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

2010

Department of the Treasury
Internal Revenue Service

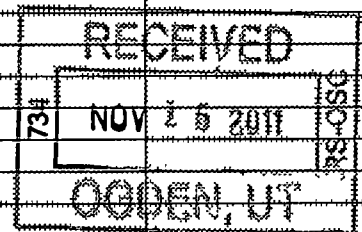
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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

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

Name of foundation WNPC FOUNDATION		A Employer identification number 74-3015796
Number and street (or P O box number if mail is not delivered to street address) 200 EAST BASSE ROAD		B Telephone number 210-822-2828
City or town, state, and ZIP code SAN ANTONIO, TX 78209		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) ▶ \$ 513,094. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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	60,000.		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	306.	306.		STATEMENT 1
	4 Dividends and interest from securities	2,207.	2,207.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,959.			
	b Gross sales price for all assets on line 6a	31,665.			
	7 Capital gain net income (from Part IV, line 2)		8,959.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-894.	-894.		STATEMENT 3	
12 Total. Add lines 1 through 11	70,578.	10,578.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	475.	0.		475.
	c Other professional fees				
	17 Interest	821.	821.		0.
	18 Taxes	80.	70.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	868.	868.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,244.	1,759.		475.
	25 Contributions, gifts, grants paid	15,000.			15,000.
26 Total expenses and disbursements. Add lines 24 and 25	17,244.	1,759.		15,475.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	53,334.				
b Net investment income (if negative, enter -0-)		8,819.			
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		134,123.	130,418.	130,418.	
	3 Accounts receivable					
	Less allowance for doubtful accounts					
	4 Pledges receivable					
	Less allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable					
	Less allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 7	54,215.	57,221.	212,366.	
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis						
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other	STMT 8	113,839.	169,728.	170,310.		
14 Land, buildings, and equipment: basis						
Less: accumulated depreciation						
15 Other assets (describe)						
16 Total assets (to be completed by all filers)		302,177.	357,367.	513,094.		
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		132,535.	132,535.			
28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds		169,642.	224,832.			
30 Total net assets or fund balances		302,177.	357,367.			
31 Total liabilities and net assets/fund balances		302,177.	357,367.			

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	302,177.
2 Enter amount from Part I, line 27a	2	53,334.
3 Other increases not included in line 2 (itemize) PARTNERSHIP TIMING DIFFERENCES	3	1,856.
4 Add lines 1, 2, and 3	4	357,367.
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	357,367.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	31,665.	22,706.	8,959.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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		
a				
b				
c				
d				
e			8,959.	
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	8,959.
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	17,450.	273,567.	.063787
2008	17,134.	299,873.	.057138
2007	16,904.	300,797.	.056197
2006	13,195.	269,237.	.049009
2005	5,188.	195,525.	.026534
2	Total of line 1, column (d)		2 .252665
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 .050533
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4 318,518.
5	Multiply line 4 by line 3		5 16,096.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 88.
7	Add lines 5 and 6		7 16,184.
8	Enter qualifying distributions from Part XII, line 4		8 15,475.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	176.
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	176.
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	176.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	176.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of DEBORAH WILLIAMS Telephone no. 210-822-2828 Located at 200 EAST BASSE ROAD, SAN ANTONIO, TX ZIP+4 78209
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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?
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? 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)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

5b			
6b			X
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
SEE STATEMENT 9		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

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."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
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	Amount
1 N/A	
2	
3 All other program-related investments See instructions.	
Total. Add lines 1 through 3 ▶	0.

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	323,369.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	323,369.
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	323,369.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,851.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	318,518.
6	Minimum investment return. Enter 5% of line 5	6	15,926.

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	15,926.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	176.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	176.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,750.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	15,750.
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	15,750.

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	15,475.
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	15,475.
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	15,475.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				15,750.
2 Undistributed Income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	3,152.			
f Total of lines 3a through e	3,152.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 15,475.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				15,475.
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))	275.			275.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,877.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,877.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	2,877.			
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

SEE STATEMENT 10

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ANGELMAN SYNDROME FOUNDATION 3015 E. NEW YORK ST, #A2265 AURORA, IL 60504	N/A	PUBLIC	GENERAL	3,000.
COMMUNITY WORK SERVICES 174 PORTLAND STREET BOSTON, MA 02114	N/A	PUBLIC	GENERAL	3,000.
LARKIN STREET YOUTH SERVICE 1138 SUTTER STREET SAN FRANCISCO, CA 94019	N/A	PUBLIC	GENERAL	3,000.
MUTTVILLE P.O. BOX 410207 SAN FRANCISCO, CA 94141	N/A	PUBLIC	GENERAL	3,000.
THE BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	N/A	PUBLIC	GENERAL	3,000.
Total				15,000. ▶ 3a
b <i>Approved for future payment</i> NONE				0. ▶ 3b
Total				0.

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

WNPC FOUNDATION

Employer identification number

74-3015796

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 WNBC FOUNDATION	Employer identification number 74-3015796
------------------------------------------------	-----------------------------------------------------

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JDH FAMILY FOUNDATION 70 SOUTH LAKE AVE., SUITE 930 PASADENA, CA 91101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JIM WILMOTT 36TH FLOOR, 1585 BROADWAY NEW YORK, NY 10036	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	RANDALL MAYS 200 EAST BASSE ROAD SAN ANTONIO, TX 78209	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	CHRIS BRAHM 360 HAZEL WOOD AVENUE SAN FRANCISCO, CA 94127	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	JOHN SIMONS 1900 AA STREET GREELEY, CO 80631	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	GILES SPACKMAN #1 SOUTHWARK BRIDGE LONDON, UNITED KINGDOM	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WNRC FOUNDATION	Employer identification number 74-3015796
------------------------------------------------	-----------------------------------------------------

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 WNPC FOUNDATION	Employer identification number 74-3015796
------------------------------------------------	-----------------------------------------------------

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	
(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	
(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	
(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	

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 GGHC - ST GAIN/LOSS	P		
b STEADFAST CAPITAL LP-ST GAIN/LOSS	P		
c STEADFAST CAPITAL LP-LT GAIN/LOSS	P		
d SMITH BARNEY #232-0A686-16-ST GAIN/LOSS	P		
e SMITH BARNEY #232-0A686-16-LT GAIN/LOSS	P		
f GGHC - LT GAIN/LOSS	P		
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 18,403.		18,196.	207.
b 832.			832.
c 4,093.			4,093.
d 7,065.		3,602.	3,463.
e 20.		19.	1.
f 1,252.		889.	363.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			207.
b			832.
c			4,093.
d			3,463.
e			1.
f			363.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	8,959.
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

DESCRIPTION	QUANTITY	DATE ACQ	DATE SOLD	SALES PRICE	COST	STCG(L)	LTCG(L)
SMITH BARNEY #232-0A686-16							
PALM HARBOR HOMES	(26)	11/28/2007	1/13/2010	262.22	56.42	205.80	
OWENS CORNING	(8)	1/9/2008	4/12/2010	147.98	222.64	(74.66)	
AMERICAN HOME MORTGAGE	(14)	5/8/2007	10/1/2010	301.27	1.79	299.48	
CBS CORP	(17)	10/4/2007	10/1/2010	364.01	211.90	152.11	
HAVERTY FURNITURE	(21)	12/20/2007	10/1/2010	224.03	229.53	(5.50)	
INDYMAC BANCORP	(41)	7/30/2007	10/1/2010	910.86	1.07	909.79	
LAMAR ADVERTISING	(9)	1/10/2008	10/1/2010	427.78	280.98	146.80	
LINDSAY CORP	(5)	6/26/2008	10/1/2010	441.66	214.70	226.96	
RSC HOLDINGS	(16)	10/9/2008	10/1/2010	125.86	120.16	5.70	
SEARS HOLDING CORP	(11)	6/30/2008	10/1/2010	890.95	780.89	110.06	
UNIVERSAL FOREST PRODUCT	(15)	10/1/2007	10/1/2010	646.05	443.25	202.80	
VULCAN MATERIALS	(10)	11/26/2007	10/1/2010	838.11	377.40	460.71	
WASHINGTON MUTUAL	(10)	10/24/2007	10/1/2010	283.38	2.20	281.18	
WASHINGTON POST	(1)	4/4/2008	10/1/2010	677.18	416.69	260.49	
WINNEBAGO INDUSTRIES	(23)	12/20/2007	10/1/2010	523.27	242.42	280.85	
SMITH BARNEY #232-0A686-16 ST GAIN/LOSS				7,064.61	3,602.04	3,462.57	0.00

STANLEY BLACK & DECKER	CIL	8/5/2008	3/15/2010	21.40	19.56	1.84	
SMITH BARNEY #232-0A686-16 LT GAIN/LOSS				21.40	19.56	0.00	1.84
SMITH BARNEY #232-0A686-16 ACCOUNT TOTALS				7,086.01	3,621.60	3,462.57	1.84

GGHC ACCOUNT:							
ST GAIN/LOSS				18,402.68	18,195.93	206.75	
LT GAIN/LOSS				1,252.40	889.39		363.01
GGHC ACCOUNT TOTALS				19,655.08	19,085.32	206.75	363.01

ST TOTALS							
ST GAIN/LOSS				25,467.29	21,797.97	3,669.32	0.00
LT GAIN/LOSS				1,273.80	908.95	0.00	364.85
GRAND TOTALS				26,741.09	22,706.92	3,669.32	364.85

GILDER, GAGNON, HOWE & CO., LLC
 1775 Broadway
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 Tel: (212) 765-2500

Tax Report 2010

WNPC FOUNDATION
 200 EAST BASSE RD.
 SAN ANTONIO TX 78209-8328

Account Number: 191-93539 Account Executive: JOHN COLTON

Sales And Short Sales In 2010

Trade Date	Security Description	Trade Quantity	Trade Proceeds	Closed Quantity	Closed Proceeds	Purchase Date	Purchase Cost	Short Term	Long Term	Comment
01/04/2010	TRANSATLANTIC HOLDINGS INC	15	775.82	5	258.61	09/08/2009	251.95	6.66		
01/08/2010	WENDY S/ARBY S GROUP INC	50	217.13	10	517.21	10/07/2009	526.36	-9.15		
01/19/2010	GOODYEAR TIRE & RUBBER CO	10	145.60	25	108.56	08/19/2009	134.42	-25.86		
01/21/2010	VULCAN MATERIALS CO (HOLDING CO)	10	486.38	25	108.57	09/18/2009	129.72	-21.15		
01/21/2010	MARTIN MARIETTA MATERIALS INC	5	421.45	10	145.60	05/20/2009	124.27	21.33		
01/21/2010	***BANCO SANTANDER BRAZIL SA ADR RE...	15	183.87	5	243.19	08/04/2009	236.46	6.73		
01/28/2010	MARTIN MARIETTA MATERIALS INC	5	389.03	5	243.19	11/03/2009	232.29	10.90		
01/28/2010	VULCAN MATERIALS CO (HOLDING CO)	5	221.79	5	421.45	11/03/2009	410.54	10.91		
02/01/2010	LUBRIZOL CORP	5	345.21	15	183.87	10/07/2009	203.49	-19.62		
02/05/2010	AIRGAS INC	15	908.68	5	389.03	12/08/2009	424.37	-35.34		
02/05/2010	***ITAU UNIBANCO BANCO HOLDING S A S...	15	271.25	5	221.79	12/08/2009	244.94	-23.15		
02/05/2010	MUELLER WATER PRODUCTS INC COM SE...	13	63.74	5	345.21	10/30/2009	339.80	5.41		
02/05/2010	PALM INC	40	407.07	5	302.89	08/21/2009	235.20	67.69		
02/05/2010	MUELLER WATER PRODUCTS INC COM SE...	15	73.86	5	302.89	10/13/2009	246.01	56.88		
02/08/2010	COOPER TIRE & RUBBER CO	14	230.05	5	302.90	10/20/2009	256.49	46.41		
02/12/2010	7 DAYS GROUP HLDGS LTD COM	20	244.54	5	271.25	08/10/2009	277.78	-6.53		
02/22/2010	QUALCOMM INC	10	385.93	15	63.74	09/21/2009	74.57	-10.83		
02/22/2010	A123 SYSTEMS INC	25	409.95	40	407.07	01/07/2010	459.94	-52.87		
02/25/2010	***ITAU UNIBANCO BANCO HOLDING S A S...	16	298.91	15	73.86	09/21/2009	86.05	-12.19		
02/26/2010	MUELLER WATER PRODUCTS INC COM SE...	47	212.84	5	82.16	07/22/2009	66.08	16.08		
03/04/2010	***MAIDEN HOLDINGS LTD	40	284.78	9	147.89	07/30/2009	132.23	15.66		
03/10/2010	VERTEX PHARMACEUTICALS INC	5	210.64	20	244.54	11/20/2009	275.72	-31.18		
03/12/2010	CLEAN HARBORS INC	5	272.41	10	385.93	01/05/2010	485.36	-99.43		
03/17/2010	BROOKDALE SR LIVING INC	15	298.89	5	81.99	09/24/2009	88.50	-6.51		
03/17/2010	***ASOS PLC	40	286.79	20	327.96	09/24/2009	396.89	-68.93		
03/18/2010	HILLTOP HLDGS INC	35	411.33	1	18.68	08/10/2009	18.52	0.16		
03/23/2010	ABOVENET INC	15	808.49	10	186.82	09/04/2009	172.50	14.32		
01/24/2011				5	93.41	09/08/2009	89.01	4.40		
				47	212.84	09/21/2009	269.61	-56.77		
				40	284.78	01/09/2009	161.22		123.56	
				5	210.64	06/09/2008	169.27		41.37	
				5	272.41	05/06/2009	265.99			
				15	298.89	11/10/2009	254.27			
				40	286.79	11/10/2009	284.20			
				35	411.33	03/20/2009	231.84			
				15	176.28	04/09/2009	174.76			
				10	538.99	05/27/2009	354.23			

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Tax Report 2010

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Account Number: 191-93539 Account Executive: JOHN COLTON

Sales And Short Sales In 2010

Trade Date	Security Description	Trade Quantity	Trade Proceeds	Closed Quantity	Closed Proceeds	Purchase Date	Purchase Cost	Short Term	Long Term	Comment
03/24/2010	***VIVO PARTICIPACOE S A SPONSORED ...	10	266.41	5	269.50	10/29/2009	262.84	6.66		
03/25/2010	CLEAN HARBORS INC	5	275.98	5	266.41	07/29/2009	223.62	42.79		
03/31/2010	ABOVENET INC	10	498.15	10	275.98	09/02/2009	289.36	-13.38		
04/13/2010	***VIVO PARTICIPACOE S A SPONSORED ...	10	264.13	10	498.15	11/18/2009	561.00	-62.85		
04/22/2010	LUMBER LIQUIDATORS HOLDINGS INC	15	448.52	10	264.13	08/25/2009	244.55	19.58		
04/22/2010	UQM TECHNOLOGIES INC.	55	219.18	5	149.51	04/30/2009	77.00	72.51		
04/22/2010	HILLTOP HLDGS INC	75	865.83	10	299.01	02/18/2010	238.42	60.59		
05/06/2010	NORTHERN OIL & GAS INC	15	224.19	55	219.18	11/18/2009	266.04	-46.86		
05/06/2010	HUMAN GENOME SCIENCES INC	15	362.75	5	57.72	04/09/2009	58.25			-0.53
05/06/2010	PRAXAIR INC	5	399.93	10	115.44	06/10/2009	120.36	-4.92		
05/07/2010	***GENPACT LTD	10	153.56	40	461.78	07/06/2009	474.27	-12.49		
05/13/2010	***BYD COMPANY LTD H SHARES	50	418.01	20	230.89	08/20/2009	252.39	-21.50		
05/13/2010	TRANSCEND SVCS INC COM NEW	70	1,013.52	15	224.19	05/14/2009	89.36	134.83		
06/02/2010	ARVINMERITOR INC	22	320.87	15	362.75	07/29/2009	221.83	140.92		
06/10/2010	LUMBER LIQUIDATORS HOLDINGS INC	10	265.13	5	399.93	01/22/2010	406.42	-6.49		
06/25/2010	RTS GENERAL FINANCE CORP SUBSCRIPTI...	63	.00*	10	153.56	03/17/2010	157.71	-4.15		
06/25/2010	RTS GENERAL FINANCE CORP SUBSCRIPTI...	25	.00*	50	418.01	12/10/2009	457.05	-39.04		
06/25/2010	RTS GENERAL FINANCE CORP SUBSCRIPTI...	17	.00*	70	1,013.52	10/28/2009	1,289.98	-276.46		
06/25/2010	RTS GENERAL FINANCE CORP SUBSCRIPTI...	30	.00*	22	320.87	04/05/2010	317.35	3.52		
06/25/2010	RTS GENERAL FINANCE CORP SUBSCRIPTI...	21	.00*	10	265.13	02/18/2010	238.41	26.72		
07/07/2010	***IMAX CORP	15	188.64	63	.00*	02/12/2007	.00			
07/13/2010	RUE21 INC	10	287.27	25	.00*	02/13/2007	.00			
07/13/2010	***GENPACT LTD	10	153.29	17	.00*	03/06/2007	.00			
07/14/2010	NORTHERN OIL & GAS INC	15	214.16	30	.00*	08/02/2007	.00			
07/16/2010	CON-WAY INC	15	471.62	21	.00*	06/06/2008	.00			
07/20/2010	BERKLEY W R CORPORATION	5	128.17	15	188.64	08/12/2009	138.53	50.11		
07/22/2010	***IMAX CORP	15	203.76	10	287.27	11/13/2009	236.68	50.59		
07/26/2010	***MAIDEN HOLDINGS LTD	75	485.10	10	153.29	03/17/2010	157.71	-4.42		
07/27/2010	SOLUTIA INC NEW	13	192.08	15	214.16	05/14/2009	89.35			124.81
07/29/2010	MAKO SURGICAL CORP	5	53.02	15	471.62	05/13/2010	539.59	-67.97		
01/24/2011				5	128.17	03/05/2010	133.67	-5.50		
				15	203.76	08/12/2009	138.54	65.22		
				25	161.70	01/09/2009	100.76			60.94
				25	161.70	02/05/2009	121.81			39.89
				25	161.70	02/17/2009	118.53			43.17
				13	192.08	03/24/2010	208.95	-16.87		
				5	53.02	03/24/2010	69.14	-16.12		

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Tax Report 2010

WNPC FOUNDATION
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 SAN ANTONIO TX 78209-8328

Account Number: 191-93539 Account Executive: JOHN COLTON

Sales And Short Sales In 2010

Trade Date	Security Description	Trade Quantity	Trade Proceeds	Closed Quantity	Closed Proceeds	Purchase Date	Purchase Cost	Short Term	Long Term	Comment	
08/02/2010	CIT GROUP INC COM NEW	5	179.97	5	179.97	02/25/2010	176.58	3.39			
08/02/2010	CIT GROUP INC COM NEW	5	179.98	5	179.98	03/17/2010	192.73	-12.75			
08/05/2010	KRATON PERFORMANCE POLYMERS INC	40	1,033.37	25	645.86	12/17/2009	348.00	297.86			
08/24/2010	METALS USA HOLDINGS CORP	35	392.51	15	387.51	12/23/2009	208.80	178.71			
08/24/2010	SOLUTIA INC NEW	17	229.55	35	392.51	04/09/2010	731.45	-338.94			
				17	229.55	03/24/2010	273.24	-43.69			
Trade Total:							19,655.08	206.75	433.21		

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCWAB	3.
STEADFAST CAPITAL LP	303.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	306.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	281.	0.	281.
GILDER GAGNON	169.	0.	169.
SMITH BARNEY #11	288.	0.	288.
SMITH BARNEY #16	255.	0.	255.
STEADFAST CAPITAL LP	1,214.	0.	1,214.
TOTAL TO FM 990-PF, PART I, LN 4	2,207.	0.	2,207.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STEADFAST CAPITAL LP	-1,366.	-1,366.	
POPLAR FOREST PARTNERS FUND	472.	472.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-894.	-894.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	475.	0.		475.
TO FORM 990-PF, PG 1, LN 16B	475.	0.		475.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	70.	70.		0.
2009 FORM 990-PF TAXES	10.	0.		0.
TO FORM 990-PF, PG 1, LN 18	80.	70.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	238.	238.		0.
PORTFOLIO DEDUCTIONS	630.	630.		0.
TO FORM 990-PF, PG 1, LN 23	868.	868.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GILDER GAGNON	0.	0.
SMITH BARNEY #16	0.	0.
SMITH BARNEY #11	0.	0.
CHARLES SCHWAB	57,221.	212,366.
TOTAL TO FORM 990-PF, PART II, LINE 10B	57,221.	212,366.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STEADFAST CAPITAL LP	COST	69,947.	69,947.
CGM FUNDS	COST	49,309.	43,853.
POPLAR FOREST PARTNERS	COST	50,472.	56,510.
TOTAL TO FORM 990-PF, PART II, LINE 13		169,728.	170,310.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RANDALL T. MAYS 200 EAST BASSE ROAD SAN ANTONIO, TX 78209	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
J. DALE HARVEY III 70 SOUTH LAKE AVE., SUITE 930 PASADENA, CA 91101	SECRETARY/DIRECTOR 1.00	0.	0.	0.
ROBERT S. PITTS JR 767 5TH AVENUE, 11TH FLOOR NEW YORK, NY 10153	TREASURER/DIRECTOR 1.00	0.	0.	0.
CHRISTOPHER BRAHM 260 HAZELWOOD AVENUE SAN FRANCISCO, CA 94127	DIRECTOR 1.00	0.	0.	0.
PAUL R. DAVIS ONE MEMORIAL DRIVE CAMBRIDGE, MA 01945	DIRECTOR 1.00	0.	0.	0.
ROBERT SCHILLER 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218	DIRECTOR 1.00	0.	0.	0.
JOHN SIMMONS 1900 AA STREET GREELEY, CO 80631	DIRECTOR 1.00	0.	0.	0.

GILES SPACKMAN #1 SOUTHWARK BRIDGE LONDON, UNITED KINGDOM	DIRECTOR 1.00	0.	0.	0.
JAMES WILMOTT 36TH FLOOR, 1585 BROADWAY NEW YORK, NY 10036	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

RANDALL T. MAYS
J. DALE HARVEY III
ROBERT S. PITTS JR
CHRISTOPHER BRAHM
PAUL R. DAVIS
ROBERT SCHILLER
JOHN SIMMONS
GILES SPACKMAN
JAMES WILMOTT