



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

OMB No 1545-0052

2010

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

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 LANCE ROBERT MCLENDON FOUNDATION		A Employer identification number 63-1269799
Number and street (or P O box number if mail is not delivered to street address) 10 INNISBROOK LANE	Room/suite	B Telephone number 205-991-1050
City or town, state, and ZIP code SHOAL CREEK, AL 35242		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 895,390. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	175,571.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	15,022.	15,022.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	78,484.			
	b Gross sales price for all assets on line 6a	887,637.			
	7 Capital gain net income (from Part IV, line 2)		78,484.		
	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	269,077.	93,506.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	1,585.	1,585.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	118.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,491.	1,491.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,194.	3,076.		0.
	25 Contributions, gifts, grants paid	44,000.			44,000.
26 Total expenses and disbursements Add lines 24 and 25	47,194.	3,076.		44,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	221,883.				
b Net investment income (if negative, enter -0-)		90,430.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		192,376.	173,058.	173,058.
	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				
	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	STMT 5	852,727.	1,093,928.	722,332.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)		1,045,103.	1,266,986.	895,390.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	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.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		1,045,103.	1,266,986.	
	30	Total net assets or fund balances		1,045,103.	1,266,986.	
	31	Total liabilities and net assets/fund balances		1,045,103.	1,266,986.	

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	1,045,103.
2	Enter amount from Part I, line 27a	2	221,883.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,266,986.
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	1,266,986.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 887,637.		809,153.	78,484.

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			
b			
c			
d			
e			78,484.

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	78,484.
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	48,082.	645,833.	.074450
2008	55,087.	733,633.	.075088
2007	55,595.	903,735.	.061517
2006	35,000.	676,764.	.051717
2005	28,403.	515,322.	.055117

2 Total of line 1, column (d)	2	.317889
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	.063578
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	747,262.
5 Multiply line 4 by line 3	5	47,509.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	904.
7 Add lines 5 and 6	7	48,413.
8 Enter qualifying distributions from Part XII, line 4 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.	8	48,413.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	904.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	904.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	904.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,734.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,734.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	830.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 830. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AL		
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

N/A

STMT 6

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address **► N/A**

14 The books are in care of **► BENSON R. MCLENDON** Telephone no. **► 205-991-1050**
 Located at **► 104 INVERNESS CENTER PLACE, BIRMINGHAM, AL** ZIP+4 **► 35242**

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**

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	Yes	No
		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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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

Form 990-PF (2010)

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

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BENSON R. MCLENDON 10 INNISBROOK LANE SHOAL CREEK, AL 35242	PRESIDENT 0.00	0.	0.	0.
AMY M. MCLEVAINE 1066 KNOLLWOOD DRIVE BIRMINGHAM, AL 35242	VICE PRESIDENT 0.00	0.	0.	0.
JOAN G. MCLENDON 10 INNISBROOK LANE SHOAL CREEK, AL 35242	SECRETARY AND 0.00	TREASURER 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

Form 990-PF (2010)

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	484,039.
b	Average of monthly cash balances	1b	274,603.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	758,642.
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	758,642.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,380.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	747,262.
6	Minimum investment return. Enter 5% of line 5	6	37,363.

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	37,363.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	904.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	904.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,459.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	36,459.
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	36,459.

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	48,413.
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	48,413.
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	904.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	47,509.

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.

Form 990-PF (2010)

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				36,459.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	4,831.			
b From 2006	3,896.			
c From 2007	14,218.			
d From 2008	18,541.			
e From 2009	16,026.			
f Total of lines 3a through e	57,512.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	48,413.			
a Applied to 2009, but not more than line 2a			0.	
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				36,459.
e Remaining amount distributed out of corpus	11,954.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	4,413.			4,413.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	65,053.			
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				0.
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	418.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	64,635.			
10 Analysis of line 9:				
a Excess from 2006	3,896.			
b Excess from 2007	14,218.			
c Excess from 2008	18,541.			
d Excess from 2009	16,026.			
e Excess from 2010	11,954.			

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				
CROHN'S & COLITIS FOUNDATION OF AMERICA	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
TROY STATE UNIVERSITY FOUNDATION	NONE	PUBLIC CHARITY	GENERAL FUND	30,000.
CAMPUS OUTREACH	NONE	RELIGIOUS	GENERAL FUND	4,000.
Total			▶ 3a	44,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.


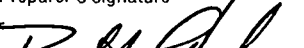
Part XVII. Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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		5/10/11 Date		SECRETARY Title
Paid Preparer Use Only	Print/Type preparer's name Robert L. Holman		Preparer's signature 		Date 5/8/11
	Check <input type="checkbox"/> if self-employed			PTIN P00090517	
	Firm's name ▶ SELLERS RICHARDSON HOLMAN & WEST, LLP 216 SUMMIT BOULEVARD, STE 300			Firm's EIN ▶	
	Firm's address ▶ BIRMINGHAM, AL 35243			Phone no. 205-278-0001	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2010

Name of the organization

Employer identification number

LANCE ROBERT MCLENDON FOUNDATION

63-1269799

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

LANCE ROBERT MCLENDON FOUNDATION

63-1269799

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MR. & MRS. TOMMY JACKSON 119 SWAN LAKE CIRCLE BIRMINGHAM, AL 35242	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MR. & MRS. BENSON R. MCLENDON 10 INNISBROOK LANE SHOAL CREEK, AL 35242	\$ 47,714.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	JOAN MCLENDON 10 INNISBROOK LANE SHOAL CREEK, AL 35242	\$ 117,357.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

LANCE ROBERT MCLENDON FOUNDATION

63-1269799

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	VARIOUS SECURITIES: SEE ATTACHED	\$ 47,714.	02/08/10
3	VARIOUS SECURITIES: SEE ATTACHED	\$ 117,357.	12/09/10
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

LANCE ROBERT MCLENDON FOUNDATION**63-1269799**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

LANCE ROBERT MCLENDON FOUNDATION

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	WELLS FARGO SHORT TERM (4655-7506) (SEE ATTACHMEN	P	VARIOUS	VARIOUS
b	WELLS FARGO LONG TERM (4655-7506) (SEE ATTACHMENT	P	VARIOUS	VARIOUS
c	WELLS FARGO OPTIONS- SHORT TERM (4655-7506) (SEE	P	VARIOUS	VARIOUS
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 714,194.		686,920.	27,274.
b 78,255.		56,493.	21,762.
c 95,188.		65,740.	29,448.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a			27,274.
b			21,762.
c			29,448.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	78,484.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO (4655-7506)	15,022.	0.	15,022.
TOTAL TO FM 990-PF, PART I, LN 4	15,022.	0.	15,022.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,585.	1,585.		0.
TO FORM 990-PF, PG 1, LN 16B	1,585.	1,585.		0.

FORM 990-PF	TAXES	STATEMENT	3
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	118.	0.		0.
TO FORM 990-PF, PG 1, LN 18	118.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	1,491.	1,491.		0.
TO FORM 990-PF, PG 1, LN 23	1,491.	1,491.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	1,093,928.	722,332.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,093,928.	722,332.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	6
-------------	---	-----------	---

NAME OF CONTRIBUTOR	ADDRESS
MR. AND MRS. BENSON R. MCLENDON	10 INNISBROOK LANE SHOAL CREEK, AL 35242
MR. AND MRS. TOMMY JACKSON	119 SWAN LAKE CIRCLE BIRMINGHAM, AL 35242

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	7
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BENSON R. MCLENDON
104 INVERNESS CTR PL, STE 100
BIRMINGHAM, AL 35242

TELEPHONE NUMBER

(205)991-1050

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE IN WRITTEN FORM AND INCLUDE INFORMATION REGARDING THE PURPOSE OF THE APPLICATION AND THE ENTITY MAKING THE APPLICATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Joan & Mac McLendon	Shares	Cost Basis	Sales Price	FMV
Amazon	37	2,768.18	118.78	4,394.86
Autozone	14	2,262.17	158.20	2,214.73
BHP Billiton LTD	40	1,632.15	68.70	2,747.80
Cognizant Technoogy	81	2,369.88	43.80	3,547.40
Companhia Siderurgica Nacional	80	1,262.13	29.30	2,344.00
DirectTV	90	2,106.98	30.45	2,740.50
Infosys Technologies	65	1,742.00	51.34	3,337.10
International Business Machine Corp	30	2,700.42	122.48	3,674.40
Kohls Corp	45	1,550.70	49.41	2,223.23
Occidental Pete Corp	45	2,843.70	55.58	2,501.10
Oracle Corp	155	2,958.17	23.38	3,623.13
Praxair Inc	40	2,950.00	75.08	3,003.20
Precision Castparts Corp	36	2,945.65	106.33	3,827.88
Southern Copper Corp	125	1,939.45	27.99	3,498.75
Southwestern Energy Co	100	3,028.97	42.28	4,035.88
Total		35,060.55		47,713.95

Joan McLendon	Shares	Cost Basis	Sales Price	FMV
Coca-Cola Company	500	23,574.23	64.74	32,367.50
International Business Machine Corp	400	7,408.00	144.73	57,892.00
Powershares QQQ ETF Series 1	500	16,198.57	54.20	27,097.50
Total		47,180.80		117,357.00

Realized Gain/Loss

Page 21 of 37

As of Date: 2/11/11

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Realized Gain/Loss Detail for Year

Short Term							GAIN/LOSS	
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST		
ABBOTT LABORATORIES	500.00000	44.8779	04/03/09	01/12/10	24,999.69	22,438.95	2,560.74	
AMER EXP CENTURION BK CD								
SALT LK CITY UT ACT/365								
FDIC INSURED								
CPN 3.750% DUE 12/10/10								
DTD 12/10/08 FC 06/10/09	32,000.00000	100.3650	10/27/10	12/10/10	32,000.00	32,116.80	-116.80	
AMER EXP CENTURION BK CD								
SALT LAKE CITY UT ACT/365								
FDIC INSURED								
CPN 1.600% DUE 10/01/10								
DTD 04/01/09 FC 10/01/09	50,000.00000	100.1000	08/25/10	10/01/10	50,000.00	50,050.00	-50.00	
AMER EXPRESS CENT BK CD								
SALT LK CITY UT ACT/365								
FDIC INSURED								
CPN 0.500% DUE 01/21/10								
DTD 10/21/09 FC 01/21/10	75,000.00000	100.0000	10/16/09	01/21/10	75,000.00	75,000.00	0.00	
AUTOZONE INC	14.00000	161.5836	04/09/09	02/08/10	2,219.98	2,262.17	-42.19	
BHP BILLITON LTD								
SPON ADR	40.00000	40.8045	03/11/09	02/08/10	2,755.58	1,632.15	1,123.43	
CAPITAL ONE BANK USA CD								
GLEN ALLEN VA ACT/365								
FDIC INSURED								
CPN 4.250% DUE 11/19/10								
DTD 11/19/08 FC 05/19/09	11,000.00000	100.1934	10/27/10	11/19/10	11,000.00	11,021.28	-21.28	
CATERPILLAR FIN SERV CRP								
NOTES								
CPN 4.150% DUE 01/15/10								
DTD 01/14/05 FC 07/15/05	5,000.00000	100.9120	10/05/09	01/15/10	5,000.00	5,045.60	-45.60	



001 / PBIR / PBMA

Realized Gain/Loss

Page 22 of 37

As of Date: 2/11/11

WELLS
FARGO

ADVISORS

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Short Term	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION								
CATERPILLAR FIN SERV CRP								
NOTES								
CPN 5.050% DUE 12/01/10								
DTD 12/05/05 FC 06/01/06		25,000 00000	102.0310	05/24/10	12/01/10	25,000 00	25,507 75	-507 75
CATERPILLAR FIN SERV CRP								
POWER NOTES								
QUARTERLY PAY								
CPN 4.500% DUE 06/15/10								
DTD 12/31/07 FC 03/15/08		15,000 00000	102.1800	08/19/09	06/15/10	15,000 00	15,327 00	-327 00
CATERPILLAR FINANCIAL SE								
POWER NOTES								
SEMI-ANNUAL PAY								
CPN 5.650% DUE 12/15/10								
DTD 12/26/08 FC 06/15/09		12,000 00000	102.1840	06/22/10	12/15/10	12,000 00	12,262 08	-262 08
CISCO SYSTEMS INC		248 00000	18.2878	04/03/09	01/15/10	5,483 30	4,535 37	947 93
COCA-COLA COMPANY		500 00000	53.4766	03/02/10	11/26/10	29,414 49	26,738.30	2,676 19
		200 00000	54.3963	03/09/10	11/26/10	11,765 81	10,879 26	886 55
Subtotal		700.00000				41,180.30	37,617.56	3,562.74
COGNIZANT TECHNOLOGY								
SOLUTIONS CORP CL A		81 00000	29.2581	07/22/09	02/08/10	3,568 81	2,369 88	1,198 93
COMCAST CORP								
NOTES								
CPN 5.850% DUE 01/15/10								
DTD 01/10/03 FC 07/15/03		1,000 00000	100.5890	11/30/09	01/15/10	1,000 00	1,005 89	-5 89
COMPANHIA SIDERURGICA								
NACIONAL SPON ADR RPSTG								
ORD SHS		80 00000	15.7769	02/12/09	02/08/10	2,342 37	1,262 13	1,080 24
CONOCOPHILLIPS		400 00000	50.9576	10/14/09	03/02/10	19,821 22	20,383.04	-561 82

001 / PBIR / PBMA

Realized Gain/Loss

Page 23 of 37

As of Date: 2/11/11

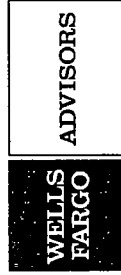
Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Short Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
ENTERPRISE PRODUCTS OPER									
SENIOR NOTES									
CALLABLE									
CPN 4.950% DUE 06/01/10	25,000.00000	100.5230	04/13/10	06/01/10	25,000.00	25,130.75	-130.75		
DTD 06/01/05 FC 12/01/05									
FEDERAL HOME LN MTG CORP									
NOTES									
CALLABLE									
CPN 3.000% DUE 04/21/14									
DTD 04/21/09 FC 10/21/09									
CALL 04/21/10 @ 100.000	50,000.00000	100.4420	10/14/09	04/21/10	50,000.00	50,221.00	-221.00		
FEDERAL HOME LN MTG CORP									
MEDIUM TERM NOTE									
CALLABLE									
CPN 3.000% DUE 02/04/14									
DTD 02/04/09 FC 08/04/09									
CALL 02/04/10 @ 100.000	50,000.00000	100.4860	10/14/09	02/04/10	50,000.00	50,243.00	-243.00		
FINANCIAL SELECT ETF									
SECTOR SPDR	2,500.00000	12.2400	07/20/09	03/03/10	37,107.77	30,600.00	6,507.77		
GENERAL ELECTRIC COMPANY	1,000.00000	18.1893	03/17/10	04/23/10	18,960.07	18,189.30	770.77		
INFOSYS TECHNOLOGIES									
SP ADR	65.00000	26.8000	02/12/09	02/08/10	3,347.45	1,742.00	1,605.45		
INTERNATIONAL BUSINESS									
MACHINE CORP	9.00000	93.9358	02/12/09	02/08/10	1,103.12	845.41	257.71		
	21.00000	88.3338	03/03/09	02/08/10	2,573.95	1,855.01	718.94		
Subtotal	30.00000				3,677.07	2,700.42	976.65		
KOHL'S CORP	45.00000	34.4604	03/03/09	02/08/10	2,225.22	1,550.70	674.52		
LOWES COS INC									
NOTES									
CPN 8.250% DUE 06/01/10									
DTD 06/05/00 FC 12/01/00	20,000.00000	104.9910	09/15/09	06/01/10	20,000.00	20,998.20	-998.20		



001 / PBIR / PBMA

Realized Gain/Loss



Account Number: 4655-7506
Command Account Number: 9083571671
LANCE ROBERT MCLENDON
FOUNDATION

Short Term Continued						
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST
MCDONALDS CORP	300 00000	63 8965	02/02/10	08/27/10	20,276 66	19,168 95
OCCIDENTAL PETE CORP	23 00000	69 2875	07/22/09	02/08/10	1,777 88	1,593 61
PRECISION CASTPARTS CORP	36 00000	81 8242	06/18/09	02/08/10	3,836 85	2,945 65
REPUBLIC BANK CD BOUNTIFUL UT ACT/365 FDIC INSURED						
CPN 4 150% DUE 10/22/10						
DTD 10/22/08 FC 11/22/08	20,000 00000	100 0821	10/08/10	10/22/10	20,000 00	20,016 43
SCHLUMBERGER LTD	400 00000	56 6574	07/20/09	04/13/10	25,916 32	22,662 96
	100 00000	62 9166	02/08/10	04/13/10	6,479 08	6,291 66
Subtotal	500.00000				32,395.40	28,954.62
SOUTHERN COPPER CORP	125 00000	15 5157	02/12/09	02/08/10	3,525 38	1,939 45
THE SOUTHERN COMPANY	800 00000	30 7888	04/03/09	01/15/10	26,559 67	24,631 04
US BANCORP						
NOTES						
CPN 4 500% DUE 07/29/10						
DTD 07/29/05 FC 01/29/06	20,000 00000	101 4980	03/09/10	07/29/10	20,000 00	20,299 60
WAL-MART STORES						
SENIOR NOTES						
CPN 4 750% DUE 08/15/10						
DTD 08/15/05 FC 02/15/06	2,000 00000	100 8870	05/24/10	08/16/10	2,000 00	2,017 74
WEATHRFORD INTERNATIONAL						
LTD REG	1,000 00000	16 1399	02/02/10	03/03/10	17,133 08	16,139 90
WESTERN BK CD COAHOMA TX ACT/365 FDIC INSURED						
CPN 0 500% DUE 04/09/10						
DTD 10/09/09 FC 11/09/09	28,000 00000	100 0000	10/05/09	04/09/10	28,000 00	28,000 00
Total - Short Term					\$714,193.75	\$686,920.01
						\$27,273.74

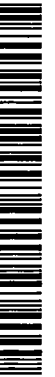
Realized Gain/Loss

Page 25 of 37

As of Date: 2/11/11

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Long Term									
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
AMAZON COM INC	37 00000	74 8161	04/10/08	02/08/10	4,401 09	2,768 18	1,632 91		
CISCO SYSTEMS INC	59 00000	17 5500	04/05/05	01/15/10	1,304 46	1,035 45	269 01		
	82 00000	17 7200	12/01/05	01/15/10	1,812 98	1,453 04	359 94		
	15 00000	17 4400	01/03/06	01/15/10	331 63	261 60	70 03		
	66.00000	21 4400	05/03/06	01/15/10	1,459 23	1,415 04	44.19		
	2 00000	19 9300	06/19/06	01/15/10	44 20	39 86	4 34		
	73 00000	23 8000	10/19/06	01/15/10	1,614 00	1,737 40	-123.40		
	180 00000	26 2993	03/08/07	01/15/10	3,979 75	4,733 87	-754.12		
	198 00000	26 2918	04/24/07	01/15/10	4,377 72	5,205 78	-828 06		
	277 00000	17 9471	10/30/08	01/15/10	6,124 40	4,971.35	1,153 05		
Subtotal	952.00000				21,048.37	20,853.39	194.98		
DIRECTV									
CLASS A COMMON	90 00000	23 4111	01/06/09	02/08/10	2,736 91	2,106 98	629 93		
INTERNATIONAL BUSINESS MACHINE CORP	100 00000	74 0800	03/12/03	12/13/10	14,461 08	7,408 00	7,053.08		
OCCIDENTAL PETE CORP	22 00000	56 8228	12/19/08	02/08/10	1,700 57	1,250 09	450 48		
ORACLE CORPORATION	155 00000	19 0850	08/21/07	02/08/10	3,619 82	2,958 17	661 65		
POWERSHARES QQQ ETF SERIES 1	500 00000	32 0584	10/21/08	12/13/10	27,276 94	16,198 57	11,078 37		
PRAXAIR INC	40 00000	73 7500	08/21/07	02/08/10	3,009 98	2,950 00	59 98		
Total - Long Term					\$78,254.76	\$56,493.38	\$21,761.38		



001 / PBIR / PBMA

Realized Gain/Loss

Page 26 of 37

As of Date: 2/11/11

WELLS
FARGO

ADVISORS

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Option Activity Gain/Loss Detail for Year

Short Term	DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	CALL ABBOTT LABS \$57.50 EXP 08/21/10	-4.00000	2.0000	01/22/10	04/13/10	799.98	184.00	615.98
	CALL ABBOTT LABS \$57.50 EXP 11/20/10	-6.00000	1.0200	04/13/10	10/13/10	611.98	42.00	569.98
	CALL AUTOMATIC DATAPRO \$43 EXP 11/20/10	-8.00000	1.5000	06/03/10	10/11/10	1,199.97	560.00	639.97
		-7.00000	1.5000	06/03/10	10/11/10	1,049.98	490.00	559.98
	Subtotal	-15.00000				2,249.95	1,050.00	1,199.95
	CALL AUTOMATIC DATAPRO \$43 EXP 08/21/10	-5.00000	1.2500	03/02/10	06/03/10	624.99	450.00	174.99
	CALL AUTOMATIC DATAPRO \$44 EXP 08/21/10	-2.00000	1.3000	03/09/10	06/03/10	259.99	110.00	149.99
	CALL CHEVRON CORP \$75 EXP 06/19/10	-4.00000	7.6000	11/18/09	03/17/10	3,039.92	1,076.00	1,963.92
	CALL CHEVRON CORP \$75 EXP 01/22/11	-4.00000	5.2000	03/17/10	12/09/10	2,079.97	4,780.00	-2,700.03
	CALL CISCO SYSTEMS \$23 EXP 12/18/10	-15.00000	0.9300	10/19/10	12/09/10	1,394.97	15.00	1,379.97
	CALL COCA-COLA COMPANY \$55 EXP 08/21/10	-5.00000	1.6300	03/02/10	06/03/10	814.98	435.70	379.28
		-2.00000	1.9100	03/09/10	06/03/10	381.99	174.28	207.71
	Subtotal	-7.00000				1,196.97	609.98	586.99
	CALL CONOCOPHILLIPS \$50 EXP 01/22/11	-4.00000	6.8000	10/14/09	03/02/10	2,719.93	1,660.00	1,059.93
	CALL FINANCIAL SECTOR \$12 EXP 01/22/11	-25.00000	2.2400	07/20/09	03/03/10	5,599.85	8,125.00	-2,525.15
	CALL GENERAL ELECTRIC CO \$19 EXP 09/18/10	-10.00000	0.9700	03/17/10	04/23/10	969.98	1,230.00	-260.02

001 / PBIR / PBMA

Realized Gain/Loss

Page 27 of 37

As of Date: 2/11/11

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Short Term	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION								
CALL INTEL CORP								
\$21 EXP 04/17/10		-15 00000	1 0633	11/18/09	02/02/10	1,594 90	825 00	769 90
CALL INTEL CORP								
\$22 EXP 07/17/10		-20 00000	0 6400	02/02/10	04/13/10	1,279 98	2,860 00	-1,580 02
CALL INTEL CORP								
\$22 50 EXP 01/22/11		-20 00000	1 9800	04/13/10	11/30/10	3,959 93	600 00	3,359 93
CALL JOHNSON & JOHNSON								
\$65 EXP 07/17/10		-4 00000	1 7700	02/08/10	05/24/10	707 99	168 00	539 99
CALL JOHNSON & JOHNSON								
\$65 EXP 01/22/11		-4 00000	2 2200	05/24/10	11/30/10	887 98	100 00	787 98
CALL LOWES COMPANIES								
\$21 EXP 04/17/10		-12 00000	2 2000	11/18/09	03/03/10	2,639 93	3,480 00	-840 07
CALL LOWES COS								
\$22 50 EXP 01/22/11		-12 00000	2 9700	03/03/10	11/30/10	3,563 95	1,320 00	2,243 95
CALL PEPSICO								
\$65 EXP 01/22/11		-5 00000	4 2000	04/13/10	11/30/10	2,099 96	585 00	1,514 96
CALL PEPSICO INC								
\$62 50 EXP 07/17/10		-5 00000	2 1000	01/22/10	04/13/10	1,049 98	2,185 00	-1,135 02
CALL PROCTOR & GAMBLE								
\$65 EXP 01/22/11		-6 00000	2 3800	04/13/10	11/30/10	1,427 97	144 00	1,283 97
CALL SCHLUMBERGER LTD								
\$65 EXP 08/21/10		-5 00000	5 6000	02/08/10	04/13/10	2,799 96	2,225 00	574 96
CALL SCHLUMBERGER LTD								
\$60 EXP 02/20/10		-4 00000	5 8000	07/20/09	02/08/10	2,319 94	1,368 00	951 94
CALL SOUTHWEST AIRLINES								
\$12 50 EXP 01/22/11		-15 00000	1 2500	05/24/10	11/30/10	1,874 96	1,740 00	134 96
CALL SOUTHWESTERN ENERGY								
\$43 EXP 03/20/10		-1 00000	2 1500	02/08/10	03/19/10	214 99	5 00	209 99
CALL SOUTHWESTERN ENERGY								
\$44 EXP 09/18/10		-1 00000	1 6000	05/24/10	08/19/10	159 99	4 00	155 99



001 / PBIR / PBMA

Realized Gain/Loss

Page 28 of 37

As of Date: 2/11/11

WELLS
FARGO

ADVISORS

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Short Term	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION								
CALL SOUTHWESTERN ENERGY								
\$40 EXP 03/19/11		-1.00000	2.0300	08/19/10	12/30/10	202.99	109.00	93.99
CALL SOUTHWESTERN ENERGY								
\$43 EXP 06/19/10		-1.00000	1.7500	03/19/10	05/24/10	174.99	30.00	144.99
CALL WAL-MART STORES INC								
\$55 EXP 09/18/10		-8.00000	2.1400	02/02/10	06/03/10	1,711.97	600.00	1,111.97
CALL WAL-MART STORES INC								
\$50 EXP 03/20/10		-3.00000	2.9200	07/20/09	02/02/10	875.97	1,215.00	-339.03
CALL WAL-MART STORES INC								
\$55 EXP 03/20/10		-5.00000	1.3000	09/22/09	02/02/10	649.98	345.00	304.98
CALL WAL-MART STORES INC								
\$55 EXP 01/22/11		-8.00000	1.7400	06/03/10	11/30/10	1,391.97	720.00	671.97
CALL WEATHERFORD INTL								
\$16 EXP 08/21/10		-10.00000	2.0900	02/02/10	03/03/10	2,089.97	2,610.00	-520.03
PUT AMERICAN EXPRESS								
\$20 EXP 01/22/11		-12.00000	0.9600	05/24/10	06/21/10	1,151.98	468.00	683.98
PUT AMERICAN EXPRESS								
\$17.50 EXP 01/22/11		-12.00000	0.5400	02/08/10	03/09/10	647.99	336.00	311.99
PUT AMERICAN EXPRESS CO								
\$25 EXP 07/17/10		-8.00000	0.9000	11/30/09	02/02/10	719.98	344.00	375.98
PUT AMERICAN EXPRESS CO								
\$35 EXP 12/18/10		-10.00000	0.6900	10/19/10	10/27/10	689.98	320.00	369.98
PUT ANADARKO PETROLEUM								
\$45 EXP 05/22/10		-6.00000	1.5500	11/18/09	01/04/10	929.97	390.00	539.97
PUT ANADARKO PETROLEUM								
\$45 EXP 08/21/10		-6.00000	1.2500	01/04/10	03/01/10	749.98	276.00	473.98
PUT AUTOMATIC DATAPRO								
\$37 EXP 05/22/10		-5.00000	0.8500	11/30/09	03/01/10	424.98	150.00	274.98
PUT BEST BUY CO INC								
\$35 EXP 03/19/11		-10.00000	1.0700	10/27/10	12/30/10	1,069.98	2,280.00	-1,210.02

001 / PBIR / PBMA

Realized Gain/Loss

Page 29 of 37

As of Date: 2/11/11

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Short Term	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION								
PUT BHP BILLITON ADR								
\$40 EXP 08/21/10		-6 00000	0 5500	02/08/10	03/01/10	329 99	150 00	179 99
PUT BHP BILLITON LTD								
\$45 EXP 01/22/11		-6 00000	1 2000	03/02/10	04/13/10	719 99	450 00	269 99
PUT CISCO SYSTEMS								
\$17 50 EXP 01/22/11		-12 00000	0 7000	02/08/10	03/03/10	839 98	524 04	315 94
PUT CISCO SYSTEMS INC								
\$15 EXP 01/21/12		-30 00000	1 1000	08/19/10	10/13/10	3,299 94	2,310 00	989 94
PUT COCA-COLA CO								
\$40 EXP 01/22/11		-5 00000	0 7600	03/02/10	08/09/10	379 99	170 00	209 99
PUT CONOCOPHILLIPS								
\$35 EXP 01/22/11		-6 00000	1 0000	03/02/10	04/13/10	599 99	294 00	305 99
PUT DISNEY WALT COMPANY								
\$25 EXP 07/17/10		-7 00000	0 6100	01/22/10	03/01/10	426 99	217 00	209 99
PUT GENERAL ELECTRIC								
\$10 EXP 01/22/11		-25 00000	0 4600	02/08/10	03/01/10	1,149 98	752 00	397 98
PUT GENERAL ELECTRIC								
\$12.50 EXP 01/22/11		-20 00000	0 3800	03/17/10	04/23/10	759 99	720 00	39 99
PUT GENERAL ELECTRIC CO								
\$12.50 EXP 06/19/10		-15 00000	0 6300	11/30/09	02/02/10	944 97	270 00	674 97
PUT INTEL CORP								
\$17 50 EXP 01/22/11		-20 00000	0 6200	04/13/10	10/27/10	1,239 97	620 00	619 97
PUT JOHNSON & JOHNSON								
\$50 EXP 07/17/10		-4 00000	0 6500	11/30/09	02/02/10	259 99	140 00	119 99
PUT MICROSOFT CORP								
\$25 EXP 10/16/10		-20.00000	0 7200	03/17/10	04/21/10	1,439 98	780 00	659 98
PUT MICROSOFT CORP								
\$25 EXP 07/17/10		-8 00000	0 6100	01/22/10	03/17/10	487 99	272 00	215 99
PUT MICROSOFT CORP								
\$25 EXP 01/22/11		-30 00000	0 7500	04/21/10	12/09/10	2,249.96	600 00	1,649 96

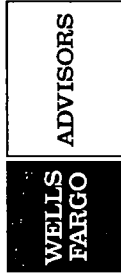


001 / PBIR / PBMA

Realized Gain/Loss

Page 30 of 37

As of Date: 2/11/11



Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Short Term		Continued						
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS	
PUT MKT VCTRS GOLD MNRS								
\$30 EXP 01/22/11	-15.00000	0.7300	04/21/10	06/22/10	1,094.98	750.00	344.98	
PUT PEPSICO INC								
\$50 EXP 10/16/10	-5.00000	0.7100	03/02/10	04/13/10	354.99	170.00	184.99	
PUT PETROHAWK ENERGY								
\$14 EXP 03/19/11	-25.00000	0.7704	10/27/10	11/30/10	1,925.96	1,150.00	775.96	
PUT PROCTOR & GAMBLE								
\$52.50 EXP 07/17/10	-3.00000	1.0400	01/22/10	03/01/10	311.99	162.00	149.99	
PUT PROCTOR & GAMBLE								
\$50 EXP 10/16/10	-6.00000	0.6700	03/02/10	04/13/10	401.99	252.00	149.99	
PUT SCHLUMBERGER LTD								
\$45 EXP 08/21/10	-5.00000	0.7900	03/02/10	04/13/10	394.99	195.00	199.99	
PUT SCHLUMBERGER LTD								
\$45 EXP 11/20/10	-6.00000	2.6300	05/24/10	06/21/10	1,577.97	780.00	797.97	
PUT SCHLUMBERGER LTD								
\$50 EXP 11/20/10	-5.00000	1.0700	08/09/10	09/20/10	534.99	370.00	164.99	
PUT SCHLUMBERGER LTD								
\$52.50 EXP 08/21/10	-5.00000	1.1200	07/12/10	08/09/10	559.99	40.00	519.99	
PUT SCHLUMBERGER LTD								
\$50 EXP 02/19/11	-5.00000	2.1700	09/20/10	10/11/10	1,084.98	660.00	424.98	
PUT SCHLUMBERGER LTD								
\$55 EXP 07/17/10	-5.00000	0.8600	06/22/10	07/12/10	429.99	90.00	339.99	
PUT SCHLUMBERGER LTD								
\$45 EXP 07/22/11	-10.00000	1.3300	04/13/10	04/23/10	1,329.97	900.00	429.97	
	-5.00000	1.0800	04/21/10	04/23/10	539.99	450.00	89.99	
Subtotal	-15.00000				1,869.96	1,350.00	519.96	
PUT SOUTHWESTERN ENERGY								
\$30 EXP 06/19/10	-7.00000	1.1500	11/30/09	01/04/10	804.97	280.00	524.97	

001 / PBIR / PBMA

Realized Gain/Loss

Page 31 of 37

As of Date: 2/11/11

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Short Term		Continued									
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS				
PUT SOUTHWESTERN ENERGY											
\$25 EXP 01/22/11	-8 00000	0 7500	01/22/10	08/09/10	599 99	368 00	231 99				
	-8 00000	0 7000	04/21/10	08/09/10	559 99	368 00	191 99				
Subtotal	-16.00000				1,159.98	736.00	423.98				
PUT UNION PACIFIC											
\$50 EXP 08/21/10	-4 00000	1 0000	01/22/10	03/09/10	399 99	200 00	199 99				
PUT UNITED PARCEL SRVC											
\$55 EXP 04/16/11	-6 00000	1 3100	10/27/10	12/30/10	785 98	174 00	611 98				
PUT WEATHERFORD INTL											
\$13 EXP 08/21/10	-12 00000	0 5100	03/03/10	03/17/10	611 99	396 00	215 99				
PUT 3M CO											
\$60 LT EXP 07/17/10	-3 00000	1 4500	11/30/09	02/02/10	434 98	210 00	224 98				
PUT 3M CO											
\$55 LT EXP 07/17/10	-4 00000	0 5600	02/08/10	03/01/10	223 99	116 00	107 99				
PUT 3M COMPANY											
\$60 EXP 01/21/12	-8 00000	4 3500	08/19/10	09/20/10	3,479 94	2,256 00	1,223 94				
Total - Short Term					\$95,187.87	\$65,740.02	\$29,447.85				



001 / PBIR / PBMA