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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.

2010

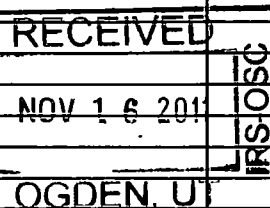
For calendar year 2010, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation LGR FOUNDATION C/O ATCHLEY & ASSOCIATES, LLP		A Employer identification number 74-2955428
Number and street (or P O box number if mail is not delivered to street address) 6850 AUSTIN CENTER BLVD	Room/suite 180	B Telephone number 512-346-2086
City or town, state, and ZIP code AUSTIN, TX 78731		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 19,433,786.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		8,272,369.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		10,257.	10,257.		STATEMENT 2
4 Dividends and interest from securities		515,029.	515,029.		STATEMENT 3
5a Gross rents		1.	1.		STATEMENT 4
b Net rental income or (loss)		1.			
6a Net gain or (loss) from sale of assets not on line 10		1,825,902.			STATEMENT 1
b Gross sales price for all assets on line 6a		12,487,240.			
7 Capital gain net income (from Part IV, line 2)			3,130,318.		
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)		3,602.	3,602.		STATEMENT 5
11 Other income		10,627,160.	3,659,207.		
12 Total. Add lines 1 through 11		10,627,160.	3,659,207.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 6		33,782.	13,513.		20,269.
b Accounting fees STMT 7		6,983.	4,539.		2,444.
c Other professional fees STMT 8		21,969.	21,969.		0.
17 Interest		673.	673.		0.
18 Taxes STMT 9		8,690.	4,182.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 10		6,262.	576.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		78,359.	45,452.		22,713.
25 Contributions, gifts, grants paid		386,600.			386,600.
26 Total expenses and disbursements. Add lines 24 and 25		464,959.	45,452.		409,313.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		10,162,201.			
b Net investment income (if negative, enter -0-)			3,613,755.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	947,954.	3,644,640.	3,644,640.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,743.	2,935.	2,935.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 12	3,037,950.	5,987,520.	6,850,535.
	c Investments - corporate bonds STMT 13	4,002,520.	2,685,512.	2,837,562.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	15,641.	6,074,791.	6,074,791.
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 15)	12,644.	23,323.	23,323.	
16 Total assets (to be completed by all filers)	8,021,452.	18,418,721.	19,433,786.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,021,452.	18,418,721.	
	30 Total net assets or fund balances	8,021,452.	18,418,721.	
	31 Total liabilities and net assets/fund balances	8,021,452.	18,418,721.	

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	8,021,452.
2 Enter amount from Part I, line 27a	2	10,162,201.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	235,068.
4 Add lines 1, 2, and 3	4	18,418,721.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,418,721.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 12,487,240.		9,375,121.	3,130,318.

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			3,130,318.

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	3,130,318.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	553,465.	8,367,673.	.066143
2008	522,745.	11,222,931.	.046578
2007	654,783.	12,590,422.	.052006
2006	487,283.	10,797,871.	.045128
2005	432,234.	9,624,106.	.044912

2 Total of line 1, column (d)	2	.254767
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	.050953
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	14,711,918.
5 Multiply line 4 by line 3	5	749,616.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,138.
7 Add lines 5 and 6	7	785,754.
8 Enter qualifying distributions from Part XII, line 4	8	409,313.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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		1	72,275.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	72,275.
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	72,275.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,935.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	77,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		79,935.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		7,660.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 7,660. Refunded <input type="checkbox"/>	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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? Website address ► N/A	13	X	
14. The books are in care of ► KAREN ATCHLEY Telephone no. ► 512-346-2086 Located at ► 6850 AUSTIN CENTER BLVD., SUITE 180, AUSTIN, TX ZIP+4 ► 78731			
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16. At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ►	16	Yes	No X

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

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

	Yes	No
1a. During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b. If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c. Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	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 ►		
b. Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> N/A	2b	
c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b. If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) <input type="checkbox"/> N/A	3b	
4a. Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b. Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870

X

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ERIC GUZIEJKA 7901 DADIVA CT AUSTIN, TX 78735	DIRECTOR 3.00	0.	0.	0.
KAREN E. ATCHLEY 6850 AUSTIN CENTER BLVD, STE 180 AUSTIN, TX 78731	SECRETARY AND 3.00	0.	0.	0.
TREASURER				
KELLY R. GUZIEJKA 7901 DADIVA CT AUSTIN, TX 78735	VICE PRESIDENT 3.00	0.	0.	0.
TRACY RAWL 8719 YOUNG LANE AUSTIN, TX 78737	PRESIDENT 3.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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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. If none, enter "NONE."

[illegible]

Total number of others receiving over \$50,000 for professional services

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.

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,360,966.
b	Average of monthly cash balances	1b	3,548,733.
c	Fair market value of all other assets	1c	26,258.
d	Total (add lines 1a, b, and c)	1d	14,935,957.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,935,957.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	224,039.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,711,918.
6	Minimum investment return. Enter 5% of line 5	6	735,596.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	735,596.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	72,275.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	72,275.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	663,321.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	663,321.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	663,321.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	409,313.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	409,313.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	409,313.

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.

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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				663,321.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			349,718.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 409,313.				
a Applied to 2009, but not more than line 2a			349,718.	
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				59,595.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				603,726.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

N/A

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

- [illegible]

1 Information Regarding Foundation Managers:

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

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

Part XV **Supplementary Information** (continued)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a <i>Paid during the year</i></div>				
AUSTIN COMMUNITY FOUNDATION PO BOX 5159 AUSTIN, TX 78763	NONE	509(A)(1) PUBLIC CHARITY	VARIOUS CHILD WELFARE AND OTHER CHARITABLE PURPOSES	156,600.
COMMUNITY FOUNDATION OF NORTH TEXAS 306 WEST 7TH ST FORT WORTH, TX 76102	NONE	509(A)(1) PUBLIC CHARITY	VARIOUS CHILD WELFARE AND OTHER CHARITABLE PURPOSES	105,000.
GREATER HOUSTON COMMUNITY FOUNDATION 4550 POST OAK PLACE HOUSTON, TX 77027	NONE	509(A)(1) PUBLIC CHARITY	VARIOUS CHILD WELFARE AND OTHER CHARITABLE PURPOSES	125,000.
Total				▶ 3a 386,600.
<div>b <i>Approved for future payment</i></div>				
NONE				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	10,257.		
4 Dividends and interest from securities			14	515,029.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property			16	1.		
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	900000		14	3,602.		
8 Gain or (loss) from sales of assets other than inventory			18	1,825,902.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		2,354,791.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,354,791.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

	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

- 13

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

LGR FOUNDATION
C/O ATCHLEY & ASSOCIATES, LLP

Employer identification number

74-2955428

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).

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

Name of organization

LGR FOUNDATION

C/O ATCHLEY & ASSOCIATES, LLP

Employer identification number

74-2955428

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LAWRENCE G RAWL CHARITABLE LEAD TRUST C/O ATCHLEY & ASSOCIATES LLP, 6850 AUSTIN CENTER BLVD., STE 180 AUSTIN , TX 78731	\$ 8,272,369.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization LGR FOUNDATION C/O ATCHLEY & ASSOCIATES, LLP	Employer identification number 74-2955428
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization LGR FOUNDATION C/O ATCHLEY & ASSOCIATES, LLP	Employer identification number 74-2955428
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

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

FORM. 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH FROM ROCKEFELLER BALANCED FUND LP	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	0.	0.	0.
			(F) GAIN OR LOSS -3,772.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH FROM ROCKEFELLER BALANCED FUND LP	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	0.	0.	0.
			(F) GAIN OR LOSS 21,971.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
0.5 SHS STANLEY BLACK & DECKER INC	PURCHASED	03/31/00	03/26/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
30.	14.	0.	0.
			(F) GAIN OR LOSS 16.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.4 SHS FREEPORT-MCMORAN COPPER & GOLD CL B	28.	37.	0.	0.	-9.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,500 SHS NOKIA CORP ADR	35,253.	35,105.	0.	0.	148.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHS AGCO CORP	74,701.	59,360.	0.	0.	15,341.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 SHS BRISTOL MYERS SQUIBB CO COM	26,203.	22,340.	0.	0.	3,863.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,923.35 SHS COLUMBIA BOND FUND-Z	27,830.	27,974.	0.	0.	-144.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,000 SHS CORNING INC COM	57,344.	46,800.	0.	0.	10,544.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,250 HARTFORD FINL SVC	75,583.	78,455.	0.	0.	-2,872.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,650 SHS ISHARES MSCI	1,003,917.	947,517.	0.	0.	56,400.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 SHS MORGAN STANLEY DEAN WITTER	27,567.	31,860.	0.	0.	-4,293.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,000 SHS NEWELL RUBBERMAID	131,412.	123,749.	0.	0.	7,663.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,500 SHS PETROHAWK ENERGY CORP	25,919.	37,091.	0.	0.	-11,172.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,325 SPDR TR UNIT SER 1	1,831,766.	1,721,880.	0.	0.	109,886.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,500 SHS UNION PACIFIC CORP COM	115,570.	93,673.	0.	0.	21,897.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHS VALE SA ADR	57,953.	46,780.	0.	0.	11,173.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000 SHS WEYERHAEUSER CO CAP	87,793.	193,791.	0.	0.	-105,998.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.0402 SHS WEYERHAEUSER CO CAP	1.	1.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,352 SHS WEYERHAEUSER CO CAP	40,243.	36,550.	0.	0.	3,693.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,000 SHS ACE LTD	161,938.	82,535.	0.	0.	79,403.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,500 SHS ACE LTD	188,927.	174,860.	0.	0.	14,067.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000 SHS AGCO	186,753.	137,300.	0.	0.	49,453.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,000 SHS AMERICA MOVIL S.A. ADR	359,639.	78,445.	0.	0.	281,194.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,500 SHS AMERICA MOVIL S.A.ADR	128,443.	114,350.	0.	0.	14,093.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,000 SHS AMERISOURCEBERGEN CORP	181,194.	84,938.	0.	0.	96,256.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,000 SHS AMERISOURCEBERGEN CORP	181,195.	184,080.	0.	0.	-2,885.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHS AVON PRODUCTS INC COM	62,908.	103,711.	0.	0.	-40,803.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,000 SHS AVON PRODUCTS INC COM	125,817.	26,330.	0.	0.	99,487.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,904 SHS BAXTER INTL INC COM	218,998.	203,761.	0.	0.	15,237.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000 SHS BRISTOL MYERS SQUIBB CO COM	131,014.	117,110.	0.	0.	13,904.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,010 SHS CELANESE CORP-A	146,429.	77,698.	0.	0.	68,731.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000 SHS CELANESE CORP - A	146,137.	132,300.	0.	0.	13,837.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
147,286.734 SHS COLUMBIA BOND FUND-Z	1,402,170.	1,317,007.	0.	0.	85,163.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,741 SHS CONOCOPHILLIPS	215,089.	190,529.	0.	0.	24,560.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,500 SHS CONSOL ENERGY INC	135,900.	72,046.	0.	0.	63,854.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,000 SHS CONSOL ENERGY INC	116,485.	101,190.	0.	0.	15,295.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,000 SHS CORNING INC COM	95,573.	117,793.	0.	0.	-22,220.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHS DEVON ENERGY CORPORATION NEW	130,539.	81,503.	0.	0.	49,036.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,968 SHS DEVON ENERGY CORPORATION NEW	324,260.	305,532.	0.	0.	18,728.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHS EATON CORP COM	158,673.	82,220.	0.	0.	76,453.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
750 SHS EATON CORP COM	59,503.	50,693.	0.	0.	8,810.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2057 SHS FREEPORT-MCMORAN COPPER & GOLD INC CL B	152,165.	189,605.	0.	0.	-37,440.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1028 SHS FREEPORT-MCMORAN COPPER & GOLD INC CL B	DONATED	VARIOUS	08/05/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,046.	65,401.	0.	0.	10,645.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8,000 SHS HARRIS CORP COM	PURCHASED	VARIOUS	08/05/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
361,489.	121,095.	0.	0.	240,394.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8,000 SHS HARRIS CORP COM	DONATED	VARIOUS	08/05/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
361,489.	366,240.	0.	0.	-4,751.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,000 SHS INVESCO LTD	PURCHASED	VARIOUS	08/05/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
97,588.	130,031.	0.	0.	-32,443.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000 SHS INVESCO LTD	97,588.	92,900.	0.	0.	4,688.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,500 SHS JP MORGAN CHASE & CO COM	102,584.	94,575.	0.	0.	8,009.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,500 SHS LORILLARD INC	186,760.	57,526.	0.	0.	129,234.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,000 SHS LORILLARD INC	224,111.	226,321.	0.	0.	-2,210.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,231 SHS METLIFE INC	134,711.	176,696.	0.	0.	-41,985.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,000 SHS MORGAN STANLEY DEAN WITTER	82,701.	111,422.	0.	0.	-28,721.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,000 SHS MORGAN STANLEY DEAN WITTER	82,702.	76,920.	0.	0.	5,782.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,5000 SHS NEWELL RUBBERMAID INC	57,493.	54,950.	0.	0.	2,543.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,500 SHS PPPG INDUSTRIES INC	105,868.	92,340.	0.	0.	13,528.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,500 SHS PETROHAWK ENERGY CORP	43,199.	37,500.	0.	0.	5,699.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000 SHS PETROLEA BRASIDEIRO	193,171.	55,986.	0.	0.	137,185.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,000 SHS PETROLEA BRASIDEIRO	309,073.	267,200.	0.	0.	41,873.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,187 SHS STANLEY BLACK & DECKER INC	185,281.	92,323.	0.	0.	92,958.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,825 SHS STANLEY BLACK & DECKER INC	222,372.	207,392.	0.	0.	14,980.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,000 SHS TJX COS INC	167,038.	75,060.	0.	0.	91,978.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000 SHS TJX COS INC	417,595.	434,400.	0.	0.	-16,805.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,125 SHS TYCO INTERNATIONAL LTD	42,831.	40,500.	0.	0.	2,331.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,500 SHS VALE SA ADR	115,905.	127,336.	0.	0.	-11,431.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,500 SHS VALE SA ADR	130,394.	107,911.	0.	0.	22,483.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50 SHS WELLS FARGO & CO	50,025.	38,999.	0.	0.	11,026.

CAPITAL GAINS DIVIDENDS FROM PART IV	10,364.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,825,902.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
ROCKEFELLER BALANCED FUND LP	10,257.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,257.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ROCKEFELLER BALANCED FUND LP	14,755.	0.	14,755.
STATE STREET BANK & TRUST COMPANY	327,191.	9,864.	317,327.
US TRUST	183,447.	500.	182,947.
TOTAL TO FM 990-PF, PART I, LN 4	525,393.	10,364.	515,029.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PASSTHROUGH FROM ROCKEFELLER BALANCED FUND LP	1	1.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,224.	1,224.	
NON TAXABLE DISTRIBUTIONS	2,378.	2,378.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,602.	3,602.	

FORM 990-PF	LEGAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	33,782.	13,513.		20,269.
TO FM 990-PF, PG 1, LN 16A	33,782.	13,513.		20,269.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATCHLEY & ASSOCIATES - ACCOUNTING FEES	6,983.	4,539.		2,444.
TO FORM 990-PF, PG 1, LN 16B	6,983.	4,539.		2,444.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADMINISTRATIVE FEES	21,969.	21,969.		0.
TO FORM 990-PF, PG 1, LN 16C	21,969.	21,969.		0.

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	4,182.	4,182.		0.
EXCISE TAXES	4,508.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,690.	4,182.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTORS & OFFICERS INSURANCE	5,686.	0.		0.
BANK FEES	576.	576.		0.
TO FORM 990-PF, PG 1, LN 23	6,262.	576.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
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DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAINS FROM PASSTHROUGH ROCKEFELLER BALANCED FUND LP	235,068.
TOTAL TO FORM 990-PF, PART III, LINE 3	235,068.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WEYERHAEUSER	75,602.	92,094.
WELLS FARGO PREFERRED CONVERTIBLE	77,998.	100,055.
HARTFORD FINANCIAL SERVICES PREFERRED CONVERTIBLE	162,945.	172,868.
EXXON MOBIL CORP	273,000.	511,840.
ISHARES INC MSCI INDEX FUND	1,951,406.	2,116,297.
SPDR S&P 500	3,446,569.	3,857,381.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,987,520.	6,850,535.

FORM 990-PF	CORPORATE BONDS	STATEMENT	13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COLUMBIA BOND FUND CLASS Z SHARES	2,685,512.	2,837,562.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,685,512.	2,837,562.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROCKEFELLER BALANCED FUND LP	COST	6,074,791.	6,074,791.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,074,791.	6,074,791.

FORM 990-PF	OTHER ASSETS	STATEMENT	15
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS RECEIVABLE	12,644.	23,323.	23,323.
TO FORM 990-PF, PART II, LINE 15	12,644.	23,323.	23,323.

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	PASSTHROUGH FROM ROCKEFELLER BALANCED FUND LP	P	VARIOUS	VARIOUS
b	PASSTHROUGH FROM ROCKEFELLER BALANCED FUND LP	P	VARIOUS	VARIOUS
c	0.5 SHS STANLEY BLACK & DECKER INC	P	03/31/00	03/26/10
d	0.4 SHS FREEPORT-MCMORAN COPPER & GOLD CL B	P	01/29/08	05/21/10
e	3,500 SHS NOKIA CORP ADR	P	05/19/08	06/02/10
f	2,000 SHS AGCO CORP	P	09/17/09	08/05/10
g	1,000 SHS BRISTOL MYERS SQUIBB CO COM	P	09/22/09	08/05/10
h	2,923.35 SHS COLUMBIA BOND FUND-Z	P	VARIOUS	11/22/10
i	3,000 SHS CORNING INC COM	P	09/22/09	08/05/10
j	3,250 HARTFORD FINL SVC	P	06/02/10	11/22/10
k	17,650 SHS ISHARES MSCI	P	08/06/10	11/22/10
l	1,000 SHS MORGAN STANLEY DEAN WITTER	P	10/08/09	08/05/10
m	8,000 SHS NEWELL RUBBERMAID	P	08/06/10	08/05/10
n	1,500 SHS PETROHAWK ENERGY CORP	P	10/08/09	08/05/10
o	15,325 SPDR TR UNIT SER 1	P	08/06/10	11/22/10

(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			-3,772.
b			21,971.
c	30.	14.	16.
d	28.	37.	-9.
e	35,253.	103,346.	-68,093.
f	74,701.	59,360.	15,341.
g	26,203.	22,340.	3,863.
h	27,830.	27,974.	-144.
i	57,344.	46,800.	10,544.
j	75,583.	78,455.	-2,872.
k	1,003,917.	947,517.	56,400.
l	27,567.	31,860.	-4,293.
m	131,412.	123,749.	7,663.
n	25,919.	37,091.	-11,172.
o	1,831,766.	1,721,880.	109,886.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,772.
b			21,971.
c			16.
d			-9.
e			-68,093.
f			15,341.
g			3,863.
h			-144.
i			10,544.
j			-2,872.
k			56,400.
l			-4,293.
m			7,663.
n			-11,172.
o			109,886.

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 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	1,500 SHS UNION PACIFIC CORP COM	P	01/29/10	08/05/10
b	2,000 SHS VALE SA ADR	P	09/22/09	08/05/10
c	5,000 SHS WEYERHAEUSER CO CAP	P	11/09/09	08/05/10
d	0.0402 SHS WEYERHAEUSER CO CAP	P	07/22/10	09/02/10
e	2,352 SHS WEYERHAEUSER CO CAP	P	07/22/10	11/22/10
f	3,000 SHS ACE LTD	P	VARIOUS	08/05/10
g	3,500 SHS ACE LTD	D	VARIOUS	08/05/10
h	5,000 SHS AGCO	P	05/06/09	08/05/10
i	7,000 SHS AMERICA MOVIL S.A. ADR	P	VARIOUS	08/05/10
j	2,500 SHS AMERICA MOVIL S.A. ADR	D	VARIOUS	08/05/10
k	6,000 SHS AMERISOURCEBERGEN CORP	P	VARIOUS	08/05/10
l	6,000 SHS AMERISOURCEBERGEN CORP	D	VARIOUS	08/05/10
m	2,000 SHS AVON PRODUCTS INC COM	P	VARIOUS	08/05/10
n	4,000 SHS AVON PRODUCTS INC COM	D	VARIOUS	08/05/10
o	4,904 SHS BAXTER INTL INC COM	D	VARIOUS	08/05/10

(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	115,570.		93,673.	21,897.
b	57,953.		46,780.	11,173.
c	87,793.		193,791.	-105,998.
d	1.		1.	0.
e	40,243.		36,550.	3,693.
f	161,938.		82,535.	79,403.
g	188,927.		117,802.	71,125.
h	186,753.		137,300.	49,453.
i	359,639.		78,445.	281,194.
j	128,443.		83,830.	44,613.
k	181,194.		84,938.	96,256.
l	181,195.		77,953.	103,242.
m	62,908.		103,711.	-40,803.
n	125,817.		28,700.	97,117.
o	218,998.		149,896.	69,102.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			21,897.
b			11,173.
c			-105,998.
d			0.
e			3,693.
f			79,403.
g			71,125.
h			49,453.
i			281,194.
j			44,613.
k			96,256.
l			103,242.
m			-40,803.
n			97,117.
o			69,102.

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 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	5,000 SHS BRISTOL MYERS SQUIBB CO COM	P	VARIOUS	08/05/10
b	10,010 SHS CELANESE CORP-A	P	VARIOUS	08/05/10
c	5,000 SHS CELANESE CORP - A	D	VARIOUS	08/05/10
d	147,286.734 SHS COLUMBIA BOND FUND-Z	P	VARIOUS	11/22/10
e	3,741 SHS CONOCOPHILLIPS	D	VARIOUS	08/05/10
f	3,500 SHS CONSOL ENERGY INC	P	VARIOUS	08/05/10
g	3,000 SHS CONSOL ENERGY INC	D	VARIOUS	08/05/10
h	6,000 SHS CORNING INC COM	P	01/29/08	08/05/10
i	2,000 SHS DEVON ENERGY CORPORATION NEW	P	VARIOUS	08/05/10
j	4,968 SHS DEVON ENERGY CORPORATION NEW	D	VARIOUS	08/05/10
k	2,000 SHS EATON CORP COM	P	VARIOUS	08/05/10
l	750 SHS EATON CORP COM	D	VARIOUS	08/05/10
m	2057 SHS FREEPORT-MCMORAN COPPER & GOLD INC CL B	P	VARIOUS	08/05/10
n	1028 SHS FREEPORT-MCMORAN COPPER & GOLD INC CL B	D	VARIOUS	08/05/10
o	8,000 SHS HARRIS CORP COM	P	VARIOUS	08/05/10

(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	131,014.		117,110.	13,904.
b	146,429.		77,698.	68,731.
c	146,137.		95,700.	50,437.
d	1,402,170.		1,317,007.	85,163.
e	215,089.		99,444.	115,645.
f	135,900.		72,046.	63,854.
g	116,485.		93,386.	23,099.
h	95,573.		117,793.	-22,220.
i	130,539.		81,503.	49,036.
j	324,260.		79,470.	244,790.
k	158,673.		82,220.	76,453.
l	59,503.		53,518.	5,985.
m	152,165.		189,605.	-37,440.
n	76,046.		109,246.	-33,200.
o	361,489.		121,095.	240,394.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			13,904.
b			68,731.
c			50,437.
d			85,163.
e			115,645.
f			63,854.
g			23,099.
h			-22,220.
i			49,036.
j			244,790.
k			76,453.
l			5,985.
m			-37,440.
n			-33,200.
o			240,394.

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 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

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	8,000 SHS HARRIS CORP COM	D	VARIOUS	08/05/10
b	5,000 SHS INVESCO LTD	P	VARIOUS	08/05/10
c	5,000 SHS INVESCO LTD	D	VARIOUS	08/05/10
d	2,500 SHS JP MORGAN CHASE & CO COM	D	VARIOUS	08/05/10
e	2,500 SHS LORILLARD INC	P	VARIOUS	08/05/10
f	3,000 SHS LORILLARD INC	D	VARIOUS	08/05/10
g	3,231 SHS METLIFE INC	P	VARIOUS	08/05/10
h	3,000 SHS MORGAN STANLEY DEAN WITTER	P	VARIOUS	08/05/10
i	3,000 SHS MORGAN STANLEY DEAN WITTER	D	VARIOUS	08/05/10
j	3,5000 SHS NEWELL RUBBERMAID INC	P	VARIOUS	08/05/10
k	1,500 SHS PPPG INDUSTRIES INC	D	VARIOUS	08/05/10
l	2,500 SHS PETROHAWK ENERGY CORP	P	01/29/08	08/05/10
m	5,000 SHS PETROLEA BRASIDEIRO	P	VARIOUS	08/05/10
n	8,000 SHS PETROLEA BRASIDEIRO	D	VARIOUS	08/05/10
o	3,187 SHS STANLEY BLACK & DECKER INC	P	VARIOUS	08/05/10

(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	361,489.		119,053.	242,436.
b	97,588.		130,031.	-32,443.
c	97,588.		130,008.	-32,420.
d	102,584.		115,089.	-12,505.
e	186,760.		57,526.	129,234.
f	224,111.		69,030.	155,081.
g	134,711.		176,696.	-41,985.
h	82,701.		111,422.	-28,721.
i	82,702.		141,249.	-58,547.
j	57,493.		81,891.	-24,398.
k	105,868.		97,389.	8,479.
l	43,199.		37,500.	5,699.
m	193,171.		55,986.	137,185.
n	309,073.		78,148.	230,925.
o	185,281.		92,323.	92,958.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			242,436.
b			-32,443.
c			-32,420.
d			-12,505.
e			129,234.
f			155,081.
g			-41,985.
h			-28,721.
i			-58,547.
j			-24,398.
k			8,479.
l			5,699.
m			137,185.
n			230,925.
o			92,958.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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	3,825 SHS STANLEY BLACK & DECKER INC	D	VARIOUS	08/05/10
b	4,000 SHS TJX COS INC	P	VARIOUS	08/05/10
c	10,000 SHS TJX COS INC	D	VARIOUS	08/05/10
d	1,125 SHS TYCO INTERNATIONAL LTD	D	05/27/05	08/05/10
e	8,500 SHS VALE SA ADR	P	VARIOUS	08/05/10
f	4,500 SHS VALE SA ADR	D	VARIOUS	08/05/10
g	50 SHS WELLS FARGO & CO	P	07/14/09	11/22/10
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 222,372.		115,618.	106,754.
b 167,038.		75,060.	91,978.
c 417,595.		87,988.	329,607.
d 42,831.		51,721.	-8,890.
e 115,905.		127,336.	-11,431.
f 130,394.		161,889.	-31,495.
g 50,025.		38,999.	11,026.
h 10,364.			10,364.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			106,754.
b			91,978.
c			329,607.
d			-8,890.
e			-11,431.
f			-31,495.
g			11,026.
h			10,364.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,130,318.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization LGR FOUNDATION C/O ATCHLEY & ASSOCIATES, LLP	Employer identification number 74-2955428
	Number, street, and room or suite no. If a P O box, see instructions 6850 AUSTIN CENTER BLVD, NO. 180	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions AUSTIN, TX 78731	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

KAREN ATCHLEY

- The books are in the care of ► **6850 AUSTIN CENTER BLVD., SUITE 180 - AUSTIN, TX 78731**

Telephone No. ► **512-346-2086**

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2010** or

► ☐ tax year beginning , and ending

- 2** If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	2,935.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization LGR FOUNDATION C/O ATCHLEY & ASSOCIATES, LLP
	Employer identification number 74-2955428
	Number, street, and room or suite no. If a P.O. box, see instructions 6850 AUSTIN CENTER BLVD, NO. 180
	City, town or post office, state, and ZIP code. For a foreign address, see instructions AUSTIN, TX 78731

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

KAREN ATCHLEY

- The books are in the care of **6850 AUSTIN CENTER BLVD., SUITE 180 - AUSTIN, TX 78731**

Telephone No **512-346-2086**

FAX No

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011**

5 For calendar year **2010**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ALL INFORMATION IS NOT YET AVAILABLE TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	79,935.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	79,935.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Karen E Atchley** Title **CPA**

Date