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: THOMAS MARTIN FOUNDATION

A Employer identification number: 48-1222230

Number and street (or P O box number if mail is not delivered to street address): 11423 HIGH DRIVE | Room/suite

B Telephone number (see the instructions): (913) 338-5669

City or town: LEAWOOD | State: KS | ZIP code: 66211

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)* ► $ 1,121,154.

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)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	47.	47.		
	4 Dividends and interest from securities	35,122.	35,122.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		18,243.		
	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)				
	12 **Total.** Add lines 1 through 11	35,169.	53,412.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	6,500.	6,500.		
	b Accounting fees (attach sch) L-16b Stmt	1,402.	1,402.		
	c Other prof fees (attach sch) L-16c Stmt	9,325.	9,325.		
	17 Interest	11.	11.		
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	522.	522.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) MISC INVESTMENT EXP	288.	288.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,048.	18,048.		
	25 Contributions, gifts, grants paid	127,350.			127,350.
	26 **Total expenses and disbursements.** Add lines 24 and 25	145,398.	18,048.		127,350.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-110,229.			
	b **Net investment income** (if negative, enter -0-)		35,364.		
	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	End of year	
		(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1 Cash – non-interest-bearing	48,447.	14,644.	14,644.
	2 Savings and temporary cash investments	8,455.	73,996.	73,996.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule) L-10a Stmt	133,583.	83,585.	89,568.
	b Investments – corporate stock (attach schedule) L-10b Stmt	572,048.	588,643.	701,984.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	316,228.	226,135.	240,962.
	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)	1,078,761.	987,003.	1,121,154.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons	2,508.	2,508.	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	2,508.	2,508.	
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 ► [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,076,253.	984,495.	
	30 **Total net assets or fund balances** (see the instructions)	1,076,253.	984,495.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	1,078,761.	987,003.	

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	1,076,253.
2	Enter amount from Part I, line 27a	2	-110,229.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	18,471.
4	Add lines 1, 2, and 3	4	984,495.
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	984,495.

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	210 SH BP AMOCO SPON ADR	P	02/03/10	06/09/10
b	190 FIDELITY COMWOTH TR NASDAQ INDEX	P	Various	02/03/10
c	750 ISHARES MSCI AUSTRAILIA INDEX	P	Various	02/03/10
d	370 ISHARES MSCI EMU INDEX FUND	P	Various	02/03/10
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	6,638.		11,594.	-4,956.
b	16,386.		15,637.	749.
c	16,110.		16,203.	-93.
d	13,058.		14,351.	-1,293.
e	See Columns (e) thru (h)		354,670.	23,836.

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				-4,956.
b	0.	0.	0.	749.
c				-93.
d				-1,293.
e	See Columns (i) thru (l)	0.	0.	23,836.

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	18,243.
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	87,957.	1,087,194.	0.080903
2008	119,784.	1,257,737.	0.095238
2007	92,823.	1,574,377.	0.058959
2006	46,082.	1,545,222.	0.029822
2005	116,640.	1,595,517.	0.073105

2	**Total** of line 1, column (d)	2	0.338027
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	0.067605
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,094,663.
5	Multiply line 4 by line 3	5	74,005.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	354.
7	Add lines 5 and 6	7	74,359.
8	Enter qualifying distributions from Part XII, line 4	8	127,350.

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	354.
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	354.
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	354.
6 Credits/Payments				
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	645.		
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	645.
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	291.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ►	291.	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) ► KS - Kansas			
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 ► Katherine B. Martin Telephone no ► (913) 338-5669

Located at ► 11423 High Drive Leawood KS ZIP + 4 ► 66211

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

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

				Yes	No
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 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		X
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** 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
Katherine B Martin 11423 High Drive Leawood KS 66211	Sec/Treas/Dir 2.00	0.	0.	0.
Thomas B. Martin 11423 High Drive Leawood KS 66211	Pres/Dir 1.00	0.	0.	0.
Peter Brown 2345 Grand Blvd. #2800 Kansas City MO 64108	Asst Treas 0.00	1,000.	0.	0.
See Information about Officers, Directors, Trustees, Etc		5,500.	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
N/A				
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	
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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	

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	1,003,084.
b	Average of monthly cash balances	1b	108,249.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	1,111,333.
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	1,111,333.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,670.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,094,663.
6	**Minimum investment return.** Enter 5% of line 5	6	54,733.

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	54,733.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	354.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	354.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	54,379.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	54,379.
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	54,379.

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	127,350.
b	Program-related investments— total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	127,350.
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	354.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	126,996.

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				54,379.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only			0.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005 — 38,351.				
b From 2006 — 0.				
c From 2007 — 15,986.				
d From 2008 — 28,516.				
e From 2009 — 33,684.				
f **Total** of lines 3a through e	116,537.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 127,350.				
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				
e Remaining amount distributed out of corpus	127,350.			
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	243,887.			
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			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				54,379.
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)	38,351.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	205,536.			
10 Analysis of line 9				
a Excess from 2006 — 0.				
b Excess from 2007 — 15,986.				
c Excess from 2008 — 28,516.				
d Excess from 2009 — 33,684.				
e Excess from 2010 — 127,350.				

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 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))

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED VARIOUS ENTITIES LEAWOOD KS 66211		various	Various charitable	127,350.
Total			► **3a**	127,350.
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) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	47.	
4 Dividends and interest from securities			14	35,122.	
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	17,693.	
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)				52,862.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 52,862.

(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

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: [signature] Date: 5/3/11 Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
Martha Leonard Voight, CPA	Martha L Voight	04/28/11	X	P00064781

Firm's name ▶ Martha L. Voight CPA — Firm's EIN ▶

Firm's address ▶ 244 Apache Trail W, Lake Quivira KS 66217 — Phone no (913) 432-1002

THOMAS MARTIN FOUNDATION
CONTRIBUTIONS, GIFTS, GRANTS PAID
EIN 48-1222230
12/31/2010

Form 990-PF Part XV, Line 3 a

Name	Address	Status	Purpose	Amount
Ali Kemp Scholarship Fund	Overland Park KS	Public	Self defense instruction for women	1,000
ALS Keith Worthington Foundation	Shawnee Mission, KS	Public	Research/victum assistance	100
Alzehimers Assoc	Kansas City, MO	Public	Clinical research/victum assistance	100
American Red Cross	Kansas City, MO	Public	Social services for disaster relief	3,000
Children's TLC	Kansas City, MO	Public	Social services for children	600
Cornell University	Ithaca, NY	Pvt Op Fdn	Education/scholarships	1,500
Destin Florida "Wine Auction" Foundation	Destin, FL	Public	Public Art	1,800
House of Hope	Orlando, FL	Public	Residential programs for teens	100
Johnson County Library	Lenexa, KS	Public	Exhibit underwriting/capital campaign	18,150
Kappa Kappa Gamma Foundation	Kansas City, MO	Pvt Non-op Fdn	Philanthropic endeavors	5,000
Kauffman Center for Performing Arts	Kansas City, MO	Pvt Op Fdn	Performing arts	15,000
Komen Rally for the Cure	Washington DC	Public	Research/victum support/advocacy	250
Library of Congress-James Madison	Washington DC	Public	Museum/exhibit underwriting	25,500
Mayo Clinic	Rochester, NY	Private Op Fdn	Research/victum support	250
Metropolitan Org to Counter Sexual Abuse	Kansas City, MO	Public	Assist victums/advocacy	1,300
Mission Project	Shawnee Mission, KS	Public	Assist victums/advocacy	500
Nelson Gallery Foundation	Kansas City, MO	Pvt Op Fdn	Exhibit underwriting	13,000
Overland Park Arboretum	Overland Park KS	Pvt Op Fdn	Arts support	10,000
Ronald McDonald House	Kansas City, MO	Pvt Op Fdn.	Children and family assistance	2,600
Safehome, Inc	Kansas City, MO	Public	Children and family assistance	3,500
Starlight Theatre	Kansas City, MO	Public	Arts support	1,000
United Way	Kansas City, MO	Public	Various charitable endeavors	20,000
University Academy	Kansas City, MO	Public	Education/scholarships	1,000
Wild About Harry, Truman Library Fdn	Independence, MO	Public	Exhibit underwriting	1,000
Within the Ribbon-KU Breat Cancer Ctr	Lawrence, KS	Public	Research/victum assistance	1,100
				127,350

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 withheld	482.	482.		
Annual filing fee	40.	40.		
Total	522.	522.		

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

CAPITAL GAINS	18,243.
NON TAXABLE DISTRIBUTIONS	228.
Total	18,471.

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)
850 ISHARES MSCI UNITED KINGDOM	P	Various	02/03/10
190 ISHARES TR S&P GLOBAL 100 INDEX	P	11/16/09	07/08/10
310 ISHARES TR S& P GLOBAL INDUSTRIALS	P	Various	02/03/10
420 ISHARES TR S&P GLOBAL INDUSTRIALS	P	08/24/09	07/13/10
270 ISHARES TR S&P GLOBAL MAT INDEX	P	Various	02/03/10
280 ISHARES TR S&p SMALLCAP 600 GRWTH	P	Various	02/03/10
465 LEGGETT & PLATT INC	P	02/03/10	05/20/10
6 MYLAN INC PFD CONV 6.5%	P	02/03/10	04/13/10
526 MYLAN LABS INC	P	02/03/10	12/14/10
60 OIL SVC HOLDRS TR DEPOSITORY RECPT	P	10/21/09	02/03/10
100 OIL SVC HOLDRS TR DEPOSITARY RCPT	P	10/21/09	05/10/10
50000 FEDERAL FARM CR BKS BONDS 3.875%	P	06/24/08	02/02/10
215 FIDELITY COMWLTH TR NASDAQ COMP INDX	P	06/05/09	08/18/10
580 ISHARES MSCI CDA INDEX FD	P	Various	02/03/10
290 ISHARES R RUSSELL 1000 GROWTH INDX	P	Various	02/03/10
290 ISHARES TR S&P GLOBAL 100 INDEX	P	Various	02/03/10
190 ISHARES TR S&P GLOBAL 100 INDEX	P	01/20/06	07/08/10
320 ISHARES S&P LATIN AMER 40 INDEX	P	Various	02/03/10
180 ISHARES S&P MIDCAP 400/BARRA GRWTH	P	06/19/08	02/03/10
340 ISHARES S&P SMALLCAP 600 GROWTH	P	06/08/09	08/11/10
450 S&P NORTH AMER NAT RESOURCES INDEX	P	Various	02/03/10
330 SECTOR SPDR TR SBI MATERIALS	P	01/20/06	02/03/10
470 SPDR SER MORGAN STANLEY TECH ETF	P	01/20/06	02/03/10
380 SPDR S&P METALS & MNG ETF	P	12/16/08	02/03/10
SPDR GOLD TR GOLD SHARES	P	12/16/08	02/03/10

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)
13,268.		14,289.	-1,021.
10,178.		11,790.	-1,612.
13,861.		13,490.	371.
18,741.		17,317.	1,424.
15,786.		14,291.	1,495.
15,534.		14,688.	846.
10,571.		8,928.	1,643.
8,120.		6,656.	1,464.
10,862.		9,983.	879.
7,363.		7,916.	-553.
75.		0.	75.
52,357.		49,998.	2,359.
18,851.		15,704.	3,147.
14,564.		11,026.	3,538.
14,130.		16,902.	-2,772.
16,876.		19,386.	-2,510.
10,178.		12,263.	-2,085.
14,132.		11,712.	2,420.
13,776.		16,855.	-3,079.
19,580.		16,138.	3,442.
14,979.		11,613.	3,366.
10,276.		10,111.	165.
25,773.		25,516.	257.
18,623.		10,574.	8,049.
10,052.		7,524.	2,528.
Total		354,670.	23,836.

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	
			-1,021.
			-1,612.
0.	0.	0.	371.
			1,424.
0.	0.	0.	1,495.
0.	0.	0.	846.
			1,643.
			1,464.
			879.
			-553.
			75.
			2,359.
			3,147.
0.	0.	0.	3,538.
			-2,772.
			-2,510.

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	
			-2,085.
0.	0.	0.	2,420.
			-3,079.
			3,442.
0.	0.	0.	3,366.
			165.
			257.
			8,049.
			2,528.
Total	0.	0.	23,836.

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 [ ] Stephanie Newkirk 2345 Grand Blvd. #2800 Kansas City MO 64108	Asst Sec 1.00	5,500.	0.	0.
Person [X] Business [ ] T. Bradley Martin 3503 N Sheffield 2N, Chicago, IL 60657	Director 0.00	0.	0.	0.
Person [X] Business [ ] K. Michelle Martin 1819 Belmont Rd NW, Wash DC 20009	Director 0.00	0.	0.	0.
Total		5,500.	0.	0.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lathrop & Gage LLP	Legal operational/inve	6,500.			

Form 990-PF, Page 1, Part I Continued
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		6,500.			

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Martha L. Voight, CPA	Tax preparation	1,402.			
Total		1,402.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COUNTRY CLUB TRUST CO	TRUSTEE ACCOUNT FEES	9,325.			
Total		9,325.			

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

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
FEDERAL HOME LOAN BANKS CONS BD DUE			57,534.	64,304.
FEDERAL NATL MTG ASSN NTS DUE 3/15/			26,051.	25,264.
Total			83,585.	89,568.

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
415 ALPS ETF TR ALERIAN MLP	6,632.	6,669.
965 ISHARES MSCI AUSTRALIA INDEX FUND	13,592.	24,550.
7700 ISHARES INC MSCI CDA INDEX FD	16,495.	23,870.
490 ISHARES MSCI EMU INDEX FUND	18,476.	17,282.

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
1,140 ISHARES MSCI UNITED KINGDOM	18,350.	19,802.
5700 S&P NORTH AMER NATURAL RESOURCES SECTOR FD	19,309.	23,763.
440 ISHARES TR S&P LATIN AMER 40 INDEX FD	15,844.	23,698.
550 ISHARES MSCI GERMANY INDEX FD	11,335.	13,167.
230 ISHARES S&P MIDCAP 400/BARRA GRWTH INDEX	19,682.	23,166.
380 ISHARES RUSSELL 1000 GROWTH INDEX FD	20,856.	21,759.
360 ISHARES S&P GLOBAL MATERIALS INDEX FUND	14,677.	26,370.
100 OIL SERVICE HOLDERS TR DEPOSITARY RECPTS	12,837.	14,053.
120 SPDR GOLF TR GOLD SHS	12,449.	16,646.
630 SPDR SER TR MORGAN STANLEY TECH ETF	32,603.	41,630.
500 SPDR S&P METALS & MNG ETF	18,753.	34,390.
450 SECTOR SPDR TR SHS BEN INT-MATERIALS	13,758.	17,284.
440 AT&T INC	11,255.	12,927.
150 ABBOTT LABS	8,216.	7,187.
295 ARCHER DANIELS MIDLAND CO CONV PFD	13,050.	11,455.
225 BARNES & NOBLE INC	4,659.	3,184.
375 BRISTOL MYERS SQUIBB CO	9,199.	9,930.
335 CENTURYLINK INC	11,581.	15,467.
100 CHEVRON CORPORATION	7,360.	9,125.
175 COCA COLA CO	9,595.	11,510.
475 CONAGRA INC	10,939.	10,726.
145 DIAGEO PLC SPON ADR	9,731.	10,778.
170 DIAMOND OFFSHORE DRILLING INC	14,195.	11,368.
340 DONNELLEY RR & SONS CO	6,916.	5,940.
205 DU PONT E I DE NEMOURS & CO	6,884.	10,225.
550 DUKE ENERGY HOLDING CORP	9,174.	9,795.
250 FEDERATED INVS INC PA	6,688.	6,543.
355 FOOT LOCKER INC	4,506.	6,965.
700 GENERAL ELECTRIC CO	11,697.	12,803.
510 INTEL CORP	10,057.	10,725.
260 LINEAR TECHNOLOGY CORP	7,025.	8,993.
330 MATTEL INC	6,910.	8,392.
150 MERCURY GENERAL CORP	6,170.	6,451.
210 MICROSOFT CORP	6,048.	5,861.
340 MICROCHIP TECHNOLOGY INC	9,163.	11,631.
370 NYSE EURONEXT	8,850.	11,093.
555 NEW YORK COMMUNITY BANCORP INC	8,231.	10,462.
210 NUCOR	8,682.	9,202.
115 PPL CORP CORP UNIT	6,572.	6,318.
305 PAYCHEX INC	9,010.	9,428.
475 PFIZER INC	8,864.	8,317.
260 SOUTHERN CO	8,325.	9,940.
260 SUNOCO INC	6,887.	10,481.
345 SYSCO CORP	9,598.	10,143.
235 TOTAL S A SPONSORED ADR	13,109.	12,568.
370 UNITRIN INC	8,606.	9,080.
350 VANGUARD INTL EQUITY INDEX FUNDS ETF	14,498.	16,705.
330 WASTE MANAGEMENT INC	10,745.	12,167.
Total	588,643.	701,984.

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
50,000 AMGEN INC SR NOTE 4.85% DUE 11/18/2014	50,490.	54,945.
1500 NEXTERA ENERGY SUB DEB PFD	38,641.	38,565.
50,000 JPMORGAN CHASE & CO 5.125%	49,831.	53,204.
50,000 COCA COLA CO 5.35% DUE 11/15/2017	51,687.	56,571.
35,000 BOEING CO SR NOTE 4.875% DYE 02/15/2020	35,486.	37,677.
Total	226,135.	240,962.