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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 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

The Stanfield Foundation
86 N Sunny Slope Circle
Spring, TX 77381-6520

H Check type of organization 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) **► \$ 156,664.** J Accounting method Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number
73-1412624

B Telephone number (see the instructions)
(281) 224-7089

C If exemption application is pending, check here ►

D If foreign organizations, check here ►

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 ►

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 ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,180.	3,180.	3,180.	
	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	3,529.			
	7 Capital gain net income (from Part IV, line 2)		3,529.		
	8 Net short-term capital gain			557.	
	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	6,709.	6,709.	3,737.	
	13 Compensation of officers, directors, trustees, etc	4,500.	4,500.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
ADMINISTRATIVE EXPENSES	16a Legal fees (attach schedule) b Accounting fees (attach sch) See St 1 c Other prof fees (attach sch) See St 2	675.	675.		
	17 Interest	1,957.	1,957.		
	18 Taxes (attach schedule)(see instr)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	232.	232.		
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	7,364.	7,364.		
	25 Contributions, gifts, grants paid Part XV	7,000.			7,000.
	26 Total expenses and disbursements. Add lines 24 and 25	14,364.	7,364.	0.	7,000.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-7,655.	0.		3,737.

X5

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		964.	964.	
	2	Savings and temporary cash investments				
	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)				
	b	Investments – corporate stock (attach schedule)	153,969.	138,036.	155,700.	
	c	Investments – corporate bonds (attach schedule)				
	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)	153,969.	139,000.	156,664.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe	7,314.			
	23	Total liabilities (add lines 17 through 22)	7,314.	0.		
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X			
	27	Capital stock, trust principal, or current funds	214,375.	214,375.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	-67,720.	-75,375.		
	30	Total net assets or fund balances (see the instructions)	146,655.	139,000.		
	31	Total liabilities and net assets/fund balances (see the instructions)	153,969.	139,000.		

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	146,655.
2	Enter amount from Part I, line 27a	2	-7,655.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	139,000.
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	139,000.

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 See Statement 3					
b					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) 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		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	3,529.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3	557.
If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8					

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

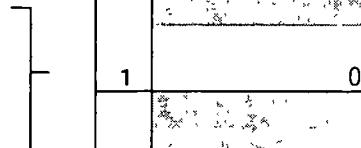
1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(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	11,000.	143,552.	0.076627
2008	11,000.	197,979.	0.055561
2007	7,000.	248,125.	0.028212
2006	12,772.	238,613.	0.053526
2005	11,917.	216,409.	0.055067

- 2 Total of line 1, column (d) 2 0.268993
- 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 0.053799
- 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 146,457.
- 5 Multiply line 4 by line 3 5 7,879.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6
- 7 Add lines 5 and 6 7 7,879.
- 8 Enter qualifying distributions from Part XII, line 4 8 7,000.

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 ► <input type="checkbox"/> and enter 'N/A' on line 1	 1 2 3 4 5 6a 6b 6c 6d 7 8 9 10 11	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0.
3 Add lines 1 and 2		0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		0.
6 Credits/Payments.		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010		
b Exempt foreign organizations – tax withheld at source		
c Tax paid with application for extension of time to file (Form 8868)		
d Backup withholding erroneously withheld		
7 Total credits and payments Add lines 6a through 6d	0.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ►	Refunded	

Part VII-A **Statements Regarding Activities**

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?

	Yes	No
1a	X	

1b	X
----	---

1c	X
----	---

2	X
---	---

3	X
---	---

4a	X
----	---

4b	N/A
----	-----

5	X
---	---

6	X
---	---

7	X
---	---

8b	X
----	---

9	X
---	---

10	X
----	---

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.

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by *General Instruction T*

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ►
 TX

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction C*? If 'No,' attach explanation

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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)	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 ► <u>Suzanne H. Stanfield Lynskey</u> Telephone no ► <u>(281) 224-7089</u> Located at ► <u>86 N Sunny Slope Circle Spring TX</u> ZIP + 4 ► <u>77381-6520</u>		
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	N/A ► 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 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	N/A
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 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?	<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)	3b	N/A
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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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 Yes No Yes No 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)?

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?

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

N/A Yes No

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?

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
See Statement 4		4,500.	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
None				

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

0

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

3 Five highest-paid independent contractors for professional services (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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
1	N/A
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	<u>N/A</u>	
2		

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3

0.

BAA

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

1a	146,518.
1b	2,169.
1c	
1d	148,687.
1e	0.
2	0.
3	148,687.
4	2,230.
5	146,457.
6	7,323.

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
- 2a Tax on investment income for 2010 from Part VI, line 5
- b Income tax for 2010 (This does not include the tax from Part VI)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	7,323.
2a	
2b	
2c	
3	7,323.
4	
5	7,323.
6	
7	7,323.

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

1a	7,000.
1b	
2	
3a	
3b	
4	7,000.
5	
6	7,000.

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

BAA

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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				7,323.
2 Undistributed income, if any, as of the end of 2010			6,077.	
a Enter amount for 2009 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___,				
3 Excess distributions carryover, if any, to 2010.		0.		
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 7,000.			6,077.	
a Applied to 2009, but not more than line 2a				
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				923.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				6,400.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

BAA

Form 990-PF (2010)

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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
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:

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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
<i>a Paid during the year</i>				
Week of Compassion PO Box 1986 Indianapolis, IN 46206	N/A	N/A	Operational needs of organization	2,000.
Panther Creek Inspirational Ranch PO Box 130001 The Woodlands, TX 77393	NA	NA	Operational needs of the organization	5,000.
Total			► 3a	7,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	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) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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)	32,312		23,217	3,180.	3,529.
13 Total Add line 12, columns (b), (d), and (e)				13	6,709.

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

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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation
- (7) Sharing of facilities, equipment, mailing lists, other assets, or paid employees

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

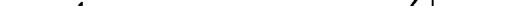
b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

**Sign
Here**

correct, and complete. Declaration of preparer (other than taxpayer or individual) is below.


Signature of officer or trustee

1

Chairman

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if <input type="checkbox"/> if self employed	PTIN
	John B. Knox, CPA	John B. Knox, CPA	7/7/00		P00165983
	Firm's name ►	John B. Knox, CPA, PC	Firm's EIN ► 68-0582025		
Firm's address ►	603 W 13th Street, Suite 1B				
	Austin, TX 78701				Phone no (512) 236-9098

BAA

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	\$ 675.	\$ 675.	\$ 0.	\$ 0.
Total	\$ 675.	\$ 675.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment fees	\$ 1,957.	\$ 1,957.	\$ 0.	\$ 0.
Total	\$ 1,957.	\$ 1,957.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	12.0000 Apollo Group Inc Cl A	Purchased	3/31/2009	1/11/2010
2	2.0000 Apollo Group Inc Cl A	Purchased	3/31/2009	1/12/2010
3	2.0000 Apollo Group Inc Cl A	Purchased	4/01/2009	1/12/2010
4	1.0000 Apollo Group Inc Cl A	Purchased	4/13/2009	1/12/2010
5	4.0000 Apollo Group Inc Cl A	Purchased	4/13/2009	1/13/2010
6	3.0000 Apollo Group Inc Cl A	Purchased	4/13/2009	1/14/2010
7	1.0000 Ace Limited	Purchased	5/11/2009	1/12/2010
8	2.0000 Aetna Inc New	Purchased	11/30/2004	1/01/2010
9	14.0000 AES Corp	Purchased	9/21/2009	1/01/2010
10	3.0000 Amgen Inc Com PV	Purchased	11/03/2008	1/01/2010
11	7.0000 Archer Daniels	Purchased	2/09/2009	1/01/2010
12	21.0000 Archer Daniels	Purchased	2/09/2009	1/11/2010
13	7.0000 Archer Daniels	Purchased	2/10/2009	1/12/2010
14	6.0000 Archer Daniels	Purchased	2/10/2009	1/13/2010
15	5.0000 Archer Daniels	Purchased	2/10/2009	1/14/2010
16	4.0000 BMC Software	Purchased	4/29/2008	1/01/2010
17	3.0000 CSX Corp	Purchased	7/28/2005	1/01/2010
18	3.0000 Check Point Software Tech	Purchased	5/18/2009	1/01/2010
19	2.0000 Check Point Software Tech	Purchased	5/19/2009	1/01/2010
20	5.0000 Chevron	Purchased	10/03/2002	1/01/2010
21	3.0000 ConocoPhillips	Purchased	6/09/2008	1/01/2010
22	11.0000 CA Inc	Purchased	9/21/2007	1/01/2010
23	4.0000 Chubb Inc	Purchased	2/26/2008	1/01/2010
24	6.0000 Coca Cola Enterprises	Purchased	6/15/2009	1/01/2010
25	4.0000 Computer Science Crp	Purchased	3/02/2009	1/01/2010
26	4.0000 Conagra foods	Purchased	6/22/2009	1/01/2010
27	7.0000 Darden Restaurants	Purchased	4/20/2009	1/01/2010
28	13.0000 Discover Financial Services	Purchased	11/09/2009	1/01/2010
29	3.0000 Dover Corp	Purchased	5/12/2008	1/01/2010

Statement 3 (continued)

Form 990-PF, Part IV, Line 1

Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
30	2.0000 Exxon Mobil Corp	Purchased	9/19/2006	1/01/2010
31	13.0000 Enesco Intl Ltd Spnspr ADR	Purchased	10/19/2009	1/01/2010
32	8.0000 Enesco Intl Ltd Spnspr ADR	Purchased	10/19/2009	1/01/2010
33	7.0000 Enesco Intl Ltd Spnspr ADR	Purchased	10/19/2009	1/01/2010
34	1.0000 Enesco Intl Ltd Spnspr ADR	Purchased	10/20/2009	1/01/2010
35	4.0000 Enesco Intl Ltd Spnspr ADR	Purchased	10/20/2009	1/04/2010
36	6.0000 Family Dollar Stores	Purchased	4/06/2009	1/01/2010
37	1.0000 Flowserve Corp	Purchased	9/08/2009	1/01/2010
38	6.0000 Forest Labs Inc	Purchased	11/22/2006	1/01/2010
39	8.0000 Gap Inc Delaware	Purchased	4/16/2008	1/01/2010
40	2.0000 Goldman Sachs Group Inc	Purchased	6/01/2009	1/01/2010
41	7.0000 Garmin Ltd (Kayman Is)	Purchased	8/31/2009	1/01/2010
42	1.0000 Honeywell Int Inc Del	Purchased	12/05/2006	1/01/2010
43	2.0000 Honeywell Int Inc Del	Purchased	6/26/2007	1/01/2010
44	4.0000 Hewlett Packard	Purchased	4/06/2005	1/01/2010
45	3.0000 Intl Business Machines	Purchased	2/12/2007	1/01/2010
46	8.0000 Intl Paper Co	Purchased	9/05/2007	1/01/2010
47	5.0000 Johnson & Johnson Com	Purchased	2/13/1998	1/01/2010
48	4.0000 Kroger Co	Purchased	12/15/2006	1/01/2010
49	1.0000 Lockheed Martin Corp	Purchased	11/22/2005	1/01/2010
50	2.0000 L-3 Commnctns Hldgs	Purchased	8/20/2007	1/01/2010
51	3.0000 McKesson Corporation Com	Purchased	12/14/2005	1/01/2010
52	3.0000 Marathon Oil Corp	Purchased	7/06/2009	1/01/2010
53	4.0000 Medco Health Solutions I	Purchased	4/02/2007	1/01/2010
54	9.0000 Nabors Industries Ltd	Purchased	11/23/2009	1/01/2010
55	8.0000 NRG Energy Inc	Purchased	12/28/2007	1/01/2010
56	4.0000 Northrop Grumman Corp	Purchased	8/03/2009	1/01/2010
57	2.0000 Occidental Pete Corp CAL	Purchased	7/18/2005	1/01/2010
58	5.0000 Pride Intl Inc Del	Purchased	10/19/2009	1/01/2010
59	13.0000 Pfizer inc	Purchased	10/30/2002	1/01/2010
60	20.0000 Qwest Comm Int Inc Com	Purchased	1/17/2006	1/01/2010
61	106.0000 Qwest Comm Int Inc Com	Purchased	1/17/2006	1/25/2010
62	46.0000 Qwest Comm Int Inc Com	Purchased	1/17/2006	1/26/2010
63	139.0000 Qwest Comm Int Inc Com	Purchased	3/02/2006	1/26/2010
64	4.0000 Raytheon Co Delaware New	Purchased	5/01/2006	1/01/2010
65	3.0000 Ross Stores	Purchased	10/21/2008	1/01/2010
66	3.0000 Safeway Inc New	Purchased	1/09/2006	1/01/2010
67	4.0000 Sysco Corporation	Purchased	10/28/2008	1/01/2010
68	5.0000 TXJ Cos Inc New	Purchased	12/14/2009	1/01/2010
69	7.0000 Texas Instruments	Purchased	10/05/2009	1/01/2010
70	5.0000 Travelers Cos Inc	Purchased	9/27/2005	1/01/2010
71	9.0000 Unum Group	Purchased	10/15/2008	1/01/2010
72	3.0000 Verizon Communications Com	Purchased	4/06/2009	1/01/2010
73	3.0000 Wal-Mart Stores	Purchased	7/28/2008	1/01/2010
74	5.0000 Wstn Digital Corp	Purchased	2/22/2008	1/01/2010
75	6.0000 Xilinx Inc	Purchased	8/13/2008	1/01/2010
76	3.0000 Wellpoint Inc	Purchased	10/27/2003	1/01/2010
77	16.0000 CSX Corp	Purchased	7/28/2005	2/08/2010
78	21.0000 CSX Corp	Purchased	7/28/2005	2/09/2010
79	3.0000 CSX Corp	Purchased	7/28/2005	2/10/2010
80	19.0000 Check Point Software Tech	Purchased	5/19/2009	2/16/2010
81	18.0000 Check Point Software Tech	Purchased	5/19/2009	2/17/2010
82	3.0000 Check Point Software Tech	Purchased	5/20/2009	2/17/2010
83	11.0000 Check Point Software Tech	Purchased	5/20/2009	2/18/2010
84	2.0000 Aetna Inc New	Purchased	11/30/2004	3/12/2010
85	8.0000 AES Corp	Purchased	9/21/2009	3/12/2010

Statement 3 (continued)

Form 990-PF, Part IV, Line 1

Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
86	1.0000 AT&T Inc	Purchased	11/17/2008	3/12/2010
87	1.0000 Amgen Inc Com PV	Purchased	11/03/2008	3/12/2010
88	1.0000 BMC Software	Purchased	4/29/2008	3/12/2010
89	4.0000 Cardinal Health Inc Ohio	Purchased	3/01/2010	3/12/2010
90	1.0000 Chevron	Purchased	10/30/2002	3/12/2010
91	3.0000 ConocoPhillips	Purchased	6/09/2008	3/12/2010
92	6.0000 CA Inc	Purchased	9/21/2007	3/12/2010
93	1.0000 Chubb Inc	Purchased	2/26/2008	3/12/2010
94	2.0000 Coca Cola Enterprises	Purchased	6/15/2009	3/12/2010
95	1.0000 Computer Science Crp	Purchased	3/02/2009	3/12/2010
96	2.0000 Conagra foods	Purchased	6/22/2009	3/12/2010
97	1.0000 Darden Restaurants	Purchased	4/20/2009	3/12/2010
98	3.0000 Discover Financial Services	Purchased	11/09/2009	3/12/2010
99	1.0000 Dover Corp	Purchased	5/12/2008	3/12/2010
100	2.0000 Eaton Corp	Purchased	2/08/2010	3/12/2010
101	1.0000 Exxon Mobil Corp	Purchased	9/19/2006	3/12/2010
102	1.0000 Family Dollar Stores	Purchased	4/06/2009	3/12/2010
103	1.0000 Flowserv Corp	Purchased	9/08/2009	3/12/2010
104	2.0000 Forest Labs Inc	Purchased	11/22/2006	3/12/2010
105	4.0000 Gap Inc Delaware	Purchased	4/16/2008	3/12/2010
106	2.0000 Honeywell Int Inc Del	Purchased	6/26/2007	3/12/2010
107	2.0000 Hewlett Packard	Purchased	4/06/2005	3/12/2010
108	1.0000 Intl Business Machines	Purchased	2/12/2007	3/12/2010
109	4.0000 Intl Paper Co	Purchased	9/05/2007	3/12/2010
110	1.0000 Johnson & Johnson Com	Purchased	2/13/1998	3/12/2010
111	3.0000 Kroger Co	Purchased	12/15/2006	3/12/2010
112	1.0000 Lockheed Martin Corp	Purchased	11/22/2005	3/12/2010
113	1.0000 Lauder Estee Cos Inc A	Purchased	1/11/2010	3/12/2010
114	2.0000 McKesson Corporation Com	Purchased	12/14/2005	3/12/2010
115	1.0000 Marathon Oil Corp	Purchased	7/06/2009	3/12/2010
116	1.0000 Medco Health Solutions I	Purchased	4/02/2007	3/12/2010
117	6.0000 Microsoft Corp	Purchased	11/07/2002	3/12/2010
118	3.0000 Nabors Industries Ltd	Purchased	11/23/2009	3/12/2010
119	1.0000 Occidental Pete Corp CAL	Purchased	7/18/2005	3/12/2010
120	11.0000 Pride Intl Inc Del	Purchased	10/19/2009	3/01/2010
121	10.0000 Pride Intl Inc Del	Purchased	10/19/2009	3/02/2010
122	1.0000 Pride Intl Inc Del	Purchased	10/20/2009	3/02/2010
123	7.0000 Pride Intl Inc Del	Purchased	10/20/2009	3/03/2010
124	2.0000 Pride Intl Inc Del	Purchased	10/20/2009	3/12/2010
125	21.0000 Pfizer inc	Purchased	10/30/2002	3/01/2010
126	50.0000 Pfizer inc	Purchased	1/09/2003	3/01/2010
127	13.0000 Pfizer inc	Purchased	5/01/2003	3/01/2010
128	2.0000 Pfizer inc	Purchased	5/01/2003	3/02/2010
129	59.0000 Pfizer inc	Purchased	7/29/2003	3/02/2010
130	20.0000 Pfizer inc	Purchased	9/13/2004	3/02/2010
131	4.0000 Pfizer inc	Purchased	4/16/2008	3/02/2010
132	56.0000 Pfizer inc	Purchased	4/16/2008	3/03/2010
133	11.0000 Qwest Comm Int Inc Com	Purchased	3/02/2006	3/12/2010
134	1.0000 Raytheon Co Delaware New	Purchased	5/01/2005	3/12/2010
135	2.0000 Ross Stores	Purchased	10/21/2008	3/12/2010
136	3.0000 Safeway Inc New	Purchased	1/09/2006	3/12/2010
137	2.0000 Sysco Corporation	Purchased	10/28/2008	3/12/2010
138	2.0000 TJX Cos	Purchased	12/14/2009	3/12/2010
139	1.0000 Target Corp	Purchased	3/01/2010	3/12/2010
140	7.0000 Unum Group	Purchased	10/15/2008	3/12/2010
141	2.0000 Verizon Communications Com	Purchased	4/06/2009	3/12/2010

Statement 3 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
142	2.0000 Ace Limited	Purchased	4/27/2009	3/12/2010
143	1.0000 Wal-Mart Stores	Purchased	7/28/2008	3/12/2010
144	1.0000 Xilinx Inc	Purchased	8/13/2008	3/12/2010
145	1.0000 Wellpoint Inc	Purchased	10/27/2003	3/12/2010
146	30.0000 Archer Daniels	Purchased	2/10/2009	4/05/2010
147	7.0000 Archer Daniels	Purchased	2/11/2009	4/05/2010
148	6.0000 Archer Daniels	Purchased	4/13/2009	4/05/2010
149	16.0000 Archer Daniels	Purchased	4/13/2009	4/06/2010
150	1.0000 Ace Limited	Purchased	5/11/2009	4/13/2010
151	4.0000 Chubb Inc	Purchased	2/26/2008	4/05/2010
152	8.0000 Chubb Inc	Purchased	2/26/2008	4/06/2010
153	7.0000 Chubb Inc	Purchased	2/26/2008	4/07/2010
154	14.0000 Darden Restaurants	Purchased	4/20/2009	4/26/2010
155	5.0000 Darden Restaurants	Purchased	4/21/2009	4/26/2010
156	30.0000 Discover Financial Services	Purchased	11/09/2009	3/29/2010
157	26.0000 Discover Financial Services	Purchased	11/10/2009	3/29/2010
158	52.0000 Discover Financial Services	Purchased	11/10/2009	3/30/2010
159	9.0000 Family Dollar Stores	Purchased	4/06/2009	4/12/2010
160	15.0000 Family Dollar Stores	Purchased	4/07/2009	4/12/2010
161	24.0000 Family Dollar Stores	Purchased	4/07/2009	4/13/2010
162	4.0000 Family Dollar Stores	Purchased	4/13/2009	4/13/2010
163	10.0000 Family Dollar Stores	Purchased	4/13/2009	4/14/2010
164	7.0000 Pride Intl Inc Del	Purchased	10/20/2009	4/05/2010
165	16.0000 Pride Intl Inc Del	Purchased	10/20/2009	4/06/2010
166	2.0000 Pride Intl Inc Del	Purchased	10/21/2009	4/06/2010
167	20.0000 Pride Intl Inc Del	Purchased	10/21/2009	4/07/2010
168	7.0000 Pride Intl Inc Del	Purchased	10/21/2009	4/08/2010
169	16.0000 Travelers Cos Inc	Purchased	9/27/2005	4/26/2010
170	19.0000 Unum Group	Purchased	10/15/2008	4/05/2010
171	12.0000 Unum Group	Purchased	10/15/2008	4/06/2010
172	6.0000 Computer Science Crp	Purchased	3/02/2009	5/24/2010
173	5.0000 Computer Science Crp	Purchased	3/02/2009	5/25/2010
174	5.0000 Computer Science Crp	Purchased	3/03/2009	5/25/2010
175	10.0000 Forest Labs Inc	Purchased	11/22/2006	5/03/2010
176	11.0000 Forest Labs Inc	Purchased	11/22/2006	5/04/2010
177	8.0000 Forest Labs Inc	Purchased	11/22/2006	5/05/2010
178	4.0000 Goldman Sachs Group Inc	Purchased	6/01/2009	5/24/2010
179	5.0000 Goldman Sachs Group Inc	Purchased	6/01/2009	5/25/2010
180	1.0000 Goldman Sachs Group Inc	Purchased	7/06/2009	5/25/2010
181	5.0000 Johnson & Johnson Com	Purchased	2/13/1998	5/03/2010
182	5.0000 Johnson & Johnson Com	Purchased	2/13/1998	5/04/2010
183	3.0000 Johnson & Johnson Com	Purchased	2/13/1998	5/05/2010
184	55.0000 AES Corp	Purchased	9/21/2009	6/01/2010
185	24.0000 AES Corp	Purchased	9/22/2010	6/01/2010
186	60.0000 AES Corp	Purchased	9/22/2009	6/02/2010
187	27.0000 AES Corp	Purchased	9/23/2009	6/02/2010
188	27.0000 AES Corp	Purchased	9/23/2009	6/03/2010
189	32.0000 Coca Cola Enterprises	Purchased	6/15/2009	6/01/2010
190	34.0000 Coca Cola Enterprises	Purchased	6/16/2009	6/02/2010
191	10.0000 Coca Cola Enterprises	Purchased	6/16/2009	6/03/2010
192	10.0000 Garmin Ltd (Kayman Is)	Purchased	8/31/2009	6/14/2010
193	6.0000 Garmin Ltd (Kayman Is)	Purchased	8/31/2009	6/15/2010
194	6.0000 Garmin Ltd (Kayman Is)	Purchased	9/01/2009	6/15/2010
195	5.0000 Intl Business Machines	Purchased	2/12/2007	6/14/2010
196	6.0000 Intl Business Machines	Purchased	2/12/2007	6/15/2010
197	8.0000 Lauder Estee Cos Inc A	Purchased	1/11/2010	6/21/2010

Statement 3 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
198	1.0000 Lauder Estee Cos Inc A	Purchased	1/12/2010	6/21/2010
199	8.0000 Lauder Estee Cos Inc A	Purchased	1/12/2010	6/22/2010
200	8.0000 Lauder Estee Cos Inc A	Purchased	1/13/2010	6/22/2010
201	2.0000 Lauder Estee Cos Inc A	Purchased	1/14/2010	6/22/2010
202	2.0000 Lauder Estee Cos Inc A	Purchased	1/14/2010	6/23/2010
203	6.0000 BMC Software	Purchased	4/29/2008	7/19/2010
204	9.0000 BMC Software	Purchased	2/23/2009	7/19/2010
205	5.0000 BMC Software	Purchased	2/23/2009	7/20/2010
206	11.0000 Freeprt-McMran CPR & Gld	Purchased	4/12/2010	7/26/2010
207	12.0000 Freeprt-McMran CPR & Gld	Purchased	4/13/2010	7/26/2010
208	2.0000 Freeprt-McMran CPR & Gld	Purchased	4/14/2010	7/26/2010
209	2.0000 Goldman Sachs Group Inc	Purchased	7/06/2009	6/28/2010
210	6.0000 Goldman Sachs Group Inc	Purchased	7/07/2009	6/28/2010
211	5.0000 Goldman Sachs Group Inc	Purchased	9/08/2009	6/28/2010
212	5.0000 Goldman Sachs Group Inc	Purchased	4/26/2010	6/28/2010
213	14.0000 Garmin Ltd (Kayman Is)	Purchased	9/01/2009	6/30/2010
214	10.0000 Garmin Ltd (Kayman Is)	Purchased	9/01/2009	6/30/2010
215	6.0000 Garmin Ltd (Kayman Is)	Purchased	9/02/2009	6/30/2010
216	12.0000 Garmin Ltd (Kayman Is)	Purchased	9/02/2009	6/30/2010
217	10.0000 Medco Health Solutions I	Purchased	4/02/2007	7/12/2010
218	7.0000 Medco Health Solutions I	Purchased	4/02/2007	7/13/2010
219	2.0000 Medco Health Solutions I	Purchased	5/29/2008	7/13/2010
220	6.0000 Medco Health Solutions I	Purchased	5/29/2008	7/14/2010
221	14.0000 Ace Limited	Purchased	4/27/2009	7/26/2010
222	5.0000 Ace Limited	Purchased	5/11/2009	7/26/2010
223	11.0000 Dover Corp	Purchased	5/12/2008	8/09/2010
224	6.0000 Dover Corp	Purchased	5/12/2008	8/10/2010
225	3.0000 Flowserv Corp	Purchased	9/08/2009	8/09/2010
226	5.0000 Flowserv Corp	Purchased	9/09/2009	8/09/2010
227	2.0000 Flowserv Corp	Purchased	9/10/2009	8/09/2010
228	3.0000 Flowserv Corp	Purchased	9/10/2009	8/10/2010
229	2.0000 Flowserv Corp	Purchased	9/11/2009	8/10/2010
230	19.0000 Walgreen Co	Purchased	6/01/2010	8/16/2010
231	8.0000 Walgreen Co	Purchased	6/02/2010	8/16/2010
232	1.0000 Ace Limited	Purchased	5/11/2009	8/17/2010
233	13.0000 BMC Software	Purchased	2/23/2009	8/30/2010
234	7.0000 BMC Software	Purchased	2/24/2009	8/30/2010
235	5.0000 BMC Software	Purchased	8/17/2009	8/30/2010
236	7.0000 BMC Software	Purchased	8/17/2009	8/31/2010
237	8.0000 BMC Software	Purchased	8/18/2009	8/31/2010
238	4.0000 Sysco Corporation	Purchased	10/28/2008	8/30/2010
239	30.0000 Sysco Corporation	Purchased	11/17/2008	8/30/2010
240	20.0000 Sysco Corporation	Purchased	11/17/2008	8/31/2010
241	9.0000 Eaton Corp	Purchased	2/08/2010	9/08/2010
242	6.0000 Eaton Corp	Purchased	2/09/2010	9/08/2010
243	7.0000 Frontier Communications	Purchased	4/06/2009	9/08/2010
244	6.0000 Frontier Communications	Purchased	7/28/2009	9/08/2010
245	57.0000 Hewlett Packard	Purchased	4/06/2005	9/13/2010
246	8.0000 Hewlett Packard	Purchased	4/06/2005	9/14/2010
247	12.0000 Medco Health Solutions I	Purchased	5/29/2008	9/27/2010
248	12.0000 Medco Health Solutions I	Purchased	8/17/2009	9/27/2010
249	8.0000 Medco Health Solutions I	Purchased	8/18/2009	9/27/2010
250	12.0000 Walgreen Co	Purchased	6/02/2010	10/11/2010
251	1.0000 Walgreen Co	Purchased	6/03/2010	10/11/2010
252	5.0000 Walgreen Co	Purchased	6/03/2010	10/12/2010
253	8.0000 Walgreen Co	Purchased	6/14/2010	10/12/2010

Statement 3 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
254	11.0000 Walgreen Co	Purchased	6/14/2010	10/13/2010
255	13.0000 Walgreen Co	Purchased	6/15/2010	10/13/2010
256	12.0000 Walgreen Co	Purchased	6/15/2010	10/14/2010
257	1.0000 Ace Limited	Purchased	5/11/2009	1/12/2010
258	21.0000 Northrop Grumman Corp	Purchased	8/03/2009	10/18/2010
259	1.0000 Northrop Grumman Corp	Purchased	8/04/2009	10/18/2010
260	5.0000 Northrop Grumman Corp	Purchased	8/04/2009	10/19/2010
261	34.0000 Microsoft Corp	Purchased	11/07/2002	10/25/2010
262	1.0000 Darden Restaurants	Purchased	4/21/2009	10/29/2010
263	1.0000 Dover Corp	Purchased	5/12/2008	10/29/2010
264	1.0000 Eaton Corp	Purchased	2/09/2010	10/29/2010
265	1.0000 Exxon Mobil Corp	Purchased	9/19/2006	10/29/2010
266	1.0000 Hershey Company	Purchased	10/11/2010	10/29/2010
267	3.0000 Intl Paper Co	Purchased	9/05/2007	10/29/2010
268	1.0000 L-3 Commnctns Hldgs	Purchased	8/02/2007	10/29/2010
269	3.0000 Lauder Estee Cos Inc A	Purchased	1/14/2010	10/29/2010
270	5.0000 Limited Brands Inc	Purchased	6/01/2010	10/29/2010
271	1.0000 Lockheed Martin Corp	Purchased	11/22/2005	10/29/2010
272	3.0000 Microsoft Corp	Purchased	11/07/2002	10/29/2010
273	3.0000 NRG Energy Inc	Purchased	12/28/2007	10/29/2010
274	2.0000 Raytheon Co Delaware New	Purchased	5/01/2006	10/29/2010
275	1.0000 Ross Stores	Purchased	10/21/2008	10/29/2010
276	3.0000 Symantec Corp	Purchased	9/27/2010	10/29/2010
277	2.0000 Texas Instruments	Purchased	10/05/2009	10/29/2010
278	1.0000 Travelers Cos Inc	Purchased	9/27/2005	10/29/2010
279	2.0000 Wstn Digital Corp	Purchased	2/22/2008	10/29/2010
280	2.0000 Xilinx Inc	Purchased	8/13/2008	10/29/2010
281	11.0000 McKesson Corporation Com	Purchased	12/14/2005	11/01/2010
282	10.0000 McKesson Corporation Com	Purchased	1/03/2006	11/02/2010
283	11.0000 Ross Stores	Purchased	10/21/2008	11/08/2010
284	58.0000 Xilinx Inc	Purchased	8/13/2008	11/08/2010
285	2.0000 Ross Stores	Purchased	10/21/2008	11/09/2010
286	6.0000 Xilinx Inc	Purchased	8/13/2008	11/09/2010
287	4.0000 Altera Corp	Purchased	11/08/2010	12/23/2010
288	3.0000 Aetna Inc New	Purchased	11/30/2004	12/23/2010
289	1.0000 Amgen Inc Com PV	Purchased	11/03/2008	12/23/2010
290	3.0000 Cardinal Health Inc Ohio	Purchased	3/01/2010	12/23/2010
291	4.0000 Capital One Finl	Purchased	3/29/2010	12/23/2010
292	22.0000 Citigroup Inc	Purchased	6/28/2010	12/23/2010
293	3.0000 Chevron	Purchased	10/30/2002	12/23/2010
294	2.0000 ConocoPhillips	Purchased	6/09/2008	12/23/2010
295	5.0000 CA Inc	Purchased	9/21/2007	12/30/2010
296	2.0000 Computer Science Crp	Purchased	3/03/2009	12/23/2010
297	3.0000 Conagra foods	Purchased	6/22/2009	12/23/2010
298	3.0000 Dr Pepper Snapple Group	Purchased	7/12/2010	12/23/2010
299	1.0000 Exxon Mobil Corp	Purchased	9/19/2006	12/23/2010
300	3.0000 Forest Labs Inc	Purchased	11/22/2006	12/23/2010
301	7.0000 Gap Inc Delaware	Purchased	4/16/2008	12/23/2010
302	1.0000 Hershey Company	Purchased	10/11/2010	12/23/2010
303	1.0000 Intl Business Machines	Purchased	2/12/2007	12/23/2010
304	2.0000 Johnson & Johnson Com	Purchased	2/13/1998	12/23/2010
305	8.0000 Lauder Estee Cos Inc A	Purchased	1/25/2010	12/13/2010
306	6.0000 Lauder Estee Cos Inc A	Purchased	1/26/2010	12/13/2010
307	9.0000 Lauder Estee Cos Inc A	Purchased	1/26/2010	12/14/2010
308	1.0000 L-3 Commnctns Hldgs	Purchased	8/20/2007	12/23/2010
309	2.0000 Limited Brands Inc	Purchased	6/01/2010	12/23/2010

Statement 3 (continued)

Form 990-PF, Part IV, Line 1

Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
310	2.0000 Marathon Oil Corp	Purchased	7/06/2009	12/23/2010
311	2.0000 Microsoft Corp	Purchased	11/07/2002	12/23/2010
312	15.0000 Motorola Inc	Purchased	9/13/2010	12/23/2010
313	4.0000 Nabors Industries Ltd	Purchased	11/23/2009	12/23/2010
314	6.0000 News Corp CL A	Purchased	8/30/2010	12/23/2010
315	1.0000 Northrop Grumman Corp	Purchased	8/04/2009	12/23/2010
316	1.0000 Occidental Petroleum	Purchased	7/18/2005	12/23/2010
317	8.0000 Qwest Comm Int Inc Com	Purchased	3/02/2006	12/23/2010
318	2.0000 Ross Stores	Purchased	10/21/2008	12/23/2010
319	1.0000 Sandisk Corp Inc	Purchased	8/09/2010	12/23/2010
320	4.0000 Sara Lee Corp	Purchased	6/21/2010	12/23/2010
321	5.0000 Symantec Corp	Purchased	9/27/2010	12/23/2010
322	2.0000 TXJ Cos Inc New	Purchased	12/14/2009	12/23/2010
323	2.0000 Target Corp	Purchased	3/01/2010	12/23/2010
324	1.0000 Travelers Cos Inc	Purchased	9/27/2005	12/23/2010
325	3.0000 Unum Group	Purchased	10/15/2008	12/23/2010
326	3.0000 UnitedHealth Group	Purchased	12/13/2010	12/23/2010
327	2.0000 Verizon Communications Com	Purchased	4/06/2009	12/23/2010
328	1.0000 Wal-Mart Stores	Purchased	7/28/2008	12/23/2010
329	2.0000 Wstn Digital Corp	Purchased	2/22/2008	12/23/2010
330	3.0000 Williams Companies Del	Purchased	8/30/2010	12/23/2010
331	2.0000 Wellpoint Inc	Purchased	10/27/2003	12/23/2010

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. 12/31/69	(k) Bas.	(l) Excess (i) - (j)	(l) Gain (Loss)
1	716.		946.	-230.				\$ -230.	
2	119.		151.	-32.					-32.
3	119.		133.	-14.					-14.
4	60.		61.	-1.					-1.
5	238.		243.	-5.					-5.
6	179.		182.	-3.					-3.
7	9.		7.	2.					2.
8	64.		59.	5.					5.
9	190.		201.	-11.					-11.
10	172.		184.	-12.					-12.
11	221.		201.	20.					20.
12	648.		603.	45.					45.
13	213.		200.	13.					13.
14	184.		172.	12.					12.
15	154.		143.	11.					11.
16	161.		140.	21.					21.
17	147.		68.	79.					79.
18	102.		69.	33.					33.
19	68.		47.	21.					21.
20	388.		179.	209.					209.
21	152.		284.	-132.					-132.
22	248.		285.	-37.					-37.
23	198.		215.	-17.					-17.
24	128.		102.	26.					26.
25	231.		137.	94.					94.
26	93.		76.	17.					17.
27	247.		272.	-25.					-25.
28	191.		199.	-8.					-8.
29	126.		158.	-32.					-32.

Statement 3 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
30	137.		133.	4.				\$ 4.
31	534.		634.	-100.				-100.
32	327.		390.	-63.				-63.
33	282.		341.	-59.				-59.
34	40.		48.	-8.				-8.
35	168.		191.	-23.				-23.
36	168.		199.	-31.				-31.
37	95.		91.	4.				4.
38	194.		300.	-106.				-106.
39	169.		151.	18.				18.
40	333.		291.	42.				42.
41	220.		227.	-7.				-7.
42	40.		43.	-3.				-3.
43	79.		112.	-33.				-33.
44	211.		87.	124.				124.
45	396.		296.	100.				100.
46	217.		283.	-66.				-66.
47	324.		171.	153.				153.
48	82.		97.	-15.				-15.
49	76.		61.	15.				15.
50	176.		192.	-16.				-16.
51	190.		157.	33.				33.
52	94.		85.	9.				9.
53	259.		147.	112.				112.
54	199.		186.	13.				13.
55	192.		344.	-152.				-152.
56	227.		183.	44.				44.
57	164.		79.	85.				85.
58	162.		162.	0.				0.
59	239.		412.	-173.				-173.
60	84.		114.	-30.				-30.
61	459.		604.	-145.				-145.
62	195.		262.	-67.				-67.
63	589.		915.	-326.				-326.
64	209.		182.	27.				27.
65	130.		90.	40.				40.
66	64.		73.	-9.				-9.
67	113.		99.	14.				14.
68	184.		190.	-6.				-6.
69	180.		159.	21.				21.
70	251.		219.	32.				32.
71	178.		169.	9.				9.
72	100.		98.	2.				2.
73	163.		169.	-6.				-6.
74	221.		154.	67.				67.
75	151.		163.	-12.				-12.
76	175.		106.	69.				69.
77	688.		362.	326.				326.
78	910.		475.	435.				435.
79	129.		68.	61.				61.
80	621.		447.	174.				174.
81	591.		423.	168.				168.
82	99.		72.	27.				27.

Statement 3 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
83	360.		264.	96.				\$ 96.
84	64.		59.	5.				5.
85	93.		115.	-22.				-22.
86	26.		27.	-1.				-1.
87	57.		61.	-4.				-4.
88	39.		35.	4.				4.
89	140.		140.	0.				0.
90	74.		36.	38.				38.
91	154.		284.	-130.				-130.
92	137.		155.	-18.				-18.
93	51.		54.	-3.				-3.
94	54.		34.	20.				20.
95	53.		34.	19.				19.
96	51.		38.	13.				13.
97	42.		39.	3.				3.
98	45.		46.	-1.				-1.
99	46.		53.	-7.				-7.
100	148.		125.	23.				23.
101	67.		66.	1.				1.
102	35.		33.	2.				2.
103	105.		91.	14.				14.
104	62.		100.	-38.				-38.
105	91.		75.	16.				16.
106	86.		112.	-26.				-26.
107	105.		44.	61.				61.
108	128.		99.	29.				29.
109	101.		142.	-41.				-41.
110	64.		34.	30.				30.
111	67.		73.	-6.				-6.
112	83.		61.	22.				22.
113	63.		49.	14.				14.
114	122.		105.	17.				17.
115	32.		28.	4.				4.
116	65.		37.	28.				28.
117	175.		168.	7.				7.
118	68.		62.	6.				6.
119	82.		39.	43.				43.
120	307.		357.	-50.				-50.
121	279.		324.	-45.				-45.
122	28.		33.	-5.				-5.
123	200.		230.	-30.				-30.
124	62.		66.	-4.				-4.
125	372.		665.	-293.				-293.
126	887.		1,549.	-662.				-662.
127	231.		399.	-168.				-168.
128	35.		61.	-26.				-26.
129	1,045.		1,933.	-888.				-888.
130	354.		640.	-286.				-286.
131	71.		83.	-12.				-12.
132	975.		1,161.	-186.				-186.
133	53.		72.	-19.				-19.
134	57.		46.	11.				11.
135	105.		60.	45.				45.

Statement 3 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
136	74.		73.	1.				\$ 1.
137	57.		49.	8.				8.
138	84.		76.	8.				8.
139	53.		52.	1.				1.
140	163.		131.	32.				32.
141	59.		65.	-6.				-6.
142	101.		89.	12.				12.
143	54.		56.	-2.				-2.
144	26.		27.	-1.				-1.
145	63.		35.	28.				28.
146	858.		858.	0.				0.
147	200.		196.	4.				4.
148	172.		161.	11.				11.
149	453.		430.	23.				23.
150	9.		9.	0.				0.
151	207.		215.	-8.				-8.
152	410.		430.	-20.				-20.
153	361.		376.	-15.				-15.
154	675.		545.	130.				130.
155	241.		194.	47.				47.
156	460.		458.	2.				2.
157	398.		398.	0.				0.
158	786.		797.	-11.				-11.
159	342.		298.	44.				44.
160	569.		492.	77.				77.
161	929.		787.	142.				142.
162	155.		136.	19.				19.
163	388.		341.	47.				47.
164	221.		230.	-9.				-9.
165	505.		525.	-20.				-20.
166	63.		68.	-5.				-5.
167	619.		676.	-57.				-57.
168	215.		237.	-22.				-22.
169	835.		702.	133.				133.
170	480.		357.	123.				123.
171	307.		225.	82.				82.
172	295.		206.	89.				89.
173	239.		172.	67.				67.
174	239.		171.	68.				68.
175	271.		500.	-229.				-229.
176	295.		550.	-255.				-255.
177	215.		400.	-185.				-185.
178	560.		582.	-22.				-22.
179	696.		727.	-31.				-31.
180	139.		144.	-5.				-5.
181	326.		171.	155.				155.
182	324.		171.	153.				153.
183	195.		103.	92.				92.
184	537.		791.	-254.				-254.
185	234.		361.	-127.				-127.
186	581.		902.	-321.				-321.
187	262.		407.	-145.				-145.
188	268.		407.	-139.				-139.

Statement 3 (continued)

Form 990-PF, Part IV, Line 1

Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
189	835.		545.	290.				\$ 290.
190	880.		591.	289.				289.
191	260.		174.	86.				86.
192	332.		325.	7.				7.
193	197.		195.	2.				2.
194	197.		195.	2.				2.
195	647.		493.	154.				154.
196	775.		592.	183.				183.
197	475.		394.	81.				81.
198	59.		50.	9.				9.
199	469.		399.	70.				70.
200	469.		398.	71.				71.
201	117.		100.	17.				17.
202	114.		100.	14.				14.
203	220.		210.	10.				10.
204	331.		261.	70.				70.
205	182.		145.	37.				37.
206	782.		936.	-154.				-154.
207	853.		1,012.	-159.				-159.
208	142.		171.	-29.				-29.
209	275.		288.	-13.				-13.
210	825.		868.	-43.				-43.
211	687.		832.	-145.				-145.
212	687.		765.	-78.				-78.
213	433.		455.	-22.				-22.
214	297.		325.	-28.				-28.
215	178.		190.	-12.				-12.
216	355.		380.	-25.				-25.
217	566.		368.	198.				198.
218	399.		258.	141.				141.
219	114.		97.	17.				17.
220	342.		290.	52.				52.
221	740.		618.	122.				122.
222	264.		210.	54.				54.
223	538.		579.	-41.				-41.
224	296.		316.	-20.				-20.
225	305.		273.	32.				32.
226	509.		465.	44.				44.
227	204.		190.	14.				14.
228	301.		284.	17.				17.
229	200.		192.	8.				8.
230	535.		615.	-80.				-80.
231	225.		259.	-34.				-34.
232	17.		17.	0.				0.
233	479.		377.	102.				102.
234	258.		203.	55.				55.
235	184.		174.	10.				10.
236	254.		243.	11.				11.
237	290.		278.	12.				12.
238	111.		99.	12.				12.
239	829.		687.	142.				142.
240	549.		458.	91.				91.
241	682.		564.	118.				118.

Statement 3 (continued)

Form 990-PF, Part IV, Line 1

Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
242	455.		382.	73.				\$ 73.
243	54.		59.	-5.				-5.
244	46.		48.	-2.				-2.
245	2,176.		1,242.	934.				934.
246	315.		174.	141.				141.
247	610.		580.	30.				30.
248	610.		653.	-43.				-43.
249	407.		435.	-28.				-28.
250	404.		389.	15.				15.
251	34.		32.	2.				2.
252	169.		161.	8.				8.
253	271.		238.	33.				33.
254	382.		327.	55.				55.
255	452.		390.	62.				62.
256	413.		360.	53.				53.
257	11.		0.	11.				11.
258	1,295.		958.	337.				337.
259	62.		47.	15.				15.
260	303.		233.	70.				70.
261	859.		950.	-91.				-91.
262	46.		39.	7.				7.
263	53.		53.	0.				0.
264	89.		64.	25.				25.
265	66.		66.	0.				0.
266	49.		49.	0.				0.
267	75.		106.	-31.				-31.
268	72.		96.	-24.				-24.
269	214.		150.	64.				64.
270	147.		127.	20.				20.
271	71.		61.	10.				10.
272	80.		84.	-4.				-4.
273	60.		129.	-69.				-69.
274	92.		91.	1.				1.
275	59.		30.	29.				29.
276	49.		46.	3.				3.
277	59.		45.	14.				14.
278	55.		44.	11.				11.
279	64.		62.	2.				2.
280	54.		54.	0.				0.
281	741.		576.	165.				165.
282	672.		530.	142.				142.
283	698.		330.	368.				368.
284	1,607.		1,580.	27.				27.
285	126.		60.	66.				66.
286	165.		163.	2.				2.
287	144.		135.	9.				9.
288	93.		89.	4.				4.
289	57.		61.	-4.				-4.
290	117.		105.	12.				12.
291	170.		170.	0.				0.
292	103.		88.	15.				15.
293	272.		108.	164.				164.
294	134.		189.	-55.				-55.

Statement 3 (continued)

Form 990-PF, Part IV, Line 1

Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
295	123.		130.	-7.			\$ -7.	
296	98.		68.	30.				30.
297	67.		57.	10.				10.
298	109.		116.	-7.				-7.
299	73.		66.	7.				7.
300	97.		150.	-53.				-53.
301	150.		132.	18.				18.
302	48.		49.	-1.				-1.
303	146.		99.	47.				47.
304	124.		69.	55.				55.
305	615.		426.	189.				189.
306	461.		322.	139.				139.
307	708.		483.	225.				225.
308	72.		96.	-24.				-24.
309	62.		51.	11.				11.
310	73.		56.	17.				17.
311	56.		56.	0.				0.
312	136.		123.	13.				13.
313	91.		82.	9.				9.
314	89.		74.	15.				15.
315	65.		47.	18.				18.
316	98.		39.	59.				59.
317	61.		53.	8.				8.
318	126.		60.	66.				66.
319	50.		46.	4.				4.
320	70.		59.	11.				11.
321	83.		77.	6.				6.
322	89.		76.	13.				13.
323	120.		104.	16.				16.
324	56.		44.	12.				12.
325	73.		56.	17.				17.
326	107.		111.	-4.				-4.
327	71.		61.	10.				10.
328	53.		56.	-3.				-3.
329	68.		62.	6.				6.
330	74.		55.	19.				19.
331	115.		71.	44.				44.
							Total \$	3,529.

Statement 4
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contri- bution to EBP & DC	Expense Account/ Other
Suzanne S Lynskey 86 N Sunny Slope Spring, TX 77381-6520	Chairman 2.00	\$ 4,500.	\$ 0.	\$ 0.
Suzanne S Lynskey 86 N Sunny Slope Spring, TX 77381	Treasurer 2.00	0.	0.	0.
Gary L Stanfield 6828 E 83rd Street Tulsa, OK 74133	Director 0	0.	0.	0.
Amanda Stanfield 6828 E 83rd Street Tulsa, OK 74133	Director 0	0.	0.	0.
Brian K Stanfield 6828 E 83rd Street Tulsa, OK 74133	Director 0	0.	0.	0.
Total \$ 4,500. \$ 0. \$ 0.				

Statement 5
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Stanfield Foundation
 Name: Suzanne Lynskey, Director
 Care Of: Stanfield Foundation
 Street Address: PO Box 786
 City, State, Zip Code: Onalaska, TX 77360
 Telephone:
 Form and Content: Letter detailing background information and proposed use of funding.
 Submission Deadlines: None
 Restrictions on Awards: None