Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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 SANFORD P & IRENE F BURNSTEIN FOUNDATION SANFORD P. BURNSTEIN, TRUSTEE	**A Employer identification number** 73-6247047
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 582527 — Room/suite	**B** Telephone number (see page 10 of the instructions) (918) 831-3022
City or town, state, and ZIP code TULSA, OK 74158-2527	**C** If exemption application is pending, check here ▶ ☐ **D** 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

H Check type of organization ☒ 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, col (c), line 16)* ▶ $ 15,955,357.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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 page 11 of 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 (attach schedule)	5,000,000.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	20,234.	20,234.		ATCH 1
4	Dividends and interest from securities	176,054.	176,054.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	76,836.			
b	Gross sales price for all assets on line 6a 1,138,414.				
7	Capital gain net income (from Part IV, line 2)		76,836.		
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) (attach schedule)				
11	Other income (attach schedule)	-1,245.	-1,245.		ATCH 3
12	**Total.** Add lines 1 through 11	5,271,879.	271,879.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	3,525.	1,763.	0.	1,762.
c	Other professional fees (attach schedule) *	45,133.	22,567.		22,566.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	3,105.	0.		0.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	51,763.	24,330.	0.	24,328.
25	Contributions, gifts, grants paid	552,471.			552,471.
26	**Total expenses and disbursements** Add lines 24 and 25	604,234.	24,330.	0.	576,799.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	4,667,645.			
b	**Net investment income** (if negative, enter -0-)		247,549.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	155,756.	141,655.	141,655.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 9,047. Less allowance for doubtful accounts ▶	4,047.	9,047.	9,047.
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	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) ATCH 7	10,329,629.	15,006,375.	15,804,655.
	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 the instructions Also, see page 1, item I)	10,489,432.	15,157,077.	15,955,357.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	10,489,432.	15,157,077.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	10,489,432.	15,157,077.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,489,432.	15,157,077.	

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	10,489,432.
2	Enter amount from Part I, line 27a	2	4,667,645.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,157,077.
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	15,157,077.

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	SEE PART IV SCHEDULE			
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) 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				

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	76,836.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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 (col (b) divided by col (c))
2009	554,798.	6,135,662.	0.090422
2008	602,090.	4,980,107.	0.120899
2007	438,895.	5,322,156.	0.082466
2006	575,057.	4,731,261.	0.121544
2005	185,714.	4,417,257.	0.042043

2 **Total** of line 1, column (d)	2	0.457374
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	0.091475
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	11,060,024.
5 Multiply line 4 by line 3	5	1,011,716.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,475.
7 Add lines 5 and 6	7	1,014,191.
8 Enter qualifying distributions from Part XII, line 4	8	576,799.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,951.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	4,951.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,951.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 2,800.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	2,800.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,151.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ NONE (2) On foundation managers ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ NONE			
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	N/A	
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 page 19 of the instructions) ▶ OK,			
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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ▶ SANFORD BURNSTEIN Telephone no ▶ 918-836-3131 Located at ▶ P.O. BOX 582527 TULSA, OK ZIP + 4 ▶ 74158-2527			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here N/A ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of 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 ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	3b	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))? [ ] Yes [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) [ ] Yes [X] 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 [X] 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 page 22 of the instructions)? **5b** N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ [X]

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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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 page 22 of the 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
ATTACHMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ▶

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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 page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	11,124,641.
b	Average of monthly cash balances	1b	97,264.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	6,546.
d	**Total** (add lines 1a, b, and c)	1d	11,228,451.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,228,451.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	168,427.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,060,024.
6	**Minimum investment return.** Enter 5% of line 5	6	553,001.

Part XI Distributable Amount (see page 25 of the 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	553,001.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,951.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,951.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	548,050.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	548,050.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	548,050.

Part XII Qualifying Distributions (see page 25 of the 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	576,799.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	576,799.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	576,799.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				548,050.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005				
b	From 2006 345,941.				
c	From 2007 181,108.				
d	From 2008 357,887.				
e	From 2009 250,724.				
f	**Total** of lines 3a through e	1,135,660.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 576,799.				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				548,050.
e	Remaining amount distributed out of corpus	28,749.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,164,409.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1,164,409.			
10	Analysis of line 9				
a	Excess from 2006 345,941.				
b	Excess from 2007 181,108.				
c	Excess from 2008 357,887.				
d	Excess from 2009 250,724.				
e	Excess from 2010 28,749.				

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Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

SANFORD P. & IRENE BURNSTEIN

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 page 28 of the 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

ATTACHMENT 9

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

NONE SPECIFIED

c Any submission deadlines

NONE

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

NONE

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*				
ATTACHMENT 10				
Total . . . . ▶ **3a**				552,471.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	20,234.	
4 Dividends and interest from securities			14	176,054.	
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			14	-1,245.	
8 Gain or (loss) from sales of assets other than inventory			18	76,836.	
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)				271,879.	

13 Total Add line 12, columns (b), (d), and (e) . . . . 13 271,879.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/12/11 Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	[signature]	5-6-11		P00496569

Firm's name ▶ GRANT THORNTON LLP Firm's EIN ▶ 36-6055558

Firm's address ▶ 2431 E. 61ST STREET, STE 500 TULSA, OK 74136-1208 Phone no 918-877-0800

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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
SANFORD P & IRENE F BURNSTEIN FOUNDATION SANFORD P. BURNSTEIN, TRUSTEE	73-6247047

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. . . . . ▶ $ ____________

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

Name of organization SANFORD P & IRENE F BURNSTEIN FOUNDATION
SANFORD P. BURNSTEIN, TRUSTEE

Employer identification number
73-6247047

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SANFORD P BURSTEIN 2716 S BIRMINGHAM PLACE TULSA, OK 74114	$ 5,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: SANFORD P & IRENE F BURNSTEIN FOUNDATION
SANFORD P. BURNSTEIN, TRUSTEE

Employer identification number: 73-6247047

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	51,451.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	51,451.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	25,385.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	25,385.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			51,451.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			25,385.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			76,836.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: SANFORD P & IRENE F BURNSTEIN FOUNDATION

Employer identification number: 73-6247047

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE STATEMENT D-1	VARIOUS	VARIOUS	879,738.	828,287.	51,451.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 51,451.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE STATEMENT D-1	VARIOUS	VARIOUS	258,676.	233,291.	25,385.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 25,385.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE STATEMENT D-1					VARIOUS	VARIOUS
879,738.		828,287.					51,451.	
		SEE STATEMENT D-1					VARIOUS	VARIOUS
258,676.		233,291.					25,385.	
TOTAL GAIN(LOSS)							76,836.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF OKLAHOMA		20,234.	20,234.
	TOTAL	20,234.	20,234.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF OKLAHOMA	176,054.	176,054.
TOTAL	176,054.	176,054.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		-1,245.	-1,245.
	TOTALS	-1,245.	-1,245.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		3,525.	1,763.		1,762.
	TOTALS	3,525.	1,763.	0.	1,762.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TRUSTEE FEES - BOK	45,133.	22,567.	22,566.
TOTALS	45,133.	22,567.	22,566.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL INCOME TAX	3,105.	0.	0.
TOTALS	3,105.	0.	0.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOK INVESTMENT ACCOUNT	15,006,375.	15,804,655.
TOTALS	15,006,375.	15,804,655.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SANFORD P. & IRENE BURNSTEIN P.O. BOX 582527 TULSA, OK 74158	TRUSTEES	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SANFORD P. BURNSTEIN
P.O. BOX 582527, TULSA OK 74158

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AOPA	NONE PUBLIC CHARITY	GENERAL OPERATIONS	200.
THE BILLFISH FOUNDATION	NONE PUBLIC CHARITY	GENERAL OPERATIONS	150.
COMMUNITY FOOD BANK OF E. OK	NONE PUBLIC CHARITY	GENERAL OPERATIONS	12,000.
CONGREGATION B'NAI EMUNAH	NONE PUBLIC CHARITY	GENERAL OPERATIONS	1,500.
DAY CENTER OF HOMELESS	NONE PUBLIC CHARITY	GENERAL OPERATIONS	11,000.
DVIS	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY & CHILDREN SERVICES	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
FENSTER & MILLER MUSEUM OF JEWISH ART	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
GILCREASE MUSEUM	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
HILLEL	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,500
JEWISH FEDERATION OF PALM BEACH	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
JEWISH FEDERATION OF TULSA	NONE PUBLIC CHARITY	GENERAL OPERATIONS	70,500

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MENTAL HEALTH ASSOCIATION	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
NATIONAL AIR & SPACE SOCIETY	NONE PUBLIC CHARITY	GENERAL OPERATIONS	500
OETA FOUNDATION	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
PHILBROOK MUSEUM	NONE PUBLIC CHARITY	GENERAL OPERATIONS	41,500.
PLANNED PARENTHOOD	NONE PUBLIC CHARITY	GENERAL OPERATIONS	35,000.
SPECIAL OLYMPICS	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST JOHN MEDICAL CENTER FOUNDATION	NONE PUBLIC CHARITY	GENERAL OPERATIONS	50,000.
TEMPLE ISRAEL	NONE PUBLIC CHARITY	GENERAL OPERATIONS	22,576
TULSA BALLET	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
TULSA EDUCARE	NONE PUBLIC CHARITY	GENERAL OPERATIONS	50,000.
TULSA HISTORICAL SOCIETY	NONE PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
UNITED WAY	NONE PUBLIC CHARITY	GENERAL OPERATIONS	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF TULSA	NONE PUBLIC CHARITY	GENERAL OPERATIONS	27,000
FALCON FOUNDATION	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
NATIONAL PSORIASIS FOUNDATION	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
OK CENTENNIAL BOTANICAL GARDENS	NONE PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
OCCJ	NONE PUBLIC CHARITY	GENERAL OPERATIONS	1,000
TARC	NONE PUBLIC CHARITY	GENERAL OPERATIONS	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA SYMPHONY ORCHESTRA	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
A NEW LEAF	NONE PUBLIC CHARITY	GENERAL OPERATIONS	50,000.
MAYO CLINIC	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
MULTIPLE SCLEROSIS SOCIETY	NONE PUBLIC CHARITY	GENERAL OPERATIONS	200.
OKLAHOMANS FOR EQUALITY	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
PARENT CHILD CENTER	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUTH SERVICES OF TULSA	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
WXEL	NONE PUBLIC CHARITY	GENERAL OPERATIONS	345.
TULSA COMMUNITY FOUNDATION	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
MEALS ON WHEELS	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
MAKE A WISH FOUNDATION	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
HABITAT FOR HUMANITY	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE METROPOLITAN MUSEUM OF ART	NONE PUBLIC CHARITY	GENERAL OPERATIONS	100.
NEIGHBOR FOR NEIGHBOR	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
OKLAHOMA JAZZ HALL OF FAME	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
TULSA BOYS HOME	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000
TULSA CASA	NONE PUBLIC CHARITY	GENERAL OPERATIONS	200.
TULSA LIBRARY TRUST	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,500

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VOLUNTEERS OF AMERICA	NONE PUBLIC CHARITY	GENERAL OPERATIONS	200.
		TOTAL CONTRIBUTIONS PAID	552,471.

Security Description	Date Acquired	Units	Proceeds	Cost Basis	Fed S-T Gain/Loss	Fed L-T Gain/Loss
LEAP WIRELESS INTL INC	8/19/10	-280 000	$2,930	-$4,505	-$1,575	
SANDRIDGE ENERGY INC	7/15/10	-1,247 000	$6,551	-$8,043	-$1,493	
SEAHAWK DRILLING INC	7/15/10	-491 000	$3,517	-$4,989	-$1,471	
SEABRIGHT HOLDINGS INC	7/9/10	-354.000	$2,501	-$3,473	-$972	
INTERMUNE INC	4/13/10	-31 000	$329	-$1,290	-$962	
NUVASIVE INC	8/6/10	-64 000	$1,561	-$2,508	-$947	
LEAP WIRELESS INTL INC	7/15/10	-380.000	$4,055	-$4,989	-$935	
DEAN FOODS CO	4/12/10	-145 000	$1,417	-$2,315	-$898	
FORMFACTOR INC	4/12/10	-120 000	$1,285	-$2,178	-$893	
PHILIP MORRIS INTERNATIONAL	4/12/10	-123 000	$5,520	-$6,337	-$817	
AIR PRODUCTS & CHEMICALS INC	4/13/10	-76 000	$4,978	-$5,677	-$699	
SEAHAWK DRILLING INC	3/16/10	-55 000	$446	-$1,125	-$678	
NAVIGANT CONSULTING INC	4/12/10	-260 000	$2,491	-$3,159	-$668	
NATIONAL OILWELL VARCO INC	4/13/10	-70.000	$2,409	-$3,060	-$652	
SANDRIDGE ENERGY INC	3/16/10	-225 000	$1,155	-$1,780	-$625	
BOSTON SCIENTIFIC CORP	4/12/10	-510 000	$3,049	-$3,651	-$602	
OCEANEERING INTL INC	3/17/10	-30 000	$1,385	-$1,971	-$586	
WEATHERFORD INTL LTD	4/12/10	-165.000	$2,248	-$2,819	-$571	
YAHOO! INC	4/12/10	-214.000	$2,959	-$3,529	-$570	
EDUCATION MANAGEMENT CORP	4/13/10	-97 000	$1,736	-$2,304	-$568	
ACORDA THERAPEUTICS INC	6/7/10	-60.000	$1,592	-$2,159	-$567	
CHESAPEAKE ENERGY CORP	4/12/10	-160 000	$3,432	-$3,997	-$564	
OCEANEERING INTL INC	4/13/10	-28 000	$1,194	-$1,752	-$558	
AMYLIN PHARMACEUTICALS INC	6/15/10	-121.000	$1,544	-$2,101	-$557	
YAHOO! INC	3/16/10	-206.000	$2,834	-$3,391	-$557	
INTL GAME TECHNOLOGY	8/17/10	-175 000	$2,441	-$2,997	-$556	
PETROHAWK ENERGY CORP	4/29/10	-90 000	$1,424	-$1,955	-$531	
EXPRESS SCRIPTS INC	4/13/10	-78 000	$3,335	-$3,863	-$528	
AIXTRON SE	4/13/10	-69 000	$1,947	-$2,470	-$523	
YAHOO! INC	4/12/10	-155 000	$2,245	-$2,757	-$513	
GRANITE CONSTRUCTION INC	4/12/10	-105 000	$2,640	-$3,133	-$493	
SPIRIT AEROSYSTEMS HOLDINGS INC-CL A	4/13/10	-126 000	$2,289	-$2,761	-$472	
ADOBE SYSTEMS INC	4/13/10	-85 000	$2,538	-$3,004	-$466	
EQUINIX INC	3/17/10	-14.000	$991	-$1,450	-$459	
L'OREAL - UNSPONSORED ADR	4/13/10	-249.000	$4,993	-$5,443	-$451	
HEWLETT-PACKARD CO	4/12/10	-35 000	$1,444	-$1,890	-$446	
SEAHAWK DRILLING INC	4/12/10	-40.000	$324	-$762	-$438	
MICROSOFT CORP	4/13/10	-70 000	$1,697	-$2,124	-$427	
HANSEN NATURAL CORP	4/13/10	-74 000	$2,772	-$3,149	-$377	
THORATEC CORP	4/13/10	-46 000	$1,171	-$1,531	-$360	
DELL INC	4/12/10	-235.000	$3,122	-$3,475	-$353	
KENNAMETAL INC	4/13/10	-103.000	$2,805	-$3,151	-$345	
PHILIP MORRIS INTERNATIONAL	4/12/10	-37 000	$1,630	-$1,969	-$339	
EXXON MOBIL CORP	4/13/10	-58.000	$3,588	-$3,914	-$327	
SCIENTIFIC GAMES CORP-A	4/13/10	-74.000	$765	-$1,092	-$327	
SEAHAWK DRILLING INC	3/16/10	-25 000	$203	-$511	-$308	
PEOPLE'S UNITED FINANCIAL INC	4/13/10	-170 000	$2,397	-$2,701	-$304	
NATIONAL OILWELL VARCO INC	4/12/10	-70 000	$2,766	-$3,056	-$290	
VENOCO INC	10/4/10	-117.000	$1,945	-$2,233	-$287	
SANDRIDGE ENERGY INC	4/22/10	-110 000	$576	-$841	-$265	
BIOGEN IDEC INC	3/17/10	-23.000	$1,116	-$1,367	-$251	
SANDRIDGE ENERGY INC	4/9/10	-95.000	$499	-$742	-$244	
DREAMWORKS ANIMATION SKG-A	4/13/10	-37.000	$1,282	-$1,524	-$242	
BAXTER INTERNATIONAL INC.	4/13/10	-25.000	$1,231	-$1,460	-$229	
PERFECT WORLD CO LTD-ADR	4/13/10	-36.000	$1,216	-$1,426	-$210	
TARGET CORP	4/13/10	-76 000	$3,912	-$4,111	-$199	
ORACLE CORP	4/13/10	-51.000	$1,148	-$1,342	-$194	
INTEL CORP	4/12/10	-100.000	$2,072	-$2,263	-$191	
AMYLIN PHARMACEUTICALS INC	4/13/10	-64.000	$1,269	-$1,456	-$186	
FTI CONSULTING INC	4/12/10	-55.000	$1,973	-$2,153	-$180	
H&E EQUIPMENT SERVICES INC	3/16/10	-60.000	$453	-$626	-$173	

H&E EQUIPMENT SERVICES INC	4/12/10	-40 000	$288	-$444	-$156
LONGTOP FINANCIAL TECHNO-ADR	4/13/10	-56 000	$1,816	-$1,963	-$148
WATERS CORP	4/12/10	-50.000	$3,171	-$3,313	-$142
FLUOR CORP	4/12/10	-55.000	$2,468	-$2,602	-$135
SANDRIDGE ENERGY INC	4/12/10	-55 000	$289	-$417	-$129
SMITH INTERNATIONAL INC	3/17/10	-58 000	$2,485	-$2,613	-$128
SANDRIDGE ENERGY INC	4/12/10	-55 000	$290	-$417	-$128
GENTEX CORP	4/13/10	-191 000	$3,884	-$4,003	-$119
LENNOX INTERNATIONAL INC	4/12/10	-45 000	$1,953	-$2,072	-$119
QUANTA SERVICES INC	4/13/10	-118 000	$2,234	-$2,352	-$118
MEAD JOHNSON NUTRITION	4/12/10	-70.000	$3,496	-$3,610	-$114
BRINKER INTERNATIONAL INC	4/13/10	-102.000	$1,933	-$2,033	-$100
PROSHARES ULTRA SHORT YEN	10/11/10	-204.000	$3,203	-$3,301	-$98
PROSHARES ULTRA SHORT YEN	10/11/10	-210 000	$3,303	-$3,398	-$95
VERIZON COMMUNICATIONS INC	4/12/10	-90 000	$2,610	-$2,699	-$89
NORTHWEST BANCSHARES INC	6/8/10	-191.000	$2,144	-$2,233	-$89
JOHNSON & JOHNSON	4/13/10	-26.000	$1,618	-$1,705	-$87
DIGITAL RIVER INC	3/17/10	-37.000	$1,037	-$1,120	-$83
WABTEC CORP	4/13/10	-26 000	$1,050	-$1,131	-$81
CHINA REAL ESTATE INFORMATION	4/13/10	-66 000	$584	-$659	-$75
MARVELL TECHNOLOGY GROUP LTD	4/13/10	-64.000	$1,251	-$1,324	-$73
FIRSTENERGY CORP	4/12/10	-26 000	$965	-$1,031	-$65
FIRSTENERGY CORP	4/12/10	-25.000	$930	-$994	-$64
SUNOCO INC	8/17/10	-50.000	$1,687	-$1,747	-$60
H&E EQUIPMENT SERVICES INC	3/16/10	-20 000	$150	-$209	-$58
H&E EQUIPMENT SERVICES INC	3/16/10	-20 000	$150	-$209	-$58
PROCTER & GAMBLE CO	3/17/10	-22 000	$1,345	-$1,401	-$56
CENTURY ALUMINUM COMPANY	7/23/10	-264 000	$3,676	-$3,731	-$56
WATERS CORP	4/12/10	-12 000	$770	-$826	-$55
DIGITAL RIVER INC	4/13/10	-30 000	$872	-$926	-$55
SIGNATURE BANK	4/13/10	-57 000	$2,141	-$2,193	-$52
H&E EQUIPMENT SERVICES INC	3/16/10	-15 000	$108	-$157	-$48
PROCTER & GAMBLE CO	3/17/10	-15 000	$907	-$955	-$48
JANUS CAPITAL GROUP INC	4/13/10	-10 000	$102	-$148	-$46
BROADCOM CORP-CL A	4/13/10	-50 000	$1,677	-$1,721	-$44
PNC FINANCIAL SERVICES GROUP	4/12/10	-5.000	$283	-$327	-$44
PEOPLE'S UNITED FINANCIAL INC	4/13/10	-17.000	$240	-$281	-$41
WABTEC CORP	3/17/10	-8.000	$310	-$350	-$40
CF INDUSTRIES HOLDINGS INC	5/12/10	-4.000	$255	-$294	-$39
MANNKIND CORP	4/13/10	-68 000	$464	-$499	-$35
INTL BUSINESS MACHINES CORP	4/12/10	-30 000	$3,826	-$3,860	-$35
PHILIP MORRIS INTERNATIONAL	4/12/10	-5.000	$234	-$266	-$32
OCCIDENTAL PETROLEUM CORP	4/13/10	-6 000	$481	-$513	-$32
MARVELL TECHNOLOGY GROUP LTD	4/13/10	-33 000	$660	-$691	-$31
SEABRIGHT HOLDINGS INC	7/9/10	-10.000	$70	-$98	-$29
SYSCO CORP	4/12/10	-30.000	$872	-$899	-$26
INTUITIVE SURGICAL INC	4/13/10	-1 000	$339	-$363	-$24
FIRSTENERGY CORP	4/12/10	-5.000	$176	-$199	-$23
ARCHER-DANIELS-MIDLAND CO	8/17/10	-55.000	$1,646	-$1,669	-$22
M & T BANK CORP	4/13/10	-10 000	$826	-$849	-$22
NEW YORK COMMUNITY BANCORP	4/13/10	-10.000	$156	-$177	-$21
CONTANGO OIL & GAS	4/13/10	-5.000	$266	-$282	-$17
CB RICHARD ELLIS GROUP INC-A	3/17/10	-44.000	$631	-$648	-$17
AKAMAI TECHNOLOGIES	3/17/10	-18.000	$565	-$580	-$15
MSCI INC-A	4/13/10	-2.000	$60	-$74	-$15
H&E EQUIPMENT SERVICES INC	3/16/10	-5.000	$37	-$52	-$15
AHT SER IV CL 2	9/23/10	-297.370	$297	-$311	-$13
WESTERN ALLIANCE BANCORP	4/12/10	-90.000	$546	-$559	-$13
TARGET CORP	4/13/10	-5.000	$269	-$281	-$13
THERMO FISHER SCIENTIFIC INC	4/13/10	-23.000	$1,177	-$1,189	-$12
ANSYS INC	3/17/10	-9.000	$401	-$412	-$11
ANSYS INC	3/17/10	-5.000	$218	-$229	-$11
THERMO FISHER SCIENTIFIC INC	4/13/10	-10.000	$508	-$518	-$10
SCHWAB (CHARLES) CORP	4/13/10	-35.000	$676	-$686	-$9

AHT SER IV CL 2	9/23/10	-173 660	$174	-$181	-$8
PROCTER & GAMBLE CO	3/17/10	-10 000	$629	-$637	-$7
SOVRAN SELF STORAGE INC REIT	3/16/10	-5 000	$171	-$178	-$7
SYSCO CORP	4/12/10	-5 000	$142	-$150	-$7
TJX COMPANIES INC	4/12/10	-90 000	$3,941	-$3,948	-$7
AHT SER IV CL 2	9/23/10	-150.610	$151	-$157	-$7
ARCHER-DANIELS-MIDLAND CO	3/16/10	-5 000	$137	-$143	-$6
REDWOOD TRUST INC REIT	4/12/10	-5 000	$75	-$80	-$5
WAMU SER 2004-CB2 CL 4A	8/23/10	-247.920	$248	-$252	-$4
WAMU SER 2004-CB2 CL 4A	8/23/10	-241.940	$242	-$246	-$4
SOVRAN SELF STORAGE INC REIT	3/16/10	-5 000	$175	-$178	-$3
EXXON MOBIL CORP	4/13/10	-0 203	$12	-$14	-$2
BABCOCK & WILCOX	4/12/10	-0 500	$12	-$13	-$1
BANCO SANTANDER S A-ADR	4/13/10	-0 256	$3	-$4	-$1
SYSCO CORP	4/12/10	-5.000	$149	-$150	-$1
WAMU SER 2004-CB2 CL 4A	8/23/10	-19 050	$19	-$19	$0
WAMU SER 2004-CB2 CL 4A	8/23/10	-15.370	$15	-$16	$0
ULTRA PETROLEUM CORP	6/3/10	-2 000	$101	-$101	$0
CBASS SER 1999-CB1 CL 1A	8/16/10	-104 200	$104	-$100	$4
AHT SER IV CL 2	9/23/10	-150 610	$151	-$157	-$7
CWHL SER 2003-21 CL A3	8/23/10	-0.030	$0	$0	$0
MAGELLAN MIDSTREAM PARTNERS LP	8/17/10	-30.000	$1,487	-$1,487	$0
SBM7 SER 1998-AQ1 CL A7	8/18/10	-2.400	$2	-$2	$0
AARON RENTS INC	4/12/10	-0.500	$12	-$11	$0
SAST SER 2002-1 CL AF5	8/20/10	-10 030	$10	-$10	$0
ABFS SER 2002-4 CL A	8/30/10	-93 670	$94	-$93	$0
GMACM SER 2003-AR1 CL A5	7/9/10	-6.260	$6	-$6	$1
ST JUDE MEDICAL INC	4/13/10	-10.000	$422	-$421	$1
LOWE'S COS INC	3/17/10	-10 000	$254	-$253	$1
DOLLAR TREE INC	4/12/10	-0.500	$21	-$20	$1
CAVIUM NETWORKS INC	3/17/10	-6 000	$155	-$154	$1
ABFS SER 2002-4 CL A	8/30/10	-279 220	$279	-$278	$1
JOHNSON & JOHNSON	3/17/10	-4 000	$260	-$258	$1
SASC SER 2003-26A CL 3A5	7/20/10	-7.720	$8	-$6	$2
SASC SER 2003-26A CL 3A5	7/20/10	-10.320	$10	-$8	$2
HOSPITALITY PROPERTIES TRUST REIT	10/12/10	-37.000	$839	-$837	$2
CONTANGO ORE INC	12/20/10	-0.500	$6	-$3	$3
BAYV SER 2005-D CL AF2	7/12/10	-468 420	$468	-$465	$3
COLUMBIA SPORTSWEAR CO	4/12/10	-2.000	$116	-$113	$3
GSR SER 2005-3F CL 1A2	8/2/10	-396 520	$397	-$393	$3
HALLIBURTON CO	3/17/10	-35 000	$1,132	-$1,129	$3
GSR SER 2005-3F CL 1A2	8/2/10	-398.650	$399	-$395	$3
GSR SER 2005-3F CL 1A2	8/2/10	-400.780	$401	-$397	$4
GSR SER 2005-3F CL 1A2	8/2/10	-402 930	$403	-$399	$4
WYNN RESORTS LTD	4/13/10	-20 000	$1,551	-$1,548	$4
CBASS SER 1999-CB1 CL 1A	8/16/10	-101.200	$101	-$97	$4
CBASS SER 1999-CB1 CL 1A	8/16/10	-103.330	$103	-$99	$4
CBASS SER 1999-CB1 CL 1A	8/16/10	-103.490	$103	-$99	$4
CBASS SER 1999-CB1 CL 1A	8/16/10	-104.200	$104	-$100	$4
BAYV SER 2005-B 1A6	7/8/10	-77 060	$77	-$73	$4
CWALT SER 2005-J4 CL 1A5	7/26/10	-126 130	$126	-$122	$4
SBM7 SER 1998-AQ1 CL A7	8/18/10	-123 090	$123	-$119	$5
ABFS SER 2002-4 CL A	8/30/10	-934 360	$934	-$930	$5
CWALT SER 2005-J4 CL 1A5	7/26/10	-137.370	$137	-$133	$5
AVAGO TECHNOLOGIES LTD	4/13/10	-2.000	$45	-$40	$5
SASC SER 2004-12H CL 1A	7/13/10	-106.730	$107	-$101	$5
CWALT SER 2005-J4 CL 1A5	7/26/10	-155 280	$155	-$150	$5
SBM7 SER 1998-AQ1 CL A7	8/18/10	-163 130	$163	-$157	$6
FHASI SER 2005-AR4 CL 2A1	8/23/10	-18 500	$19	-$12	$6
BSABS SER 2004-AC2 CL 2A	7/8/10	-120 720	$121	-$114	$6
BSABS SER 2004-AC2 CL 2A	7/8/10	-120 960	$121	-$115	$6
BAYV SER 2005-B 1A6	7/8/10	-115 690	$116	-$109	$6
BAYV SER 2005-D CL AF2	7/12/10	-935.200	$935	-$929	$6
CMLTI SER 2004-HYB3 CL 1A	7/20/10	-28.270	$28	-$22	$7

SBM7 SER 1998-AQ1 CL A7	8/18/10	-178 800	$179	-$172	$7
MSM SER 2004-4 CL 3A	8/13/10	-166 030	$166	-$159	$7
FHASI SER 2005-AR4 CL 2A1	8/23/10	-20 350	$20	-$14	$7
CMLTI SER 2004-HYB3 CL 1A	7/20/10	-29 520	$30	-$23	$7
CSFB SER 2004-8 CL 8A4	7/9/10	-88 750	$89	-$82	$7
BAYV SER 2005-D CL AF2	7/12/10	-1,020 350	$1,020	-$1,013	$7
CWALT SER 2005-J4 CL 1A5	7/26/10	-204.130	$204	-$197	$7
AMYLIN PHARMACEUTICALS INC	3/17/10	-7 000	$165	-$158	$7
ELECTRONIC ARTS INC	3/17/10	-57 000	$1,047	-$1,040	$7
CWALT SER 2005-J4 CL 1A5	7/26/10	-219.640	$220	-$212	$8
WFMBS SER 2006-AR11 CL A2	8/31/10	-1,250 000	$1,250	-$1,242	$8
WFMBS SER 2006-AR11 CL A2	8/31/10	-1,250.000	$1,250	-$1,242	$8
WFMBS SER 2006-AR11 CL A2	8/31/10	-1,250 000	$1,250	-$1,242	$8
WFMBS SER 2004-1 CL A28	7/9/10	-789 220	$789	-$781	$8
CHEROKEE INC	3/16/10	-5 000	$97	-$89	$8
MASTR SER 2003-5 CL 4A5	7/8/10	-244 360	$244	-$236	$9
WESTERN ALLIANCE BANCORP	3/16/10	-90 000	$548	-$539	$9
SASC SER 2003-26A CL 3A5	7/20/10	-42 800	$43	-$34	$9
MASTR SER 2003-5 CL 4A5	7/8/10	-244 950	$245	-$236	$9
BAYV SER 2005-B 1A6	7/8/10	-156 700	$157	-$148	$9
CAVIUM NETWORKS INC	3/17/10	-8.000	$214	-$205	$9
MASTR SER 2003-5 CL 4A5	7/8/10	-251 790	$252	-$243	$9
CBASS SER 1999-CB1 CL 1A	8/16/10	-224 450	$224	-$215	$9
MASTR SER 2003-5 CL 4A5	7/8/10	-269 460	$269	-$260	$9
MASTR SER 2003-5 CL 4A5	7/8/10	-274 910	$275	-$265	$10
SASC SER 2004-12H CL 1A	8/20/10	-346 790	$347	-$337	$10
MAGELLAN MIDSTREAM PARTNERS LP	4/12/10	-10.000	$493	-$483	$10
GMACM SER 2003-AR1 CL A5	7/9/10	-90.830	$91	-$81	$10
TARGET CORP	3/17/10	-4.000	$223	-$213	$10
BAYV SER 2005-D CL AF2	7/12/10	-1,534 400	$1,534	-$1,524	$11
CWHL SER 2003-56 CL 4A1	8/17/10	-78 410	$78	-$68	$11
SASC SER 2004-12H CL 1A	8/20/10	-368 600	$369	-$358	$11
SASC SER 2004-12H CL 1A	8/20/10	-373 120	$373	-$362	$11
BAYV SER 2005-D CL AF2	7/12/10	-1,597 370	$1,597	-$1,586	$11
ACCR SER 2003-1 CL A1	9/13/10	-63 110	$63	-$52	$11
MICROSOFT CORP	3/17/10	-22 000	$666	-$654	$11
SASC SER 2003-26A CL 3A5	7/20/10	-58.060	$58	-$46	$12
BAYV SER 2005-B 1A6	7/8/10	-217 110	$217	-$205	$12
CBASS SER 2003-CB1 CL AF	7/26/10	-113.250	$113	-$101	$12
BAIDU INC SPONS ADR REPSTG ORD SHS	4/13/10	-1.000	$75	-$63	$12
SPDR NUVEEN BARCLAYS CAPITAL	11/18/10	-40 000	$904	-$891	$13
CWALT SER 2004-2CB CL 1A1	8/24/10	-1,026 140	$1,026	-$1,013	$13
GMACM SER 2003-AR1 CL A5	7/9/10	-115.320	$115	-$102	$13
CWALT SER 2004-2CB CL 1A1	8/24/10	-1,050.380	$1,050	-$1,037	$13
CITIGROUP MORTGAGE LOAN TRUST INC	8/23/10	-120.580	$121	-$107	$14
AVAGO TECHNOLOGIES LTD	4/13/10	-6 000	$134	-$120	$14
BAYV SER 2005-B 1A6	7/8/10	-257.660	$258	-$243	$14
ACCR SER 2003-1 CL A1	9/13/10	-79.270	$79	-$65	$14
ON SEMICONDUCTOR CORPORATION	4/12/10	-30 000	$269	-$254	$14
ON SEMICONDUCTOR CORPORATION	4/12/10	-20 000	$179	-$164	$15
WFMBS SER 2004-1 CL A28	7/9/10	-1,488 390	$1,488	-$1,474	$15
CHEROKEE INC	3/16/10	-10.000	$194	-$178	$16
CWALT SER 2004-2CB CL 1A1	8/24/10	-1,287.070	$1,287	-$1,271	$16
BSABS SER 2004-AC2 CL 2A	7/8/10	-308.060	$308	-$292	$16
MSM SER 2004-4 CL 3A	8/13/10	-404.230	$404	-$388	$16
CWALT SER 2004-2CB CL 1A1	8/24/10	-1,329 750	$1,330	-$1,313	$17
CBASS SER 2003-CB1 CL AF	7/26/10	-157 120	$157	-$140	$17
SASC SER 2003-26A CL 3A5	7/20/10	-84 900	$85	-$68	$17
EXPRESS SCRIPTS INC	4/13/10	-7 000	$728	-$711	$17
CUMMINS INC	4/13/10	-2 000	$149	-$131	$18
FRED'S INC	4/12/10	-25 000	$321	-$303	$18
WFMBS SER 2004-1 CL A28	7/9/10	-1,805 130	$1,805	-$1,787	$18
NUTRI/SYSTEM INC	4/12/10	-5 000	$115	-$97	$18
CSFB SER 2004-8 CL 8A4	7/9/10	-236 590	$237	-$218	$18

PEOPLE'S UNITED FINANCIAL INC	3/17/10	-116 000	$1,834	-$1,815	$19
WFMBS SER 2004-1 CL A28	7/9/10	-1,913 740	$1,914	-$1,895	$19
WFMBS SER 2004-1 CL A28	7/9/10	-1,920 100	$1,920	-$1,901	$19
CBASS SER 2003-CB1 CL AF	7/26/10	-179 340	$179	-$160	$19
WATERS CORP	3/16/10	-5 000	$345	-$326	$20
CSFB SER 2004-8 CL 8A4	7/9/10	-254 110	$254	-$234	$20
ONEOK PARTNERS LP	8/17/10	-45 000	$3,094	-$3,074	$20
SASC SER 2004-12H CL 1A	8/20/10	-688 280	$688	-$668	$20
ACCR SER 2003-1 CL A1	9/13/10	-114 180	$114	-$94	$21
CSFB SER 2004-8 CL 8A4	7/9/10	-277 380	$277	-$256	$22
MLMI SER 2005-A8 CL A1C1	7/20/10	-453 230	$453	-$431	$22
CHEROKEE INC	3/16/10	-10 000	$200	-$178	$22
BSABS SER 2004-AC2 CL 2A	7/8/10	-420.550	$421	-$398	$22
CBASS SER 2003-CB1 CL AF	7/26/10	-212 120	$212	-$189	$23
CITIGROUP MORTGAGE LOAN TRUST INC	8/23/10	-197 880	$198	-$175	$23
AVAGO TECHNOLOGIES LTD	4/13/10	-9 000	$204	-$181	$23
MLMI SER 2005-A8 CL A1C1	7/20/10	-488 520	$489	-$465	$24
MLMI SER 2005-A8 CL A1C1	7/20/10	-491.770	$492	-$468	$24
REPUBLIC SERVICES INC	4/12/10	-70.000	$2,097	-$2,073	$24
CHEROKEE INC	8/17/10	-35 000	$691	-$667	$24
CHEROKEE INC	3/16/10	-15 000	$292	-$267	$24
CITIGROUP MORTGAGE LOAN TRUST INC	8/23/10	-214 150	$214	-$189	$25
CBASS SER 2003-CB1 CL AF	7/26/10	-235 390	$235	-$210	$25
ON SEMICONDUCTOR CORPORATION	3/16/10	-30.000	$269	-$244	$26
MLMI SER 2005-A8 CL A1C1	7/20/10	-535 800	$536	-$510	$26
ON SEMICONDUCTOR CORPORATION	4/12/10	-55 000	$492	-$466	$26
ALLIANCE DATA SYSTEMS CORP	3/17/10	-6 000	$427	-$400	$26
SASC SER 2001-SB1 CL A2	7/13/10	-146 700	$147	-$120	$26
SPDR NUVEEN BARCLAYS CAPITAL	11/18/10	-77 000	$1,742	-$1,715	$27
AMPHENOL CORP-CL A	3/16/10	-7 000	$338	-$310	$28
CMSI SER 2006-7 CL 1A1	8/19/10	-207.960	$208	-$180	$28
SASC SER 2001-SB1 CL A2	7/13/10	-161 760	$162	-$133	$29
MLMI SER 2005-A8 CL A1C1	7/20/10	-615 140	$615	-$586	$30
CMSI SER 2006-7 CL 1A1	8/19/10	-228 730	$229	-$198	$31
CHEROKEE INC	3/16/10	-15 000	$298	-$267	$31
SOVRAN SELF STORAGE INC REIT	3/16/10	-20.000	$744	-$712	$32
WESTERN UNION CO	3/17/10	-48.000	$834	-$802	$32
CSFB SER 2004-8 CL 8A4	7/9/10	-415.480	$415	-$383	$32
CITIGROUP MORTGAGE LOAN TRUST INC	8/23/10	-286 030	$286	-$253	$33
FRED'S INC	4/12/10	-52.000	$672	-$638	$34
CSMC SER 2006-1 CL 3A8	8/26/10	-120.960	$121	-$87	$34
BSABS SER 2004-AC2 CL 2A	7/8/10	-659.270	$659	-$625	$35
FORD MOTOR CO	7/1/10	-6 000	$97	-$63	$35
NORDSTROM INC	8/25/10	-3 000	$126	-$90	$35
SASC SER 2001-SB1 CL A2	7/13/10	-199 480	$199	-$164	$36
GMACM SER 2003-AR1 CL A5	7/9/10	-327.220	$327	-$290	$37
SALESFORCE.COM INC	4/13/10	-2 000	$197	-$160	$37
ACCR SER 2003-1 CL A1	9/13/10	-204 730	$205	-$168	$37
STARWOOD HOTELS & RESORTS	3/16/10	-5 000	$249	-$212	$37
SASC SER 2001-SB1 CL A2	7/13/10	-209 210	$209	-$172	$38
THORATEC CORP	4/13/10	-3 000	$140	-$102	$39
CWHL SER 2003-21 CL A3	8/23/10	-149 550	$150	-$111	$39
CMSI SER 2006-7 CL 1A1	8/19/10	-294 340	$294	-$255	$40
AVAGO TECHNOLOGIES LTD	4/13/10	-17 000	$382	-$341	$41
CMLTI SER 2004-HYB3 CL 1A	7/20/10	-178.880	$179	-$138	$41
SASC SER 2001-SB1 CL A2	7/13/10	-229.490	$229	-$188	$41
FHASI SER 2005-AR4 CL 2A1	8/23/10	-127.480	$127	-$86	$42
AKAMAI TECHNOLOGIES	4/13/10	-4 000	$175	-$133	$42
FOREST OIL CORP	3/16/10	-16 000	$514	-$471	$42
GULFMARK OFFSHORE INC CL-A	3/16/10	-16 000	$502	-$459	$43
ABFS SER 2003-1 CL A	8/30/10	-658 640	$659	-$616	$43
FOOT LOCKER INC	4/12/10	-36 000	$593	-$550	$43
MSM SER 2004-4 CL 3A	8/13/10	-1,087.610	$1,088	-$1,044	$44
SASC SER 2005-6 CL 2A19	8/20/10	-396.420	$396	-$353	$44

SASC SER 2005-6 CL 2A19	8/20/10	-396 420	$396	-$353	$44
SASC SER 2005-6 CL 2A19	8/20/10	-396 420	$396	-$353	$44
SASC SER 2005-6 CL 2A19	8/20/10	-396 420	$396	-$353	$44
NETAPP INC	3/16/10	-20 000	$708	-$664	$44
CHEROKEE INC	8/17/10	-25 000	$491	-$448	$44
CSFB SER 2005-11 CL 6A1	8/25/10	-173 930	$174	-$130	$44
CMSI SER 2007-4 CL 1A7	8/26/10	-557 110	$557	-$513	$45
CMSI SER 2007-4 CL 1A7	8/26/10	-560 870	$561	-$516	$45
CMSI SER 2007-4 CL 1A7	8/26/10	-564 650	$565	-$519	$45
CAVIUM NETWORKS INC	3/17/10	-8 000	$250	-$205	$45
CWL SER 2003-5 CL AF5	7/29/10	-252 140	$252	-$207	$45
SPDR NUVEEN BARCLAYS CAPITAL	11/18/10	-187 000	$4,211	-$4,165	$46
MARVELL TECHNOLOGY GROUP LTD	7/30/10	-85 000	$1,621	-$1,575	$46
GMACM SER 2003-AR1 CL A5	7/9/10	-415 730	$416	-$369	$47
THORATEC CORP	4/13/10	-4 000	$182	-$135	$47
CB RICHARD ELLIS GROUP INC-A	3/17/10	-31 000	$504	-$456	$47
CWL SER 2003-5 CL AF5	7/29/10	-267 500	$268	-$219	$48
NEW YORK COMMUNITY BANCORP	3/16/10	-125 000	$2,156	-$2,106	$49
CHEROKEE INC	8/17/10	-25 000	$496	-$447	$50
TJX COMPANIES INC	3/16/10	-30 000	$1,344	-$1,294	$50
TJX COMPANIES INC	3/16/10	-30 000	$1,344	-$1,294	$50
CWL SER 2003-5 CL AF5	7/29/10	-279 770	$280	-$229	$50
ACCENTURE PLC-A	4/12/10	-19 000	$852	-$800	$52
MSM SER 2004-4 CL 3A	8/13/10	-1,318 870	$1,319	-$1,266	$53
SMITH INTERNATIONAL INC	3/16/10	-85 000	$3,809	-$3,756	$53
BROADCOM CORP-CL A	3/17/10	-17.000	$625	-$572	$53
CUMMINS INC	4/13/10	-10 000	$715	-$661	$54
NEW YORK COMMUNITY BANCORP	7/8/10	-50 000	$846	-$792	$54
CWHL SER 2003-56 CL 4A1	8/17/10	-429 060	$429	-$371	$58
NEW YORK COMMUNITY BANCORP	8/19/10	-50 000	$856	-$796	$60
CWHL SER 2003-56 CL 4A1	8/17/10	-455 600	$456	-$394	$62
ADTRAN INC	4/12/10	-25 000	$761	-$699	$62
SIMMONS FIRST NATIONAL CORP	7/22/10	-33 000	$953	-$891	$62
CMLTI SER 2004-HYB3 CL 1A	7/20/10	-273 280	$273	-$210	$63
NEW YORK COMMUNITY BANCORP	3/16/10	-90.000	$1,580	-$1,517	$63
CMSI SER 2007-1 CL 1A3	8/23/10	-348 830	$349	-$283	$66
CMSI SER 2007-4 CL 1A7	8/26/10	-830 260	$830	-$764	$66
CMSI SER 2007-1 CL 1A3	8/23/10	-351 170	$351	-$284	$67
HOSPITALITY PROPERTIES TRUST REIT	10/12/10	-51.000	$1,220	-$1,153	$67
MAGELLAN MIDSTREAM PARTNERS LP	8/17/10	-20 000	$1,052	-$985	$67
CMSI SER 2007-1 CL 1A3	8/23/10	-353.520	$354	-$286	$67
CMSI SER 2007-1 CL 1A3	8/23/10	-355.890	$356	-$288	$68
ON SEMICONDUCTOR CORPORATION	4/12/10	-145 000	$1,298	-$1,230	$68
ON SEMICONDUCTOR CORPORATION	3/16/10	-80 000	$722	-$650	$71
CWHL SER 2007-4 CL 1A1	8/26/10	-246 270	$246	-$174	$73
SASOL LTD-SPONSORED ADR	8/17/10	-21 000	$961	-$888	$73
ABFS SER 2003-1 CL A	8/30/10	-1,130 070	$1,130	-$1,057	$73
CMLTI SER 2004-HYB3 CL 1A	7/20/10	-325 330	$325	-$251	$75
ARKANSAS BEST CORP	3/16/10	-50 000	$1,574	-$1,500	$75
CUMMINS INC	4/13/10	-8 000	$601	-$525	$76
CMSI SER 2006-7 CL 1A1	8/19/10	-565 670	$566	-$489	$76
GSR SER 2005-4F CL 4A13	9/14/10	-955.220	$955	-$879	$76
SIMMONS FIRST NATIONAL CORP	8/31/10	-29 000	$811	-$734	$77
BANK OF AMERICA CORP	3/16/10	-55.000	$1,017	-$939	$78
SALESFORCE.COM INC	4/13/10	-4.000	$398	-$320	$79
CLEAN HARBORS INC	3/17/10	-8.000	$540	-$461	$79
ACCENTURE PLC-A	4/12/10	-32.000	$1,456	-$1,377	$79
CWHL SER 2007-4 CL 1A1	8/26/10	-271 220	$271	-$191	$80
VMWARE INC- CL A	4/13/10	-4 000	$309	-$228	$81
SIMMONS FIRST NATIONAL CORP	8/19/10	-25 000	$712	-$630	$82
MARKET VECTORS DOUBLE SHORT EU	10/27/10	-153 000	$6,721	-$6,639	$83
VMWARE INC- CL A	4/13/10	-9.000	$597	-$513	$84
GULFMARK OFFSHORE INC CL-A	4/12/10	-89.000	$2,578	-$2,493	$85
GSR SER 2005-4F CL 4A13	9/14/10	-1,106 470	$1,106	-$1,018	$89

SALESFORCE COM INC	4/13/10	-3 000	$332	-$240	$92
CWHL SER 2003-56 CL 4A1	8/17/10	-679 800	$680	-$588	$92
CLEAN HARBORS INC	3/17/10	-10 000	$668	-$576	$92
OCCIDENTAL PETROLEUM CORP	4/13/10	-14 000	$1,291	-$1,196	$95
AARON RENTS INC	10/25/10	-40 000	$804	-$709	$95
BROADCOM CORP-CL A	4/13/10	-49 000	$1,760	-$1,664	$96
SIMMONS FIRST NATIONAL CORP	4/12/10	-71 000	$2,055	-$1,959	$96
SIMMONS FIRST NATIONAL CORP	7/22/10	-54.000	$1,556	-$1,458	$98
DU PONT (E I) DE NEMOURS	8/17/10	-15 000	$722	-$621	$100
BAIDU INC SPONS ADR REPSTG ORD SHS	4/13/10	-6 000	$478	-$375	$102
MERCADOLIBRE INC	5/28/10	-11 000	$673	-$571	$102
EZCORP INC-CL A	10/14/10	-29 000	$725	-$621	$104
FHASI SER 2005-AR4 CL 2A1	8/23/10	-316 680	$317	-$213	$104
THORATEC CORP	4/13/10	-10 000	$444	-$339	$105
BEST BUY CO INC	3/16/10	-20 000	$894	-$789	$105
DU PONT (E I) DE NEMOURS	8/17/10	-18 000	$851	-$746	$105
CWHL SER 2003-21 CL A3	8/23/10	-405.030	$405	-$300	$105
CWHL SER 2007-4 CL 1A1	8/26/10	-357 280	$357	-$252	$105
CWHL SER 2007-4 CL 1A1	8/26/10	-373 750	$374	-$263	$110
ABFS SER 2003-1 CL A	8/30/10	-1,731 310	$1,731	-$1,619	$113
AVON PRODUCTS INC	7/28/10	-26 000	$887	-$773	$114
MEAD JOHNSON NUTRITION	4/12/10	-50 000	$2,695	-$2,580	$115
ROCKWELL AUTOMATION INC	4/13/10	-9 000	$651	-$535	$116
APPLE INC COM	4/13/10	-6 000	$1,574	-$1,456	$118
LUFKIN INDUSTRIES INC	3/16/10	-20 000	$1,713	-$1,595	$118
C H ROBINSON WORLDWIDE INC	4/13/10	-8 000	$570	-$451	$119
TEXAS INSTRUMENTS INC	4/12/10	-50 000	$1,404	-$1,282	$122
FAMILY DOLLAR STORES	3/16/10	-55 000	$2,084	-$1,959	$126
PIONEER NATURAL RESOURCES CO	3/17/10	-23 000	$1,355	-$1,230	$126
ALASKA AIR GROUP INC	4/12/10	-15 000	$782	-$652	$129
KELLOGG CO	4/13/10	-108 000	$5,861	-$5,729	$132
GENZYME CORP	3/16/10	-11 000	$767	-$631	$136
ALLEGIANT TRAVEL CO	9/13/10	-18.000	$864	-$727	$137
KINDER MORGAN ENERGY PRTNRS LP	4/12/10	-45.000	$3,099	-$2,958	$141
APPLE INC COM	4/13/10	-8 000	$2,078	-$1,935	$143
SALESFORCE COM INC	4/13/10	-4 000	$468	-$320	$148
GENZYME CORP	3/16/10	-11 000	$780	-$631	$149
PIONEER NATURAL RESOURCES CO	3/17/10	-25 000	$1,487	-$1,337	$151
COINSTAR INC	3/16/10	-30 000	$1,098	-$947	$152
AKAMAI TECHNOLOGIES	4/13/10	-25 000	$984	-$832	$153
ROCKWELL AUTOMATION INC	4/13/10	-13.000	$932	-$773	$159
JPMMT SER 2005-S3 CL 1A5	8/24/10	-651 920	$652	-$491	$161
CONTANGO OIL & GAS	5/6/10	-50 000	$2,873	-$2,709	$164
MASIMO CORPORATION	3/22/10	-36 000	$1,136	-$972	$164
MERCADOLIBRE INC	5/28/10	-11 000	$735	-$569	$166
GRAFTECH INTERNATIONAL LTD	4/12/10	-70 000	$1,151	-$985	$166
SIMMONS FIRST NATIONAL CORP	8/19/10	-115.000	$3,250	-$3,080	$170
GENZYME CORP	3/16/10	-12.000	$858	-$688	$170
FIRST CASH FINL SVCS INC	4/12/10	-23.000	$679	-$508	$172
PROSHARES ULTRA SHORT YEN	9/10/10	-358 000	$6,267	-$6,093	$173
GSR SER 2005-4F CL 4A13	9/14/10	-2,181.910	$2,182	-$2,007	$175
FAMILY DOLLAR STORES	3/16/10	-65 000	$2,490	-$2,315	$175
CF INDUSTRIES HOLDINGS INC	5/12/10	-4 000	$470	-$294	$177
CUMMINS INC	4/13/10	-4 000	$441	-$265	$177
AMERICAN TOWER CORP-CL A	3/17/10	-26 000	$1,325	-$1,147	$178
CB RICHARD ELLIS GROUP INC-A	4/13/10	-60 000	$1,185	-$1,007	$178
LUFKIN INDUSTRIES INC	3/16/10	-30 000	$2,573	-$2,392	$181
GENZYME CORP	4/12/10	-10 000	$713	-$528	$185
ON SEMICONDUCTOR CORPORATION	7/8/10	-76 000	$689	-$504	$186
CF INDUSTRIES HOLDINGS INC	5/12/10	-4 000	$480	-$294	$187
CUMMINS INC	4/13/10	-14 000	$1,112	-$926	$187
CF INDUSTRIES HOLDINGS INC	5/12/10	-7 000	$701	-$514	$187
GENZYME CORP	3/17/10	-15 000	$1,053	-$856	$197
ON SEMICONDUCTOR CORPORATION	8/31/10	-109 000	$886	-$686	$200

GOLDMAN SACHS GROUP INC	7/8/10	-6 000	$1,011	-$805	$205
GENZYME CORP	3/16/10	-14 000	$1,009	-$802	$206
FAMILY DOLLAR STORES	3/16/10	-80.000	$3,058	-$2,849	$209
NETAPP INC	4/12/10	-13 000	$669	-$456	$214
JAKKS PACIFIC INC	4/12/10	-51 000	$955	-$740	$214
CSMC SER 2006-1 CL 3A8	8/26/10	-769.610	$770	-$554	$215
JPMMT SER 2005-S3 CL 1A5	8/24/10	-874 200	$874	-$658	$216
CF INDUSTRIES HOLDINGS INC	5/12/10	-5 000	$590	-$367	$223
CWHL SER 2005-24 CL A19	10/29/10	-1,000.000	$1,000	-$770	$230
CWHL SER 2005-24 CL A19	10/29/10	-1,000 000	$1,000	-$770	$230
PALL CORP	4/12/10	-39 000	$1,775	-$1,543	$231
PNC FINANCIAL SERVICES GROUP	3/16/10	-25.000	$1,691	-$1,455	$236
HOSPITALITY PROPERTIES TRUST REIT	10/12/10	-206 000	$4,898	-$4,659	$240
CBS CORP-CL B	4/12/10	-106 000	$1,846	-$1,604	$242
SIMMONS FIRST NATIONAL CORP	7/22/10	-134 000	$3,861	-$3,618	$243
WESTERN ALLIANCE BANCORP	3/16/10	-80 000	$724	-$479	$245
FRED'S INC	3/16/10	-110 000	$1,416	-$1,169	$246
JPMMT SER 2005-S3 CL 1A5	8/24/10	-1,026 530	$1,027	-$772	$254
WESTERN UNION CO	4/13/10	-196.000	$3,575	-$3,319	$257
FRED'S INC	3/16/10	-113 000	$1,460	-$1,201	$259
COINSTAR INC	10/6/10	-14 000	$855	-$595	$260
AVAGO TECHNOLOGIES LTD	4/13/10	-128 000	$2,822	-$2,562	$260
WARNACO GROUP INC/THE	6/10/10	-18.000	$1,008	-$747	$261
CSFB SER 2005-11 CL 6A1	8/25/10	-1,036 430	$1,036	-$775	$262
CSMC SER 2006-1 CL 3A8	8/26/10	-942 360	$942	-$679	$264
AMERICAN GREETINGS CORP-CL A	9/30/10	-263 000	$5,221	-$4,955	$266
AKAMAI TECHNOLOGIES	8/4/10	-17 000	$876	-$610	$266
CWHL SER 2005-24 CL A19	8/26/10	-1,000 000	$1,000	-$729	$271
CWHL SER 2005-24 CL A19	8/26/10	-1,000 000	$1,000	-$729	$271
CSMC SER 2006-1 CL 3A8	8/26/10	-996 440	$996	-$717	$279
SHORETEL INC	7/23/10	-162.000	$1,132	-$852	$280
TEXAS INSTRUMENTS INC	3/16/10	-90 000	$2,516	-$2,230	$286
ARCHER-DANIELS-MIDLAND CO	4/12/10	-160 000	$4,866	-$4,575	$291
KORN/FERRY INTERNATIONAL	7/8/10	-179.000	$2,825	-$2,534	$292
GENZYME CORP	3/16/10	-25.000	$1,731	-$1,433	$298
DOMINO'S PIZZA INC	7/8/10	-236.000	$3,480	-$3,181	$299
BRONCO DRILLING CO INC	10/28/10	-152.000	$952	-$652	$301
TITANIUM METALS CORPORATION	3/16/10	-125 000	$2,092	-$1,789	$304
DOMINO'S PIZZA INC	7/28/10	-112 000	$1,787	-$1,480	$308
CWHL SER 2003-21 CL A3	8/23/10	-1,189 870	$1,190	-$881	$309
BIOGEN IDEC INC	4/13/10	-60.000	$3,759	-$3,442	$318
CWHL SER 2005-21 CL A4	8/26/10	-1,280.150	$1,280	-$935	$346
AMYLIN PHARMACEUTICALS INC	10/21/10	-229 000	$3,030	-$2,679	$351
ON SEMICONDUCTOR CORPORATION	7/8/10	-219.000	$1,807	-$1,451	$355
GENERAL CABLE CORP	4/12/10	-75.000	$2,402	-$2,046	$356
MERCADOLIBRE INC	4/13/10	-22.000	$1,435	-$1,068	$367
COINSTAR INC	10/13/10	-28.000	$1,618	-$1,239	$379
CLEAN HARBORS INC	4/13/10	-32.000	$2,205	-$1,818	$388
FIRST CASH FINL SVCS INC	3/16/10	-62 000	$1,759	-$1,353	$406
ON SEMICONDUCTOR CORPORATION	8/31/10	-214 000	$1,755	-$1,346	$409
BRONCO DRILLING CO INC	11/1/10	-304 000	$1,778	-$1,345	$433
PATTERSON-UTI ENERGY INC	8/17/10	-101.000	$1,960	-$1,522	$437
COINSTAR INC	10/28/10	-28 000	$1,733	-$1,294	$438
COINSTAR INC	4/12/10	-35 000	$1,699	-$1,242	$457
DOMINO'S PIZZA INC	7/28/10	-219 000	$3,366	-$2,904	$462
ON SEMICONDUCTOR CORPORATION	7/8/10	-198.000	$1,798	-$1,312	$486
SALESFORCE COM INC	4/13/10	-9.000	$1,208	-$716	$492
DOMINION RESOURCES INC/VA	8/18/10	-176 000	$7,833	-$7,339	$494
BRONCO DRILLING CO INC	10/27/10	-220 000	$1,461	-$959	$502
CUMMINS INC	4/13/10	-38 000	$2,850	-$2,330	$520
KENNETH COLE PRODUCTIONS-A	7/16/10	-231 000	$3,299	-$2,773	$526
JPMMT SER 2005-S3 CL 1A5	8/24/10	-2,217.290	$2,217	-$1,669	$549
BRONCO DRILLING CO INC	10/29/10	-187.000	$1,350	-$801	$549
ARTISAN MID CAP VALUE FD#1464		0.000	$568	$0	$568

GULFPORT ENERGY CORP	7/8/10	-345 000	$4,810	-$4,223	$587
JACK IN THE BOX INC	8/31/10	-169 000	$3,987	-$3,396	$592
KORN/FERRY INTERNATIONAL	8/30/10	-256 000	$4,042	-$3,447	$595
ALTERA CORPORATION	4/13/10	-128 000	$3,870	-$3,274	$596
MAGNA INTERNATIONAL INC-CL A	4/12/10	-45 000	$3,306	-$2,699	$607
H&E EQUIPMENT SERVICES INC	10/19/10	-277 000	$3,000	-$2,385	$614
EZCORP INC-CL A	10/14/10	-208 000	$5,104	-$4,452	$652
LITHIA MOTORS INC	8/17/10	-120 000	$1,628	-$974	$655
KENNETH COLE PRODUCTIONS-A	7/12/10	-125 000	$2,153	-$1,491	$661
CAMERON INTERNATIONAL CORP	7/8/10	-153.000	$5,961	-$5,291	$670
GOLDMAN SACHS GROUP INC	8/31/10	-22.000	$3,689	-$2,998	$691
PROSHARES ULTRASHORT LEHMAN	10/27/10	-194 000	$7,339	-$6,645	$694
PROSHARES ULTRAP	8/31/10	-30 000	$4,411	-$3,701	$710
UNIVERSAL FOREST PRODUCTS	10/13/10	-144.000	$5,129	-$4,412	$717
ORRSTOWN FINANCIAL SERVICES IN	7/8/10	-145.000	$3,982	-$3,263	$720
FREEPORT-MCMORAN COPPER	8/17/10	-45 000	$4,347	-$3,597	$749
LITHIA MOTORS INC	4/29/10	-140 000	$1,900	-$1,128	$772
GOOGLE INC-CL A	8/19/10	-13 000	$6,777	-$5,922	$855
NAVISTAR INTERNATIONAL	9/27/10	-183 000	$9,109	-$8,230	$878
COINSTAR INC	3/16/10	-32 000	$1,898	-$1,010	$888
COINSTAR INC	9/30/10	-48.000	$2,972	-$2,067	$905
MERGER FD#0260		0 000	$913	$0	$913
RES-CARE INC	8/6/10	-424 000	$5,193	-$4,264	$929
WARNACO GROUP INC/THE	8/31/10	-121.000	$5,749	-$4,723	$1,026
BRONCO DRILLING CO INC	10/29/10	-317 000	$2,390	-$1,350	$1,040
GRAND CANYON EDUCATION	9/13/10	-255 000	$5,536	-$4,447	$1,089
CENTURY ALUMINUM COMPANY	8/31/10	-424.000	$5,395	-$4,291	$1,104
FREEPORT-MCMORAN COPPER	4/13/10	-34.000	$3,960	-$2,815	$1,144
COINSTAR INC	10/6/10	-83 000	$4,839	-$3,561	$1,278
APPLE INC COM	8/18/10	-21 000	$6,629	-$5,276	$1,353
LITHIA MOTORS INC	7/9/10	-418 000	$4,041	-$2,656	$1,385
JACK IN THE BOX INC	8/19/10	-422 000	$9,775	-$8,378	$1,396
LITHIA MOTORS INC	8/31/10	-545 000	$5,203	-$3,697	$1,506
MATRIXX INITIATIVES INC	11/23/10	-656 000	$5,235	-$3,419	$1,816
COMMERCIAL METALS CO	8/31/10	-429 000	$7,525	-$5,675	$1,850
ALLEGIANT TRAVEL CO	10/13/10	-174 000	$9,046	-$6,999	$2,046
ON SEMICONDUCTOR CORPORATION	7/8/10	-851 000	$7,782	-$5,640	$2,142
NIGHTHAWK RADIOLOGY HOLDINGS	8/31/10	-1,294 000	$8,258	-$3,418	$4,839
PIMCO TOTAL RETURN-INST FD#0035		0.000	$12,090	$0	$12,090
BP PLC-SPONS ADR	3/8/10	-6,528 000	$125,705	-$128,232	-$2,527
Total Short Term			$879,738	-$828,287	$51,451

Security Description	Date Acquired	Units	Proceeds	Cost Basis	Fed S-T Gain/Loss	Fed L-T Gain/Loss
BP PLC-SPONS ADR	3/8/10	-6,528 000	$188,558	-$154,841		$33,717
NUVEEN MID CAP GRWTH OPP-I FD#2453	12/21/07	-577.034	$20,000	-$24,250		-$4,250
VANGUARD MID CAP INDX-INSTL FD#0864	8/26/08	-2,941.176	$50,000	-$54,059		-$4,059
EXXON MOBIL CORP	12/10/08	-0.851	$52	-$66		-$14
EXXON MOBIL CORP	12/10/08	-0.817	$54	-$63		-$9
BP PLC-SPONS ADR	9/8/08	-0.217	$12	-$12		$1
Total Long Term			$258,676	-$233,291		$25,385