLIC CHARITY	ASSIST CHILDREN	45,886.
TRANSPLANTS FOR CHILDREN 7550 W. IH-10 SAN ANTONIO TX 78229		PUBLIC CHARITY	ASSIST CHILDREN	25,000.
See Line 3a statement				3,649,683.
Total			► **3a**	4,247,569.
b Approved for future payment				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (see the instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,342,990.	
4 Dividends and interest from securities			14	449,402.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-345,532.	0.
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)				2,446,860.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,446,860.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)
N/A	N/A

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

Signature of officer or trustee: Harvey E Najim Date: 11/11/11 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
G. STEVE BAILEY	B. Steve Bailey	11/10/2011		P01421187
Firm's name ▶ KEN FLINT, P.C.			Firm's EIN ▶ 74-2586510	
Firm's address ▶ 12120 N. NORTH LOOP RD SAN ANTONIO TX 78216-2709			Phone no (210) 496-1444	

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

2010

Name of the organization	Employer identification number
THE HARVEY E. NAJIM FAMILY FOUNDATION	20-8060391

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 their 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).

Name of organization	**Employer identification number**
THE HARVEY`E. NAJIM FAMILY FOUNDATION	20-8060391

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HARVEY E. NAJIM 613 NW Loop 410, Suite 1000 San Antonio TX 78216	$ 7,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2010

Name	Employer Identification Number
THE HARVEY E. NAJIM FAMILY FOUNDATION	20-8060391

Asset Information:

Description of Property: STOCK & BOND SALES
Date Acquired: Various — How Acquired: Purchased
Date Sold: Various — Name of Buyer:
Sales Price: 12,791,612. — Cost or other basis (do not reduce by depreciation): 13,191,618.
Sales Expense: — Valuation Method:
Total Gain (Loss): -400,006. — Accumulation Depreciation:

Description of Property: CAPITAL GAIN DISTRIBUTIONS
Date Acquired: Various — How Acquired: Purchased
Date Sold: Various — Name of Buyer:
Sales Price: 19,570. — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): 19,570. — Accumulation Depreciation:

Description of Property: DB POWERSHARES COMMODITY INDEX K-1
Date Acquired: Various — How Acquired: Purchased
Date Sold: 12/31/10 — Name of Buyer:
Sales Price: 34,904. — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): 34,904. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Miscellaneous Statement

Part XV Supplemental Information		
Question 2b: Letter of Inquiry (LOI) should be submitted with following		
Brief statement of organization's purpose and history.		
Project description and amount of funding request.		
Brief statement of any previous funding received from the Najim Foundation.		
Line item budget for project in which funds are being requested.		
Requesting organization's total revenue and expenses for the		
current fiscal year. Project timeline.		
Brief project evaluation criteria.		
List of other project funders including pending and commitments.		
Contact information of primary and secondary person within requesting		
organization. Include a copy of the organization's IRS Determination Letter.		
Question 2c. Letters of Inquiry are accepted through out the year.		
Question 2d. Applications are only accepted from Section 501(c)(3) organ		
Only 501(c)(3) organizations located and serving children in the		
following Texas counties will be considered:		
Bexar, Atascosa, Bandera, Comal, Guadalupe, Kendall, Kerr,		
Medina and Wilson.		
The requesting organization must meet the Najim Foundation's funding pri		
Funding priorities are to provide children with food, shelter, education		
medical research into illnesses and diseases affecting children and other		
children's charitable purposes in the Greater San Antonio, Texas area.		
Before any grant funds are disbursed, the recipient organization must enter		
into a written agreement with the Najim Foundation outlining respective		
responsibilities and obligations of both parties concerning the grant.		
Total		

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

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	5,966.	5,966.		
FEDERAL	19,000.			
Total	24,966.	5,966.		

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

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
TRUST MGMT FEES	83,991.	83,991.		
PAYROLL TAX & EXP.	5,914.			
OFFICE	1,523.			
COMPUTER EXP.	6,077.			
INSURANCE	7,377.			
Total	104,882.	83,991.		

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
15 APACHE	P	11/07/07	12/16/10
400 BANK OF AMERICA	P	02/08/08	10/28/10
135 CATERPILLAR	P	11/07/07	12/13/10
475 DANAHER	P	11/07/07	12/13/10
1800 DELL	P	02/08/08	06/29/10
570 DEVON ENERGY	P	02/08/08	12/13/10
1825 GENERAL ELECTRIC	P	02/08/08	02/09/10
500 GENZYME	P	03/20/09	11/19/10
300 GOLDMAN SACHS	P	02/08/08	04/19/10
820 HARTFORD FINANCIAL	P	02/08/08	12/13/10
1060 MEDTRONIC	P	02/08/08	12/13/10
185 NIKE	P	11/07/07	12/13/10
1590 NOKIA	P	02/08/08	06/29/10
150 OCCIDENTAL PETROLEUM	P	11/07/07	12/13/10
400 ORACLE	P	11/07/07	12/13/10
1000 TEXAS INST.	P	02/08/08	12/13/10
520 VODAFONE	P	12/13/07	12/13/10
1000 WALGREEN CO.	P	02/08/08	08/25/10
400 ZIMMER	P	12/13/07	05/20/10
300 ZIMMER	P	12/13/07	12/13/10
770 INGERSOLL RAND	P	12/13/07	12/13/10
40 NOBLE CORP.	P	11/07/07	12/13/10
1250 BANK OF AMERICA BONDS	P	08/18/08	12/01/10
3000 DEUTSCHE BANK BONDS	P	09/08/08	10/12/10
500 GE CAPITAL BONDS	P	10/02/07	12/01/10
1250 GOLDMAN SACHS BONDS	P	08/18/08	06/15/10
2500 JP MORGAN CHASE BONDS	P	07/25/08	11/15/10
1000 PITNEY BOWES BONDS	P	05/28/09	08/12/10
2500 TOYOTA BONDS	P	09/22/08	12/15/10

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
440 BP	P	09/05/08	06/10/10
440 BP	P	09/05/08	06/18/10
FRACTIONAL SHARES FRONTIER COMM.	P	10/19/07	07/20/10
745 FRONTIER COMM.	P	10/19/07	07/22/10
3000 PFIZER	P	08/24/07	12/03/10
2845 NOKIA	P	10/19/07	06/29/10
880 BP	P	09/05/08	06/18/10
FROM DB POWERSHARES K-1	P	12/01/09	12/31/10
FROM DB POWERSHARES K-1	P	12/01/10	12/31/10
CAPITAL GAIN DISTRIBUTIONS	P	12/01/09	12/31/10

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,758.		1,596.	162.
4,436.		17,275.	-12,839.
12,441.		10,072.	2,369.
21,793.		19,893.	1,900.
22,140.		38,781.	-16,641.
42,402.		51,575.	-9,173.
28,480.		68,020.	-39,540.
35,594.		27,440.	8,154.
48,807.		58,812.	-10,005.
21,098.		63,767.	-42,669.
38,191.		50,213.	-12,022.
16,600.		11,739.	4,861.
12,656.		60,863.	-48,207.
14,175.		10,937.	3,238.
12,196.		9,012.	3,184.
32,630.		29,289.	3,341.
13,988.		20,010.	-6,022.
29,586.		40,173.	-10,587.
22,675.		26,807.	-4,132.
15,741.		21,031.	-5,290.
34,588.		38,594.	-4,006.
1,409.		2,221.	-812.
1,250,000.		1,258,575.	-8,575.
3,000,000.		3,052,890.	-52,890.
500,000.		502,820.	-2,820.
1,250,000.		1,260,775.	-10,775.
2,500,000.		2,512,300.	-12,300.
1,054,730.		1,012,400.	42,330.
2,500,000.		2,539,575.	-39,575.
14,326.		23,465.	-9,139.
14,229.		23,465.	-9,236.
11.		17.	-6.
5,491.		8,383.	-2,892.
49,680.		72,470.	-22,790.

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
22,646.		91,655.	-69,009.
26,351.		46,929.	-20,578.
13,872.		0.	13,872.
21,032.		0.	21,032.
19,570.		0.	19,570.
Total		13,083,839.	-358,517.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			162.
			-12,839.
			2,369.
			1,900.
			-16,641.
			-9,173.
			-39,540.
			8,154.
			-10,005.
			-42,669.
			-12,022.
			4,861.
			-48,207.
			3,238.
			3,184.
			3,341.
			-6,022.
			-10,587.
			-4,132.
			-5,290.
			-4,006.
			-812.
			-8,575.
			-52,890.
			-2,820.
			-10,775.
			-12,300.
			42,330.
			-39,575.
			-9,139.
			-9,236.
			-6.
			-2,892.
			-22,790.
			-69,009.
			-20,578.

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

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	
			13,872.
			21,032.
			19,570.
Total			-358,517.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Person [X] Business [ ] MELISSA BAUMAN 613 NW Loop 410, Suite 1000 San Antonio TX 78216	EXECUTIVE DIRECTO 40.00	67,000.	0.	0.
Person [X] Business [ ] ROY TERRACINA 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.
Person [X] Business [ ] DON HARRIS 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.
Person [X] Business [ ] JIM HOUSE 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.
Person [X] Business [ ] NANCY MAY 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.
Total		67,000.	0.	0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
WINSTON SCHOOL 8565 EWING HALSELL SAN ANTONIO TX 78229		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 75,000.
AUSTIN CHILDREN'S SHELTER P.O. BOX 684213 AUSTIN TX 78768		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
SAN ANTONIO YOUTH CENTERS 1215 W. POPLAR ST. SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 75,000.
SAMM MINISTRIES 910 W. COMMERCE ST. SAN ANTONIO TX 78216		PUBLIC CHARITY	ASSIST HOMELESS	Person or [ ] Business [X] 10,000.
UNICORN CENTERS 4630 HAMILTON WOLFE RD. SAN ANTONIO TX 78229		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 35,000.
ACHIEVER'S CENTER FOR EDUCATION 5084 DEZAVALA RD. SAN ANTONIO TX 78249		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 1,250.
ARC OF SAN ANTONIO 4354 THOUSAND OAKS SAN ANTONIO TX 78217		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.
CHILDSAFE 7130 W. US HWY 90 SAN ANTONIO TX 78227		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
CITY YEAR, INC. 109 N. SAN SABA, SUITE 1 SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 75,000.
HEALY-MURPHY CENTER 618 LIVE OAK ST. SAN ANTONIO TX 78202		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
KINETIC KIDS P.O. BOX 690993 SAN ANTONIO TX 78269		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 60,000.
BIG BROTHERS-BIG SISTERS 202 BALTIMORE AVE. SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
BOYS & GIRLS CLUB 600 SW 19TH ST. SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 26,000.
AUTISM SERVICE CENTER 701 S. ZARZAMORA SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.
KIPP ASPIRE ACADEMY 735 FREDERICKSBURG RD. SAN ANTONIO TX 78201		PUBLIC CHARITY	SCHOLARSHIPS	Person or [ ] Business [X] 200,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
PROVIDENCE HIGH SCHOOL 1215 N. ST. MARY'S SAN ANTONIO TX 78201		PUBLIC CHARITY	SCHOLARSHIPS	Person or Business X 69,080.
INSPIRE FINE ART CENTER 335 W. SUNSET RD. SAN ANTONIO TX 78209		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 9,760.
ASSISTANCE LEAGUE OF S.A. 2611 WEST AVE. SAN ANTONIO TX 78201		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 50,000.
BOYSVILLE 8555 E. LOOP 1604 N. SAN ANTONIO TX 78109		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 125,000.
FAMILY SERVICE ASSN. 702 SAN PEDRO AVE. SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 250,000.
LEUKEMIA & LYMPHOMA SOCIETY 950 ISOM RD. SAN ANTONIO TX 78216		PUBLIC CHARITY	DISEASE RESEARCH	Person or Business X 25,000.
CASA OF CENTRAL TEXAS P.O. BOX 1267 SAN MARCOS TX 78667		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 25,000.
STARLIGHT CHILDREN'S FOUNDATION 5757 WILSHIRE BLVD, SUITE M-100 LOS ANGELES CA 90036		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 29,750.
HILL COUNTRY DAILY BREAD 234 W. BANDERA RD. #133 BOERNE TX 78006		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 26,000.
SLAM DUNK FOR LIFE P.O. BOX 791066 SAN ANTONIO TX 78279		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 50,000.
SETON HOME 1115 MISSION RD. SAN ANTONIO TX 78210		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 65,592.
A WORLD FOR CHILDREN 2391 NE LOOP 410 #208 SAN ANTONIO TX 78217		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 42,450.
MIRACLE LEAGUE OF S.A. 926 CHULIE SAN ANTONIO TX 78216		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 12,500.
HIDALGO FOUNDATION OF BEXAR CO. 100 DOLOROSA, 5TH FLOOR SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 105,000.
ST. PETER ST. JOSEPH CHILDREN'S HOME 919 MISSION RD. SAN ANTONIO TX 78210		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 65,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox / Amount
a Paid during the year				
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL RD. DALLAS TX 75236		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 25,000.
YMCA OF GREATER S.A. 3233 N. ST. MARY'S SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 99,000.
HOPE FOR THE FUTURE 2718 W. WOODLAWN SAN ANTONIO TX 78228		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 250,000.
MIRACLE FLIGHTS FOR KIDS 2764 N. GREEN VALLEY PKWY. #115 GREEN VALLEY NV 89014		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 10,000.
S.A. SPURS FOUNDATION ONE AT&T CENTER SAN ANTONIO TX 78213		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 1,000.
COMMUNITIES IN SCHOOLS 8700 N. STEMMONS FRWY. DALLAS TX 75247		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 50,000.
TEAMABILITY 1711 N. TRINITY ST. SAN ANTONIO TX 78201		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 500.
SAN ANTONIO AMATEUR SPORTS FOUNDATION 100 MONTANA SAN ANTONIO TX 78203		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 23,100.
TEACH FOR AMERICA 700 N. ST. MARY'S ST. #200 SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 100,000.
ANY BABY CAN OF AUSTIN 1121 E. 7TH ST. AUSTIN TX 78702		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 25,000.
CHILD ADVOCATES OF S.A. 406 SAN PEDRO AVE. SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 25,000.
MORGAN'S WONDERLAND 5223 DAVID EDWARDS DR. SAN ANTONIO TX 78233		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 255,000.
SAN ANTONIO CHILDREN'S MUSEUM 305 E. HOUSTON ST. SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 23,000.
SAN ANTONIO CHRISTIAN SCHOOL 19202 REDLAND RD. SAN ANTONIO TX 78259		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 35,000.
BOYS & GIRLS CLUB-TEXAS HILL COUNTRY 104 HOSACK BOERNE TX 78006		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business [X] 30,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
BOYS TOWN TEXAS 8410 FLANAGAN ST. SAN ANTONIO TX 78249		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 51,250.
BOY SCOUTS-ALAMO AREA COUNCIL 2226 NW MILITARY HWY. SAN ANTONIO TX 78213		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 50,000.
DALLAS CHILDREN'S ADVOCACY CENTER 3611 SWISS AVE. DALLAS TX 75204		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 25,000.
HAVEN FOR HOPE 1 HAVEN FOR HOPE WAY SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 100,000.
SAN ANTONIO FOOD BANK 5200 OLD HWY. 90 WEST SAN ANTONIO TX 78227		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 50,000.
ST. JUDE'S RANCH FOR CHILDREN 1400 RIDGE CREEK LANE BULVERDE TX 78163		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 18,374.
SUNSHINE COTTAGE 603 E. HILDEBRAND SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 125,000.
FAMILY SERVICE ASSN. 702 SAN PEDRO AVE. SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 25,000.
MOTIVATE OUR STUDENTS TEXAS 1933 NE LOOP 410 SAN ANTONIO TX 78217		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 35,000.
ANTIOCH MISSIONARY BAPTIST CHURCH 1001 N. WALTERS SAN ANTONIO TX 78202		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 11,000.
JUVENILE OUTREACH AND VOCATIONAL EDUCATI P.O. BOX 14007 SAN ANTONIO TX 78214		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 50,000.
ROTARY CLUB OF S.A. FOUNDATION 710 McCULLOUGH SAN ANTONIO TX 78215		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 40,000.
CHILDREN'S SHELTER OF S.A. 2939 W. WOODLAWN SAN ANTONIO TX 78228		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 60,000.
N.B. CHRISTIAN MINISTRIES 785 LOOP 337 NEW BRAUNFELS TX 78130		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 25,000.
CHILDREN'S ASSOCIATION FOR MAXIMUM POTEN P.O. BOX 27086 SAN ANTONIO TX 78227		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 75,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox / Amount
a *Paid during the year*				
CLARITY CHILD GUIDANCE CENTER 8535 TOM SLICK DR. SAN ANTONIO TX 78229		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 15,000.
DOWN SYNDROME ASSN. 4702 WEST AVE. SUITE 6 SAN ANTONIO TX 78213		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 10,000.
EPILEPSY FOUNDATION 10615 PERRIN BEITEL RD. #602 SAN ANTONIO TX 78217		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 6,500.
FOUNDATIONS FOR LAITY RENEWAL 719 EARL GARRETT ST. KERRVILLE TX 78028		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 25,000.
MY HEALING PLACE 405 W. 22ND ST. AUSTIN TX 78705		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 24,577.
PALMER DRUG ABUSE PROGRAM 10226 IRONSIDE DR. SAN ANTONIO TX 78230		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 35,000.
SADDLE LIGHT CENTER 17530 OLD EVANS RD. SELMA TX 78154		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 20,000.
S.A. LIVESTOCK EXPOSITION 3201 E. HOUSTON ST. SAN ANTONIO TX 78219		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 5,000.
GIRL SCOUTS OF SW TEXAS 811 N. COKER LOOP SAN ANTONIO TX 78216		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 1,000.
MISSION ROAD MINISTRIES 8706 MISSION RD. SAN ANTONIO TX 78214		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 15,000.
YOUTH ALTERNATIVES OF S.A. 3103 WEST AVE. SAN ANTONIO TX 78213		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 10,000.
GREATER S.A. AFTER SCHOOL ALL STARS 2300 W. COMMERCE #208 SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 18,000.
ST. VINCENT DE PAUL SOCIETY 1103 S. FRIO ST. SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 5,000.
CHILDREN'S ADVOCACY CENTER OF COMAL CO. 111 E. COMMERCE ST. NEW BRAUNFELS TX 78130		PUBLIC CHARITY	ASSIST CHILDREN	Person or ☐ Business ☒ 10,000.
Total				3,649,683.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
1815 3M CO.	161,740.	156,634.
2460 ABBOTT LABS	128,491.	117,859.
4300 AGL RESOURCES	164,458.	154,155.
3850 ALLSTATE	171,396.	122,738.
3430 ALTRIA	76,539.	84,447.
4500 A.T.& T.	124,288.	132,210.
935 AUTOMATIC DATA PROCESSING	42,304.	43,272.
1220 BANK OF AMERICA	60,510.	16,275.
6140 BRISTOL MYERS	176,308.	162,587.
430 CATERPILLAR	37,861.	40,274.
1985 CHEVRON	174,209.	181,131.
2300 COLGATE PALMOLIVE	164,250.	184,851.
2055 CONOCO PHILLIPS	162,016.	139,946.
3135 DOW CHEMICAL	136,862.	107,029.
3690 DUPONT	178,108.	184,057.
1050 ELI LILLY	37,153.	36,792.
3280 EMERSON ELECTRIC	167,238.	187,518.
2935 EXELON	183,361.	122,213.
2045 EXXON MOBIL	170,194.	149,530.
910 FIRST ENERGY	33,658.	33,688.
1690 FORTUNE BRANDS	139,678.	101,822.
1745 GENERAL DYNAMICS	111,361.	123,825.
3435 GENERAL ELECTRIC	136,784.	62,826.
5690 GENERAL MILLS	168,386.	202,507.
3160 GENUINE PARTS	153,580.	162,234.
2425 IBM	244,464.	355,893.
4285 INTEL	87,140.	90,114.
2755 JOHNSON & JOHNSON	174,134.	170,397.
2500 KIMBERLY CLARK	170,776.	157,600.
2855 McDONALD'S	160,046.	219,150.
3645 MERCK	173,074.	131,366.
5905 MICROSOFT	171,146.	164,809.
2805 NEXT ERA ENERGY	166,812.	145,832.
1990 PEPSICO	139,954.	130,007.
7173 PFIZER	143,130.	125,599.
2495 PHILIP MORRIS INTL.	124,794.	146,032.
1140 PPG IND.	77,298.	95,840.
4500 PPL CORP.	183,798.	118,440.
2440 PROCTER & GAMBLE	164,020.	156,965.
2300 UNITED TECH.	175,601.	181,056.
3940 US BANCORP	124,589.	106,262.
4210 VERIZON	164,795.	150,634.
345 VF CORP.	29,411.	29,732.
1750 DIAGEO	139,223.	130,077.
2880 GLAXO SMITH KLINE	139,878.	112,954.
2965 NOVARTIS	158,095.	174,787.
2215 ROYAL DUTCH SHELL	166,904.	147,918.
2050 SUN LIFE	58,290.	61,705.
2530 TOTAL SA	175,583.	135,304.
5210 UNILEVER	163,738.	160,885.
5050 VODAFONE	161,884.	133,522.
2500 HOSPITALITY PROP. TRUST	85,815.	57,600.
800 KIMCO REALTY CORP.	12,224.	14,432.

Form 990-PF, Page 2, Part II, Line 10b Continued
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
153002 ABSOLUTE OPPORTUNITIES FUND	1,853,576.	1,901,814.
171462 ABSOLUTE STRATEGIES FUND	1,826,560.	1,858,648.
82612 PIMCO ALL ASSET FUND	1,050,000.	995,476.
2135 ADOBE SYSTEMS	80,110.	65,715.
1824 ALLSTATE	76,156.	58,181.
1695 ALTRIA	37,337.	41,731.
1155 AMPHENOL	48,955.	60,961.
430 APACHE	43,888.	51,269.
215 APPLE	69,789.	69,350.
1925 A.T.& T.	52,354.	56,556.
690 BERKSHIRE B	51,855.	55,276.
305 BLACKROCK	49,615.	58,127.
2145 BRISTOL MYERS	56,225.	56,800.
780 CATERPILLAR	56,215.	73,055.
3305 CHARLES SCHWAB	54,625.	56,549.
635 CHEVRON	55,125.	57,944.
3105 CISCO SYSTEMS	82,793.	62,814.
530 COLGATE PALMOLIVE	41,058.	42,596.
585 COSTCO	39,268.	42,243.
1240 CVS CAREMARK	47,648.	43,115.
1225 DANAHER	49,068.	57,783.
1055 DOW CHEMICAL	44,763.	36,018.
2765 EMC CORP.	52,197.	63,319.
1220 EMERSON ELECTRIC	63,279.	69,747.
1025 EXPRESS SCRIPTS	47,334.	55,401.
735 EXXON MOBIL	60,846.	53,743.
805 GENERAL DYNAMICS	71,103.	57,123.
1165 GENERAL MILLS	41,010.	41,462.
100 GOOGLE	60,091.	59,397.
1935 HCC INSURANCE	54,596.	55,999.
1000 HEWLITT PACKARD	28,430.	42,100.
535 IBM	57,981.	78,517.
895 JOHNSON & JOHNSON	57,967.	55,356.
1360 JP MORGAN CHASE	55,561.	57,691.
2745 MDU RESOURCES	68,757.	55,641.
550 MONSANTO	33,572.	38,302.
640 NIKE	40,686.	54,669.
615 OCCIDENTAL PETROLEUM	42,388.	60,332.
2465 ORACLE	52,014.	77,155.
855 PEPSICO	58,671.	55,857.
700 PHILIP MORRIS INTL.	37,151.	40,971.
625 PPG IND.	42,170.	52,544.
2205 PPL CORP.	70,770.	58,036.
660 PROCTER & GAMBLE	45,732.	42,458.
910 S&P BIOTECH SPDR	54,324.	57,403.
925 TARGET CO.	50,815.	55,620.
1065 THERMO FISHER	44,513.	58,958.
895 UNITED TECH.	67,246.	70,454.
645 VF CORP.	55,127.	55,586.
1510 WALT DISNEY CO.	50,428.	56,640.
865 INGERSOLL RAND	34,205.	40,733.
955 NOBLE CORP.	48,124.	34,160.
695 NOVARTIS	38,433.	40,970.

Form 990-PF, Page 2, Part II, Line 10b Continued
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
435 SCHLUMBERGER	36,305.	36,323.
625 TOTAL SA	48,428.	33,425.
1100 VODAFONE	33,132.	29,084.
5170 ARTISAN MID CAP FUND	156,000.	173,895.
6796 COLUMBIA ACORN FUND	190,000.	205,190.
11170 LOMMIS SAYLES SMALL CAP FUND	271,500.	297,124.
1503 VANGUARD EXPLORER FUND	90,000.	101,973.
21431 VANGUARD SELECTED VALUE FUND	376,000.	402,051.
11051 AMERICAN EUROPACIFIC GROWTH FUND	489,030.	454,899.
10839 LAZARD EMERGING MARKETS	229,000.	236,078.
21825 TEMPLETON FOREIGN EQUITY FUND	515,950.	437,605.
6188 THORNBURG INTL. VALUE FUND	176,000.	177,240.
3130 VANGUARD EMERGING MARKET ETF	146,662.	150,697.
13295 IPATH COMMODITY INDEX FUND	575,071.	653,050.
16815 POWERSHARES DB COMMODITY INDEX	413,307.	463,253.
8560 SPDR GOLD TRUST	1,082,580.	1,187,443.
5968 VALUATION ADJUSTMENT	4,563.	4,563.
Total	19,383,381.	19,357,590.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
AVON PRODUCTS	2,535,475.	2,503,062.
MERCK	500,815.	503,979.
WELLS FARGO	2,568,000.	2,576,745.
WACHOVIA	502,680.	518,245.
TARGET	2,579,775.	2,632,560.
ELI LILLY CO.	1,005,929.	1,031,744.
WAL-MART	501,195.	525,384.
BERKSHIRE HATHAWAY	3,044,789.	3,158,991.
GENERAL ELECTRIC	2,447,583.	2,672,523.
GOLDMAN SACHS	1,276,688.	1,334,199.
IBM INTL.	2,577,200.	2,687,535.
PEPSICO	2,561,700.	2,692,017.
HEWLITT PACKARD	2,491,248.	2,675,900.
WALGREEN CO.	495,126.	546,121.
GENERAL ELECTRIC	2,539,100.	2,726,658.
BERKSHRE HATHAWAY	2,485,550.	2,714,830.
WAL-MART	3,036,840.	3,118,002.
COCA-COLA	999,307.	1,058,395.
MICROSOFT	2,022,400.	2,081,954.
BELLSOUTH	524,800.	545,843.
MERCK	404,648.	440,481.
EMERSON ELEC.	2,542,535.	2,671,000.
VANGUARD INFLATION PROTECTED BOND FUND	2,240,000.	2,222,652.
VANGUARD INTERMEDIATE TERM BOND FUND	614,820.	645,830.
VANGUARD TOTAL BOND MARKET FUND	200,929.	210,419.

Form 990-PF, Page 2, Part II, Line 10c Continued
L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
AMERICAN CAPITAL WORLD BOND FUND	758,333.	753,718.
LOOMIS SAYLES GLOBAL BOND FUND	758,333.	771,674.
TEMPLETON GLOBAL BOND FUND	758,333.	780,674.
Total	44,974,131.	46,801,135.

Supporting Statement of:

Form 990-PF, p2/Line 3 Accounts Rec.

Description	Amount
DIVIDENDS DECLARED IN 2010 NOT PAID UNTIL 2011	79,033.
Total	79,033.