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 , **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 FRUEHAUF FOUNDATION

A Employer identification number: 23-7015744

Number and street (or P O box number if mail is not delivered to street address): C/O SENTINEL TRUST; 2001 KIRBY DR — Room/suite: 1200

B Telephone number: 713-529-3729

City or town, state, and ZIP code: HOUSTON, TX 77019

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,866,925.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	187.	187.		STATEMENT 1
	4 Dividends and interest from securities	106,118.	106,118.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	150,904.			
	b Gross sales price for all assets on line 6a 2,179,790.				
	7 Capital gain net income (from Part IV, line 2)		150,904.		
	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				
	12 **Total.** Add lines 1 through 11	257,209.	257,209.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,230.	1,615.	0.	1,615.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,864.	1,864.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	21,632.	10,816.	0.	10,816.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,726.	14,295.	0.	12,431.
	25 Contributions, gifts, grants paid	209,850.			209,850.
	26 **Total expenses and disbursements.** Add lines 24 and 25	236,576.	14,295.	0.	222,281.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	20,633.			
	b **Net investment income** (if negative, enter -0-)		242,914.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

RECEIVED
MAY 18 2011
303 IRS-OSC
OGDEN, UT

SCANNED MAY 18 2011

9P

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	758,784.	470,501.	470,501.
3 Accounts receivable ▶ 853.			
Less: allowance for doubtful accounts ▶	16.	853.	853.
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			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 6	3,627,406.	3,935,485.	4,395,571.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	4,386,206.	4,406,839.	4,866,925.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
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 ▶ ☐ 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	3,977,256.	3,977,256.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	408,950.	429,583.	
30 **Total net assets or fund balances**	4,386,206.	4,406,839.	
31 **Total liabilities and net assets/fund balances**	4,386,206.	4,406,839.	

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	4,386,206.
2 Enter amount from Part I, line 27a	2	20,633.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,406,839.
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	4,406,839.

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	PUBLICLY TRADED SECURITIES	P		
b	LITIGATION SETTLEMENTS	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,177,132.		2,028,886.	148,246.
b	1,053.			1,053.
c	1,605.			1,605.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				148,246.
b				1,053.
c				1,605.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 150,904.

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))
2009	246,034.	4,278,424.	.057506
2008	281,717.	5,026,097.	.056051
2007	254,790.	5,810,908.	.043847
2006	233,861.	5,455,034.	.042871
2005	183,573.	5,252,404.	.034950

2	**Total** of line 1, column (d)	2	.235225
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	.047045
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,625,512.
5	Multiply line 4 by line 3	5	217,607.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,429.
7	Add lines 5 and 6	7	220,036.
8	Enter qualifying distributions from Part XII, line 4	8	222,281.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	2,429.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	2,429.
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	2,429.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,818.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	4,818.
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	2,389.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	2,389.	**Refunded** ▶	11	0.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	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, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
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 ▶ N/A

14 The books are in care of ▶ HARVEY C FRUEHAUF, JR - PRESIDENT Telephone no. ▶ (713) 529-3729

Located at ▶ 2001 KIRBY DR, STE 1200, HOUSTON, TX ZIP+4 ▶ 77019

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

			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 page 20 of 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.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of 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 ▶ ______, ______, ______, ______			
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	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. ▶ ______, ______, ______, ______			
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.)* 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 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)? ☐ 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 (No)

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 7		0.	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
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

023561
12-07-10

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	3,977,378.
b	Average of monthly cash balances	1b	718,537.
c	Fair market value of all other assets	1c	36.
d	**Total** (add lines 1a, b, and c)	1d	4,695,951.
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	4,695,951.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,439.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,625,512.
6	**Minimum investment return.** Enter 5% of line 5	6	231,276.

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	231,276.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 2,429.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	2,429.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	228,847.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	228,847.
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	228,847.

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	222,281.
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	222,281.
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	2,429.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	219,852.

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				228,847.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			201,113.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 222,281.				
a Applied to 2009, but not more than line 2a			201,113.	
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 2010 distributable amount				21,168.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				207,679.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

023581
12-07-10

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 8

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:

SEE STATEMENT 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT B				209,850.
Total			▶ 3a	209,850.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	187.	
4 Dividends and interest from securities			14	106,118.	
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	150,904.	
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.		257,209.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 257,209.

(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).
	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
		N/A	

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		

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

Virginia L Kirk — 5/13/11 — Secretary

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CONNIE L. ESTOPINAL				

Firm's name ▶ MOHLE ADAMS — Firm's EIN ▶

Firm's address ▶ 3900 ESSEX LANE, SUITE 1000 HOUSTON, TX 77027 — Phone no. 713-629-1381

023622
03-04-11

January 01, 2010 To December 31, 2010

Account Name : Fruehauf Foundation

Account No : 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Money Market Funds						
470,501.06	Northern Inst. Government Select Fund	470,501.06	100.00	470,501.06	94.10	0.02%	9.67%
	Totals	**470,501.06**		**470,501.06**	**94.10**	**0.02%**	**9.67%**
	Common Stock						
900	Abbott Laboratories	39,150.30	47 91	43,119 00	1,584.00	3.67%	0.89%
200	Abercrombie & Fitch Co, Cl A	5,237.15	57.63	11,526.00	140.00	1.21%	0.24%
1,460	Allstate Corp	83,459.26	31.88	46,544 80	1,168.00	2.51%	0.96%
595	Amgen Inc	30,427.55	54.90	32,665.50	0.00	0.00%	0.67%
90	Apache Corp	9,891.00	119.23	10,730.70	54.00	0.50%	0.22%
1,145	Applied Materials Inc	14,717.93	14.05	16,087.25	320.60	1.99%	0.33%
1,585	AT&T Inc	39,860.21	29.38	46,567.30	2,726.20	5.85%	0.96%
1,015	Bank Amer Corp	12,265.92	13.34	13,540.10	40.60	0.30%	0.28%
325	Bristol Myers Squibb Co	8,636.22	26.48	8,606.00	429 00	4.98%	0.18%
670	Cephalon Inc	38,222.98	61.72	41,352 40	0 00	0.00%	0.85%
650	Chevron Corp	41,079.46	91.25	59,312 50	1,872.00	3.16%	1.22%
1,800	Christopher & Banks	10,550.56	6.15	11,070 00	432.00	3.90%	0.23%
1,350	Cisco Systems Inc	28,621.80	20 23	27,310.50	0.00	0.00%	0.56%
200	Colgate-Palmolive Co	14,998.62	80.37	16,074.00	424.00	2.64%	0.33%
2,880	Comcast Corp Cl A	51,390.62	21.97	63,273.60	1,088.64	1.72%	1.30%
925	Computer Sciences Corp	45,605.88	49.60	45,880 00	740.00	1.61%	0.94%
30	Comtech Telecommunications Corp New	852.34	27.76	832.73	30.00	3.60%	0.02%
1,270	Conagra Foods, Inc	28,582.25	22.58	28,676.60	1,168 40	4.07%	0.59%
180	ConocoPhillips	4,803 30	68.10	12,258 00	396.00	3.23%	0.25%
1,305	CVS Corp	40,688 31	34.77	45,374 85	456 75	1.01%	0 93%

Port Sum and Holdings - HLDCTB

January 01, 2010 To December 31, 2010

Account Name : Fruehauf Foundation

Account No · 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
900	Electronics For Imaging, Inc	9,214.40	14.31	12,879.00	0.00	0.00%	0.26%
500	EnCana Corp	13,930.85	29.12	14,560.00	400.00	2.75%	0.30%
1,045	Entergy Corp	74,267.80	70.83	74,017.35	3,469.40	4.69%	1.52%
280	Exxon Mobil Corp	18,080.38	73.12	20,473.60	492.80	2.41%	0.42%
80	Forest Laboratones, Inc	2,605.60	31.98	2,558.40	0.00	0.00%	0.05%
45	Freeport-McMoran Copper & Gold, Inc	2,954.63	120.09	5,404.05	90.00	1.67%	0.11%
457	Frontier Communications Corp	3,568 96	9 73	4,446 61	342.75	7.71%	0.09%
1,110	Gilead Sciences, Inc	39,365.86	36.24	40,226 40	0.00	0.00%	0.83%
230	Goldman Sachs Group, Inc	28,314.02	168.16	38,676 80	322.00	0.83%	0.79%
40	Helmerich & Payne Inc	1,229.43	48.48	1,939.20	9.60	0.50%	0.04%
8,565	Integrated Device Tech	45,330.87	6 66	57,042 90	0.00	0.00%	1.17%
1,130	J P Morgan Chase & Co	40,814 45	42.42	47,934.60	226.00	0.47%	0.99%
300	Johnson & Johnson	17,365 02	61.85	18,555 00	648.00	3.49%	0.38%
70	Kohl's Corporation	3,791.90	54.34	3,803.80	0.00	0.00%	0.08%
2,985	Kroger Co	63,603.06	22.36	66,744 60	1,253.70	1.88%	1.37%
1,730	Lilly Eli & Co	62,834 14	35.04	60,619.20	3,390.80	5.59%	1.25%
1,345	Loews Corp	35,458 30	38.91	52,333 95	336.25	0.64%	1 08%
745	Lowe's Companies, Inc	16,360.59	25.08	18,684 60	327.80	1.75%	0 38%
1,775	Marathon Oil Corp	67,468 80	37.03	65,728 25	1,775.00	2 70%	1 35%
815	Medtronic Inc	27,954.23	37.09	30,228.35	733.50	2.43%	0.62%
260	Merck & Co Inc New	8,600.14	36.04	9,370.40	395.20	4.22%	0.19%
1,330	Microsoft Corp	33,088.92	27.91	37,120.30	851.20	2.29%	0.76%
1,025	Morgan Stanley	36,368.21	27 21	27,890 25	205 00	0.74%	0.57%
415	Norfolk Southern Corp	11,493.70	62.82	26,070.30	597.60	2.29%	0.54%

January 01, 2010 To December 31, 2010

Account Name : Fruehauf Foundation

Account No · 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
240	Pepsico Inc		12,107 42	65 33	15,679 20	460.80	2.94%	0.32%
1,800	Pfizer Inc		40,788.57	17.51	31,518.00	1,440.00	4.57%	0.65%
180	Qualcomm Inc		8,728.25	49.49	8,908 20	136.80	1.54%	0.18%
995	Raytheon Co (New)		48,112.67	46.34	46,108.30	1,492.50	3.24%	0.95%
20	Seacor Holdings, Inc		1,459.80	101.09	2,021.80	0.00	0.00%	0.04%
400	Southwest Airlines Co		2,528.00	12.98	5,192.00	7.20	0.14%	0.11%
1,160	Steel Dynamics Inc		19,217.77	18.30	21,228.00	348.00	1.64%	0.44%
868	Time Warner Cable		30,220.52	66.03	57,314 04	1,388.80	2.42%	1.18%
765	Travelers Cos Inc		39,152.52	55.71	42,618.15	1,101.60	2.58%	0.88%
850	Trinity Industries, Inc.		16,154 19	26 61	22,618 50	272.00	1.20%	0.46%
25	Union Pacific Corp		1,544.94	92.66	2,316.50	38.00	1 64%	0 05%
270	UnitedHealth Group Inc		6,875.52	36.11	9,749 70	135.00	1.38%	0.20%
1,760	UnumProvident Corp		33,728.10	24 22	42,627 20	651.20	1.53%	0.88%
1,305	Verizon Communications		35,788.70	35 78	46,692.90	2,544.75	5.45%	0.96%
985	Wal-Mart Stores Inc		46,145.95	53.93	53,121.05	1,191.85	2.24%	1.09%
1,055	Walgreen Co		34,408.18	38.96	41,102.80	738.50	1.80%	0.84%
610	Wellpoint Inc		28,210.06	56.86	34,684.60	0.00	0.00%	0.71%
395	Wells Fargo & Co		11,028.28	30.99	12,241.05	79.00	0.65%	0.25%
1,650	Yahoo! Inc		23,784.53	16.63	27,439.50	0.00	0.00%	0.56%
	Totals		**1,653,089.89**		**1,841,291.23**	**40,962.79**	**2.22%**	**37.84%**
	Call Options							
3	AMGN Call	$57.500 01/22/11	-446.99	0.27	-81.00	0.00	0.00%	0.00%
2	ANF CALL	$42.000 01/22/11	-318.49	15.65	-3,130.00	0.00	0 00%	-0.06%
4	BP CALL	$45.000 01/22/11	-827.99	0.68	-272.00	0.00	0.00%	-0.01%

Port Sum and Holdings - HLDCTB

January 01, 2010 To December 31, 2010

Account Name : Fruehauf Foundation

Account No · 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
1	CCL Call	$44 000 01/22/11	-99 00	2 65	-265 00	0 00	0.00%	-0.01%
4	CSCO CALL	$25.000 01/22/11	-151 92	0.01	-4 00	0.00	0.00%	0.00%
2	CVX Call	$90.000 01/22/11	-399.39	2.31	-462.00	0.00	0.00%	-0.01%
9	EFII CALL	$12.500 01/22/11	-533.24	1.65	-1,485 00	0.00	0.00%	-0.03%
3	JNJ CALL	$62.500 01/22/11	-252.00	0.39	-117 00	0.00	0.00%	0.00%
2	JPM CALL	$43.000 01/22/11	-238.00	0.83	-166 00	0.00	0.00%	0.00%
3	JPM CALL	$45.000 01/22/11	-332.99	0.28	-84 00	0.00	0.00%	0.00%
9	KR CALL	$22.500 01/22/11	-773.99	0.35	-315 00	0.00	0.00%	-0.01%
2	MSFT CALL	$30.000 01/22/11	-112.50	0.07	-14 00	0.00	0.00%	0.00%
2	PEP CALL	$70.000 01/22/11	-419.99	0 03	-6 00	0.00	0.00%	0.00%
1	QCOM CALL	$50.000 01/22/11	-102.69	0.82	-82 00	0.00	0.00%	0.00%
11	STLD CALL	$17.500 01/22/11	-337.01	1.15	-1,265 00	0.00	0.00%	-0.03%
8	TRN CALL	$22 500 01/22/11	-711.99	4.00	-3,200 00	0.00	0.00%	-0.07%
2	UNH call	$36.000 01/22/11	-138.45	1.00	-200 00	0.00	0.00%	0.00%
8	UNM Call	$25.000 01/22/11	-431.99	0.15	-120 00	0.00	0.00%	0.00%
6	WAG CALL	$35.000 01/22/11	-240.00	4.05	-2,430.00	0.00	0.00%	-0.05%
4	WAG CALL	$37.000 01/22/11	-216.00	2.21	-884 00	0.00	0.00%	-0.02%
4	WMT CALL	$55.000 01/22/11	-383.99	0.27	-108.00	0.00	0.00%	0.00%
6	YHOO CALL	$17.500 01/22/11	-184.44	0.21	-126.00	0.00	0.00%	0 00%
3	YHOO CALL	$19 000 01/22/11	-117.75	0.09	-27 00	0.00	0.00%	0 00%
8	BAC CALL	$14.000 02/19/11	-248.00	0.42	-336.00	0.00	0.00%	-0.01%
1	COP CALL	$65.000 02/19/11	-207.38	4.25	-425 00	0.00	0.00%	-0.01%
4	PRE Call	$80 000 02/19/11	-495.99	2.15	-860.00	0.00	0.00%	-0.02%
7	T Call	$30.000 02/19/11	-203.00	0 28	-196 00	0.00	0.00%	0.00%

January 01, 2010 To December 31, 2010

Account Name : Fruehauf Foundation

Account No · 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
6	VZ Call	$36 000 02/19/11	-174 00	0 62	-372 00	0 00	0.00%	-0 01%
1	BAC Call	$14.000 03/19/11	-51 00	0.57	-57 00	0.00	0.00%	0.00%
6	CAG CALL	$24.000 03/19/11	-155.76	0.15	-90.00	0.00	0.00%	0.00%
18	CBK CALL	$7.500 03/19/11	-352.25	0.10	-180.00	0.00	0.00%	0.00%
4	LUV Call	$14.000 03/19/11	-116.00	0.25	-100 00	0.00	0.00%	0.00%
18	PFE Call	$18.000 03/19/11	-395.99	0 42	-756.00	0.00	0.00%	-0.02%
16	STX CALL	$15.000 03/19/11	-998 38	1.10	-1,760 00	0 00	0.00%	-0.04%
2	CCL CALL	$42.000 04/16/11	-534.55	5.50	-1,100.00	0.00	0.00%	-0.02%
2	CCL CALL	$45.000 04/16/11	-337.99	3.63	-726.00	0.00	0.00%	-0.01%
14	CMCSA Call	$24.000 04/16/11	-629.99	0.40	-560.00	0.00	0.00%	-0.01%
5	ECA Call	$31.000 04/16/11	-320 97	1.00	-500.00	0.00	0.00%	-0.01%
1	GS CALL	$185 000 04/16/11	-383 99	3 25	-325.00	0.00	0.00%	-0.01%
6	LOW CALL	$24.000 04/16/11	-512.86	1 98	-1,188.00	0.00	0.00%	-0.02%
10	MS Call	$28.000 04/16/11	-999.98	1.38	-1,380.00	0.00	0.00%	-0.03%
3	MSFT CALL	$30.000 04/16/11	-114.00	0.51	-153.00	0.00	0.00%	0.00%
7	TWC CALL	$65 000 04/16/11	-1,279.98	4.20	-2,940.00	0 00	0.00%	-0.06%
6	YHOO CALL	$17.000 04/16/11	-323.99	1.07	-642.00	0.00	0.00%	-0.01%
12	CVS CALL	$35.000 05/21/11	-1,136.39	2.00	-2,400.00	0.00	0.00%	-0.05%
56	IDTI CALL	$7.000 05/21/11	-1,763.97	0 40	-2,240.00	0.00	0.00%	-0.05%
8	MDT CALL	$38.000 05/21/11	-1,001 98	1 85	-1,480 00	0 00	0.00%	-0 03%
4	PRE CALL	$90 000 05/21/11	-395 99	0 30	-120.00	0 00	0.00%	0.00%
5	WMT Call	$57.500 06/18/11	-354 99	0 80	-400 00	0 00	0.00%	-0.01%
2	CL CALL	$85.000 01/21/12	-459.11	3.60	-720 00	0.00	0.00%	-0.01%
		Totals	-21,719.28		-36,849.00	0.00	0.00%	-0.74%

Port Sum and Holdings - HLDCTB

January 01, 2010 To December 31, 2010

Account Name : Fruehauf Foundation

Account No : 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	International Equities						
430	BP PLC ADR	21,828 89	44 17	18,993 10	0.00	0.00%	0 39%
735	Carnival Corporation	25,799.99	46.11	33,890.85	294.00	0.87%	0.70%
600	Nokia Corp Sponsored ADR	16,386.00	10.32	6,192.00	210 60	3.40%	0.13%
1,390	Partnerre Ltd	101,408.73	80.35	111,686.50	3,058.00	2.74%	2.30%
1,650	Seagate Technology PLC	20,310.68	15.03	24,799.50	0.00	0.00%	0.51%
	Totals	**185,734.29**		**195,561.95**	**3,562.60**	**1.82%**	**4.03%**
	Commingled - Int'l Equity						
1,741	iShares MSCI EAFE Index Fund	77,145.10	58.22	101,361.02	2,431.87	2.40%	2.08%
1,328	iShares MSCI EMRG Index Fund	39,268 96	47.64	63,268.58	858.07	1.36%	1.30%
682	Vanguard Emerging Markets ETF	19,608 09	48.15	32,835.57	555.83	1.69%	0.67%
	Totals	**136,022.15**		**197,465.17**	**3,845.77**	**1.95%**	**4.05%**
	Mutual Fund - Fixed Income						
9,057.971	Harbor High Yield Bond Fund	100,014.59	10.90	98,731.88	6,173.46	6.25%	2.03%
5,494.506	PIMCO Developing Mkt-D	55,000.01	10.60	58,241.76	877.43	1.51%	1.20%
24,421.6	Vanguard Total Bond Market Index Fund Vanguard Fund #84	248,560.08	10.60	258,868.96	8,946.39	3.46%	5.32%
	Totals	**403,574.68**		**415,842.60**	**15,997.28**	**3.85%**	**8.55%**
	Mutual Fund - Int'l Equity						
19,009.006	Fidelity Spartan Intl Index Fd Advantage Clas	455,160.69	35 17	668,546 74	15,604.49	2.33%	13.74%
	Totals	**455,160.69**		**668,546.74**	**15,604.49**	**2.33%**	**13.74%**
	Commingled - Fixed Income						
1,136	IShares Barclays 1-3 Year Credit	118,386.32	104.28	118,462 08	2,940.14	2.48%	2.43%

January 01, 2010 To December 31, 2010

Account Name · Fruehauf Foundation

Account No · 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
7,395	IShares Barclays Aggregate Bond Fund			788,520.45	105 75	782,021 25	27,270.06	3.49%	16 07%
5,305	Powershares Build America ETF			139,141.58	25 08	133,049 40	7,837.34	5.89%	2.73%
	Totals			**1,046,048.35**		**1,033,532.73**	**38,047.54**	**3.68%**	**21.23%**
	U S Government Agency Bonds								
75,000	FHLMC	5.125%	07/15/2012	77,709.75	106 91	80,179.69	3,843.75	4.79%	1.65%
	Totals			**77,709.75**		**80,179.69**	**3,843.75**	**4.79%**	**1.65%**

	Cost Basis	Market Value
Returns of Capital		
Powershares Build America ETF	-15 52	
Frontier Communications Corp	-120 97	
Totals	**-136.49**	
Cash Total	**470,501.06**	**470,501.06**
Investment Total	**3,935,484.03**	**4,395,571.11**
Totals	**4,405,985.09**	**4,866,072.17**

THE FRUEHAUF FOUNDATION - 2010 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
AOPA Foundation, Inc.	421 Aviation Way Frederick, MD 21701	None	Education	Gen Operating Expense	10,000.00
Aids/HIV Services Group, Inc.	P. O. Box 2322 Charlottesville, VA 22902	None	Medical	Gen Operating Expense	1,000.00
Alliance Defense Fund	15333 N. Pima Road, Ste 165 Scottsdale, AZ 85260	None	Public Welfare	Gen Operating Expense	4,900 00
American Center for Law & Justice	1000 Regent University Drive PO Box 64429 Virginia Beach, VA 23467	None	Public Welfare	Gen Operating Expense	3,900.00
American Red Cross Mass Bay	139 Main St. Cambridge, MA 02142	None	Public Welfare	Gen Operating Expense	12,500.00
Billy Graham Evangelistic Assoc	One Billy Graham Parkway Charlotte, NC 28201	None	Religious	Gen Operating Expense	1,000.00
Boy Scouts of America	189 N. Main Street Middleton, MA 01949	None	Public Welfare	Gen Operating Expense	4,900 00
Boys and Girls Clubs of Indian River City	P O. Box 643068 Vaero Beach, FL 32964	None	Public Welfare	Gen Operating Expense	250.00
Building Goodness Foundation	PO Box 4325 Charlottesville, VA 22905	None	Public Welfare	Gen Operating Expense	1,000.00
Charlottesville Free Clinic	1138 Rose Hill Drive Suite 200 Charlottesville, VA 22903-5128	None	Medical	Gen Operating Expense	2,000.00
Community Presbyterian Church	1920 S.E. 4th St. Deerfield Beach, FL 33441	None	Religious	Gen Operating Expense	200.00
Cystic Fibrosis Foundation	2265 Livernois Troy, MI 48083	None	Medical	Gen Operating Expense	500.00
Doctors Without Borders	333 Seventh Ave., 2nd Floor New York, NY 10001	None	Medical	Gen Operating Expense	4,900.00
EAA Aviation Foundation	PO Box 3065 Oshkosh, WI 54903-3065	None	Public Welfare	Gen Operating Expense	500 00

THE FRUEHAUF FOUNDATION - 2010 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Epilepsy Foundation of Virginia	PO Box 800659 UVA Health Center Charlottesville, VA 22908	None	Medical	Gen Operating Expense	2,000.00
Episcopal High School	Attn. Sukey Voskamp PO Box 271299 Houston, TX 77277	None	Education	Gen Operating Expense	13,000.00
Family Research Council	801 G. Street, N.W. Washington, DC 20001	None	Public Welfare	Gen Operating Expense	4,900.00
Fisher House Foundation	111 Rockville Pike, Suite 420 Rockville, MD 20850	None	Education	Gen Operating Expense	2,500.00
Fight SMA	1807 Libbie Ave , Suite 104 Richmond, VA 23226	None	Public Welfare	Gen Operating Expense	2,000 00
Focus on the Family	8605 Explorer Drive Colorado Springs, CO 80995	None	Public Welfare	Gen Operating Expense	4,900 00
Friends of MacArthur Beach State Park	10900 State Road 703 North Palm Beach, FL 33408	None	Public Welfare	Gen Operating Expense	2,000.00
Gordon College	255 Grapevine Road Wenham, MA 01984-1899	None	Education	Gen Operating Expense	4,900.00
Gordon-Conwell Theological Seminary	363 South Huntington Ave. Boston, MA 02130	None	Education	Gen Operating Expense	4,900.00
Grosse Pointe Farms Foundation	90 Kerby Road Grosse Pointe, MI 48236	None	Public Welfare	Gen Operating Expense	500 00
Grosse Pointe Historical Society	381 Kercheval Grosse Pointe Farms, MI 48236	None	Public Welfare	Gen Operating Expense	250 00
Grosse Pointe War Memorial	32 Lake Shore Rd. Grosse Pointe Farms, MI 48236	None	Public Welfare	Gen Operating Expense	1,000.00
Hanley Center Foundation	5200 East Avenue West Palm Beach, FL 33407-2374	None	Public Welfare	Gen Operating Expense	3,000.00
Hillsdale College	33 East College St Hillsdale, MI 48242	None	Education	Gen Operating Expense	4,900.00
Hospice of Palm Beach County	5300 East Avenue West Palm Beach, FL 33407	None	Public Welfare	Gen Operating Expense	750 00

THE FRUEHAUF FOUNDATION - 2010 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Hospice of the Piedmont	675 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	None	Public Welfare	Gen Operating Expense	3,000.00
Houston Museum of Natural Science	1 Herman Circle Drive Houston, TX 77030	None	Public Welfare	Gem & Mineral Acquisition Fund	11,500.00
International Hospital for Children	1900 Byrd Ave., Suite 204 Richmond, VA 23230	None	Medical	Gen Operating Expense	250 00
Junior Achievement	6903 Vista Parkway North, Ste 10 West Palm Beach, FL 33411	None	Education	Gen Operating Expense	500.00
Legal Aid Justice Center	1000 Preston Ave., Suite A Charlottesville, VA 22903	None	Public Welfare	Gen Operating Expense	1,000.00
Lighthouse Center for the Arts	373 Tequesta Drive Tequesta, FL 33469	None	Arts	Gen Operating Expense	500.00
Literacy Volunteers of Charlottesville/Albemarle	PO Box 1156, 418 7th Street NE Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	1,000.00
Live Arts	123 East Water Street Charlottesville, VA 22902	None	Arts	Gen Operating Expense	1,000.00
Llamba	7685 Quartz Street Arvada, Co 80007	None	Public Welfare	Gen Operating Expense	500.00
Lost Tree Chapel	11149 Turtle Beach Road North Palm Beach, FL 33408	None	Religious	Gen Operating Expense	5,750.00
Martha Jefferson Hospital Foundation	459 Locust Ave., Charlottesville, NC 22902	None	Medical	Gen Operating Expense	1,500.00
Memorial Sloan-Kettering Cancer Center	1275 York Avenue New York, NY 10021	None	Medical	Gen Operating Expense	2,000.00
National Foundation for Cancer Research	4600 East West Highway, Suite 525 Bethesda, MD 20814	None	Medical	Gen Operating Expense	1,000.00
Neighborhood Club	17150 Waterloo Grosse Pointe, MI 48230-121	None	Public Welfare	Gen Operating Expense	1,000 00

THE FRUEHAUF FOUNDATION - 2010 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Orlando-UCF Shakespeare Theatre	Attn S Lucek, Dir of Development 812 East Rollins Street Orlando, FL 32803	None	Arts	Gen Operating Expense	3,500.00
Palm Beach Infectious Disease Institute	1515 North Flagler Drive, Suite 800 West Palm Beach, FL 33401	None	Medical	Gen Operating Expense	1,500.00
Pancreatic Cancer Foundation	3601 W. 13 Mile Road Royal Oak, MI 48073	None	Medical	Gen Operating Expense	300 00
Peabody Essex Museum	East India Square Salem, MA 01970	None	Public Welfare	Gen Operating Expense	1,000 00
Planned Parenthood of South Florida	2300 North Florida Mango Road West Palm Beach, FL 33409	None	Public Welfare	Gen Operating Expense	1,000.00
Recording for the Blind and Dyslexic	350 Greenbrier Drive Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	1,000.00
Rivanna Conservancy Society	P. O. Box 1501 Charlottesville, VA 22902-1501	None	Public Welfare	Gen Operating Expense	1,000.00
Rose Hill Foundation	Mr. Daniel J. Kelly, 5130 Rose Hill Blvd Holly, MI 48442	None	Medical	Gen Operating Expense	500.00
Safe Harbor Animal Rescue	P.O. Box 1843 Jupiter, FL 33477	None	Public Welfare	Gen Operating Expense	3,000 00
Salvation Army - Boston Area	147 Berkeley Street Boston, MA 0216-5197	None	Public Welfare	Gen Operating Expense	4,900.00
Salvation Army	16130 Northland Drive Southfield, MI 48075	None	Public Welfare	Gen Operating Expense	3,000.00
Sexual Assault Resource Agency	PO Box 6880 Charlottesville, VA 22906	None	Public Welfare	Gen Operating Expense	1,500.00
Shelter for Help in Emergency	1410 Sachem Place Charlottesville, VA 22901	None	Public Welfare	Gen Operating Expense	1,000.00

THE FRUEHAUF FOUNDATION - 2010 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
St Francis Episcopal School	335 Piney Point Road Houston, TX 77024-6505	None	Education	Permanent Endowment	14,000 00
St. Jude Children's Research Hospital	501 St. Jude Place Memphis, TN 38105	None	Medical	Gen Operating Expense	500.00
St. Martin's Episcopal Church	717 Sage Road Houston, TX 77056	None	Religious	Annual Fund	8,000.00
St. Peters By The Sea	P.O. Box 7 Kitty Point, ME 03905-0007	None	Religious	Gen Operating Expense	300 00
The Wild Dolphin Project	P.O. Box 8436 Jupiter, FL 33468	None	Public Welfare	Gen Operating Expense	500.00
Trinity Preparatory School of Florida	Attn. Mr. Craig Maughan, Headmaster 5700 Trinity Prep Lane Winter Park, FL 32792	None	Education	Gen Operating Expense	20,000.00
United Way	Thomas Jefferson Area 806 East High Street Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	2,000.00
University of Louisville	Development Office 2323 South Brook Street Louisville, KY 40292	None	Education	Gen Operating Expense	1,000.00
University of Texas MD Anderson Cancer Ctr	Attn Stephanie Young Off of Development 1515 Holcomb Blvd Houston, TX 77030-4095	None	Medical	Cancer Research Endowment	6,000.00
Virginia Tech	Office of University Development 902 Prices Fork Road Blacksburg, VA 24061	None	Education	Gen Operating Expense	1,000 00
Washington Legal Foundation	2009 Massachusetts Ave, NW Washington, DC 20036	None	Public Welfare	Gen Operating Expense	2,000 00

THE FRUEHAUF FOUNDATION - 2010 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Waterline Charitable Fund	4521 PGA Boulevard #422 Palm Beach Gardens, FL 33418	None	Public Welfare	Gen Operating Expense	1,000 00
WXEL Public Broadcasting	PO Box 6607 West Palm Beach, FL 33405-0607	None	Public Welfare	Gen Operating Expense	800.00
TOTAL FOUNDATION GIFTING					**209,850.00**

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

SOURCE	AMOUNT
SENTINEL TRUST COMPANY, LBA (MMKT & SWEEP)	187.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	187.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SENTINEL TRUST COMPANY, LBA	107,723.	1,605.	106,118.
TOTAL TO FM 990-PF, PART I, LN 4	107,723.	1,605.	106,118.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,230.	1,615.	0.	1,615.
TO FORM 990-PF, PG 1, LN 16B	3,230.	1,615.	0.	1,615.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN W/H	1,864.	1,864.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,864.	1,864.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	21,612.	10,806.	0.	10,806.
STATE FILING FEES	20.	10.	0.	10.
TO FORM 990-PF, PG 1, LN 23	21,632.	10,816.	0.	10,816.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS (SEE STATEMENT A)	COST	3,935,485.	4,395,571.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,935,485.	4,395,571.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARVEY C FRUEHAUF, JR 11958 TURTLE BEACH RD NORTH PALM BEACH, FL 33408	PRESIDENT/TSR/DIRECTOR 0.00	0.	0.	0.
BARBARA F BRISTOL 3 COOKS FARM LANE LYNNFIELD, MA 01940	VICE PRES/DIRECTOR 0.00	0.	0.	0.
MARTHA S. FRUEHAUF 135 SOMERSET FARM DRIVE CHARLOTTESVILLE, VA 22902	DIRECTOR 0.00	0.	0.	0.
HARVEY B WALLACE II 1310 PACKARD ST, APT 4 ANN ARBOR, MI 48104	DIRECTOR 0.00	0.	0.	0.
BARTLEY J. RAINEY 2001 KIRBY DR, STE 1200 HOUSTON, TX 77019	VICE PRES 0.00	0.	0.	0.
VIRGINIA L. KIRILA 2001 KIRBY DR, STE 1200 HOUSTON, TX 77019	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 8

NAME OF MANAGER

HARVEY C FRUEHAUF, JR
BARBARA F BRISTOL

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DIAN STALLINGS
100 MAPLE PARK BLVD., SUITE 106
ST CLAIR SHORES, MI 48081

TELEPHONE NUMBER

586-774-5130

FORM AND CONTENT OF APPLICATIONS

REQUESTS SHOULD BE SUBMITTED IN LETTER FORM.

ANY SUBMISSION DEADLINES

NONE - APPLICATIONS ARE REVIEWED ON A MONTHLY BASIS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS LISTED IN OR OTHERWISE QUALIFYING AS: CUMULATIVE LIST OF ORGANIZATIONS DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE OF 1986.