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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 Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation THE PHILIP R. JONSSON FOUNDATION C/O SIGNAL MEDIA CORPORATION		A Employer identification number 75-1552642
Number and street (or P O box number if mail is not delivered to street address) 2400 COTTONDALE LANE	Room/suite	B Telephone number (501) 664-9410
City or town, state, and ZIP code LITTLE ROCK, AR 72202		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) \$ 5,899,129. (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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	140,006.	140,006.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	333,000.			
	b Gross sales price for all assets on line 6a	1,282,810.			
	7 Capital gain net income (from Part IV, line 2)		333,000.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	473,006.	473,006.			
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 STMT 2	2,993.	0.		0.
	c Other professional fees STMT 3	41,639.	41,639.		0.
	17 Interest				
	18 Taxes STMT 4	5,516.	3,427.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,163.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 5	80,938.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	135,249.	45,066.		0.
	25 Contributions, gifts, grants paid	500,000.			500,000.
26 Total expenses and disbursements. Add lines 24 and 25	635,249.	45,066.		500,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-162,243.				
b Net investment income (if negative, enter -0-)		427,940.			
c Adjusted net income (if negative, enter -0-)			N/A		

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THE PHILIP R. JONSSON FOUNDATION
C/O SIGNAL MEDIA CORPORATION

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		42,394.	42,204.	42,204.	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	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 6		1,177,517.	1,250,240.	2,558,964.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other	STMT 7		2,810,743.	2,575,967.	3,297,961.	
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			4,030,654.	3,868,411.	5,899,129.	
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			4,030,654.	3,868,411.	
30	Total net assets or fund balances			4,030,654.	3,868,411.		
31	Total liabilities and net assets/fund balances			4,030,654.	3,868,411.		

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	4,030,654.
2	Enter amount from Part I, line 27a	2	-162,243.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,868,411.
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	3,868,411.

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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			
	1,282,810.	949,810.	333,000.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			333,000.

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	333,000.
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	469,007.	4,978,662.	.094203
2008	649,754.	6,526,973.	.099549
2007	728,363.	7,865,009.	.092608
2006	608,430.	7,465,702.	.081497
2005	551,540.	7,212,583.	.076469

2	Total of line 1, column (d)	2	.444326
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	.088865
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,672,235.
5	Multiply line 4 by line 3	5	504,063.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,279.
7	Add lines 5 and 6	7	508,342.
8	Enter qualifying distributions from Part XII, line 4	8	500,000.

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

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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	8,559.
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	8,559.
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	8,559.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	13.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,572.
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 checked="" 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

N/A

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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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>TERRI MAHAN</u> Telephone no. ▶ <u>(501) 664-9410</u> Located at ▶ <u>2400 COTTONDALE LANE, LITTLE ROCK, AR</u> ZIP+4 ▶ <u>72202</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			
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 ▶		Yes	No
		16		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 checked="" type="checkbox"/> Yes <input 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"/>	1b	X
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.) <u>N/A</u>	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.) <u>N/A</u>	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

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 N/A

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

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 8		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	
All other program-related investments. See instructions.	
3	
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	5,723,574.
b	Average of monthly cash balances	1b	35,040.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,758,614.
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	5,758,614.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	86,379.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,672,235.
6	Minimum investment return. Enter 5% of line 5	6	283,612.

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	283,612.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,559.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,559.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	275,053.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	275,053.
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	275,053.

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	500,000.
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	500,000.
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	500,000.

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

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				275,053.
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	200,821.			
b From 2006	250,065.			
c From 2007	351,321.			
d From 2008	327,231.			
e From 2009	222,060.			
f Total of lines 3a through e	1,351,498.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 500,000.				
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				275,053.
e Remaining amount distributed out of corpus	224,947.			
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	1,576,445.			
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	200,821.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	1,375,624.			
10 Analysis of line 9:				
a Excess from 2006	250,065.			
b Excess from 2007	351,321.			
c Excess from 2008	327,231.			
d Excess from 2009	222,060.			
e Excess from 2010	224,947.			

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				(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).)

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

NONE
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 9

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	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 10				
Total			▶ 3a	500,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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 LARGE CAP VALUE EQUITY		12/16/96	06/22/10
b SMIDCAP VALUE EQUITY		06/30/97	06/22/10
c INTERMEDIATE BOND		12/16/96	06/22/10
d INTERMEDIATE BOND		01/26/98	06/22/10
e LARGE CAP VALUE EQUITY		12/16/96	11/23/10
f SMIDCAP VALUE EQUITY		06/30/97	11/23/10
g INTERMEDIATE BOND		12/16/96	11/23/10
h CADBURY PLC		07/22/08	01/27/10
i CADBURY PLC		08/18/06	01/27/10
j CADBURY PLC		07/17/06	01/27/10
k CADBURY PLC		06/08/04	01/27/10
l CADBURY PLC		02/18/04	01/27/10
m CADBURY PLC		02/18/04	01/29/10
n CADBURY PLC		02/18/04	02/01/10
o CADBURY PLC		05/21/09	02/01/10

(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 50,000.		41,049.	8,951.
b 50,000.		39,572.	10,428.
c 350.		327.	23.
d 19,650.		18,536.	1,114.
e 135,000.		105,703.	29,297.
f 125,000.		93,250.	31,750.
g 80,000.		73,015.	6,985.
h 1,003.		929.	74.
i 2,140.		1,913.	227.
j 2,996.		2,458.	538.
k 11,127.		8,106.	3,021.
l 10,820.		7,625.	3,195.
m 9,910.		7,069.	2,841.
n 5,605.		4,006.	1,599.
o 10,221.		6,839.	3,382.

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			8,951.
b			10,428.
c			23.
d			1,114.
e			29,297.
f			31,750.
g			6,985.
h			74.
i			227.
j			538.
k			3,021.
l			3,195.
m			2,841.
n			1,599.
o			3,382.

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 CADBURY PLC		09/16/09	02/01/10
b CADBURY PLC		02/27/09	02/02/10
c CADBURY PLC		03/13/09	02/02/10
d CADBURY PLC		04/02/09	02/02/10
e COMCAST CORP SPECIAL CL A		05/14/07	05/25/10
f COMCAST CORP SPECIAL CL A		03/19/04	05/25/10
g SCRIPPS NETWORKS INTERACTIVE CL A		01/13/97	06/07/10
h SCRIPPS NETWORKS INTERACTIVE CL A		01/13/97	06/08/10
i WELLS FARGO		04/15/10	06/08/10
j WELLS FARGO		02/02/10	06/08/10
k WELLS FARGO		01/27/10	06/08/10
l WELLS FARGO		03/22/02	06/08/10
m COMCAST CORP SPECIAL CL A		03/19/04	06/10/10
n COMCAST CORP SPECIAL CL A		09/17/04	06/10/10
o MARTIN MARIETTA MATERIALS		01/10/97	06/10/10

(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 5,935.		5,927.	8.
b 19,707.		11,315.	8,392.
c 8,350.		4,894.	3,456.
d 4,008.		2,409.	1,599.
e 4,187.		6,585.	-2,398.
f 2,931.		3,271.	-340.
g 9,881.		3,633.	6,248.
h 18,149.		6,861.	11,288.
i 686.		838.	-152.
j 2,743.		2,874.	-131.
k 6,171.		6,347.	-176.
l 1,371.		1,234.	137.
m 1,490.		1,636.	-146.
n 3,193.		3,494.	-301.
o 4,553.		1,242.	3,311.

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			8.
b			8,392.
c			3,456.
d			1,599.
e			-2,398.
f			-340.
g			6,248.
h			11,288.
i			-152.
j			-131.
k			-176.
l			137.
m			-146.
n			-301.
o			3,311.

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 WASHINGTON POST CL B		07/31/09	06/10/10
b ALTRIA GROUP INC		02/02/10	06/11/10
c WASHINGTON POST CL B		11/08/00	06/15/10
d MARTIN MARIETTA MATERIALS		01/10/97	06/24/10
e COMCAST CORP SPECIAL CL A		09/17/04	07/08/10
f COMCAST CORP SPECIAL CL A		03/17/06	07/08/10
g COMCAST CORP SPECIAL CL A		10/20/08	07/08/10
h WASHINGTON POST CL B		11/08/00	07/08/10
i SCRIPPS NETWORKS INTERACTIVE CL A		01/13/97	07/09/10
j COMPAGNIE FINANCIERE RICHEMONT SA		10/21/08	08/09/10
k SCRIPPS NETWORKS INTERACTIVE CL A		01/13/97	08/09/10
l MARTIN MARIETTA MATERIALS		01/10/97	08/11/10
m WASHINGTON POST CL B		11/08/00	08/11/10
n WASHINGTON POST CL B		12/10/01	08/11/10
o COMCAST CORP SPECIAL CL A		10/20/08	09/15/10

(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 6,715.		6,862.	-147.
b 4,482.		4,498.	-16.
c 2,251.		2,677.	-426.
d 4,418.		1,242.	3,176.
e 3,145.		3,494.	-349.
f 6,919.		7,453.	-534.
g 1,677.		1,557.	120.
h 2,105.		2,677.	-572.
i 5,190.		2,018.	3,172.
j 5,949.		3,405.	2,544.
k 5,619.		2,018.	3,601.
l 1,970.		621.	1,349.
m 1,825.		2,677.	-852.
n 1,095.		1,560.	-465.
o 1,693.		1,557.	136.

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			-147.
b			-16.
c			-426.
d			3,176.
e			-349.
f			-534.
g			120.
h			-572.
i			3,172.
j			2,544.
k			3,601.
l			1,349.
m			-852.
n			-465.
o			136.

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 BROWN-FORMAN CORP CL A		08/14/00	09/30/10
b COMCAST CORP SPECIAL CL A		10/20/08	09/30/10
c COMCAST CORP SPECIAL CL A		10/17/08	09/30/10
d COMCAST CORP SPECIAL CL A		10/15/02	09/30/10
e HASBRO INC		02/15/01	09/30/10
f HASBRO INC		11/14/02	09/30/10
g AITRIA GROUP INC		04/17/08	09/30/10
h ALTRIA GROUP INC		04/03/07	09/30/10
i SCRIPPS NETWORKS INTERACTIVE CL A		01/13/97	09/30/10
j BRITISH AMERICAN TOBACCO PLC		10/28/08	10/01/10
k COMPAGNIE FINANCIERE RICHEMONT SA		10/21/08	10/01/10
l COMPAGNIE FINANCIERE RICHEMONT SA		10/07/08	10/01/10
m DIAGEO PLC		11/24/98	10/01/10
n DIAGEO PLC		01/10/97	10/01/10
o HEINEKEN HOLDING NV		05/30/03	10/01/10

(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 6,161.		1,919.	4,242.
b 2,126.		1,946.	180.
c 7,654.		6,738.	916.
d 2,551.		2,094.	457.
e 2,226.		652.	1,574.
f 3,340.		853.	2,487.
g 3,245.		2,953.	292.
h 2,765.		2,441.	324.
i 5,945.		2,018.	3,927.
j 7,489.		5,546.	1,943.
k 12,033.		5,676.	6,357.
l 3,610.		1,674.	1,936.
m 451.		297.	154.
n 7,356.		3,625.	3,731.
o 4,145.		2,194.	1,951.

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			4,242.
b			180.
c			916.
d			457.
e			1,574.
f			2,487.
g			292.
h			324.
i			3,927.
j			1,943.
k			6,357.
l			1,936.
m			154.
n			3,731.
o			1,951.

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 HEINEKEN HOLDING NV		03/16/09	10/01/10
b HEINEKEN HOLDING NV		01/14/97	10/01/10
c COMPAGNIE FINANCIERE RICHEMONT SA		10/07/08	10/27/10
d COMPAGNIE FINANCIERE RICHEMONT SA		10/07/08	11/11/10
e COMPAGNIE FINANCIERE RICHEMONT SA		11/04/08	11/11/10
f SCRIPPS NETWORKS INTERACTIVE CL A		01/13/97	11/15/10
g COMPAGNIE FINANCIERE RICHEMONT SA		11/04/08	11/23/10
h VANGUARD U.S. GROWTH FUND INVESTOR SHARES		VARIOUS	01/20/10
i VANGUARD EXPLORER FUND INVESTOR SHARES		VARIOUS	01/20/10
j VANGUARD HIGH-YIELD CORPORATE FUND INVESTOR SHS		VARIOUS	01/20/10
k VANGUARD WINDSOR II FUND INVESTOR SHARES		VARIOUS	01/20/10
l VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND		VARIOUS	01/20/10
m VANGUARD STRATEGIC EQUITY FUND		VARIOUS	01/20/10
n VANGUARD SHORT-TERM BOND INDEX FUND INVESTOR SHS		VARIOUS	01/20/10
o VANGUARD SHORT-TERM BOND INDEX FUND INVESTOR SHS		12/23/09	01/20/10

(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 3,301.		1,744.	1,557.
b 5,758.		2,050.	3,708.
c 4,930.		2,232.	2,698.
d 5,275.		2,232.	3,043.
e 5,275.		2,206.	3,069.
f 7,773.		2,422.	5,351.
g 5,354.		2,206.	3,148.
h 55,570.		50,793.	4,777.
i 22,291.		24,929.	-2,638.
j 42,576.		47,807.	-5,231.
k 52,278.		55,824.	-3,546.
l 24,400.		18,434.	5,966.
m 19,830.		23,702.	-3,872.
n 51,295.		49,373.	1,922.
o 5.		6.	-1.

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			1,557.
b			3,708.
c			2,698.
d			3,043.
e			3,069.
f			5,351.
g			3,148.
h			4,777.
i			-2,638.
j			-5,231.
k			-3,546.
l			5,966.
m			-3,872.
n			1,922.
o			-1.

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 VANGUARD INTERMEDIATE-TERM BOND INDEX FD INV SHS		VARIOUS	01/20/10
b VANGUARD LONG-TERM BOND INDEX FUND		VARIOUS	01/20/10
c VANGUARD TOTAL STOCK MARKET INDEX FUND		VARIOUS	11/15/10
d PASSTHROUGH SHORT-TERM GAINS	P		
e PASSTHROUGH LONG-TERM GAINS	P		
f CAPITAL GAINS DIVIDENDS			
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 42,123.		39,670.	2,453.
b 46,510.		44,513.	1,997.
c 22,000.		21,768.	232.
d 46,670.			46,670.
e 83,074.			83,074.
f 3,195.			3,195.
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			2,453.
b			1,997.
c			232.
d			46,670.
e			83,074.
f			3,195.
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	333,000.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
GARDNER RUSSO & GARDNER K-1 - WESTWOOD INTERMEDIATE BOND FUND	54,673.	0.	54,673.	
K-1 - WESTWOOD LARGE CAP INVESTMENT TRUST	24,078.	0.	24,078.	
K-1 - WESTWOOD SMIDCAP EQUITY INV TRUST	19,852.	0.	19,852.	
VANGUARD NATIONAL TRUST CO WESTWOOD TRUST	8,080. 28,195. 8,323.	0. 2,502. 693.	8,080. 25,693. 7,630.	
TOTAL TO FM 990-PF, PART I, LN 4	143,201.	3,195.	140,006.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	2,993.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	2,993.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	41,639.	41,639.		0.	
TO FORM 990-PF, PG 1, LN 16C	41,639.	41,639.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	3,427.	3,427.		0.	
EXCISE TAXES	2,089.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	5,516.	3,427.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES - REGISTRATION FEES	500.	0.		0.	
OTHER EXPENSES	963.	0.		0.	
ADMINISTRATIVE EXPENSE	79,475.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	80,938.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
GARDNER INVEST STOCK ACCT	1,250,240.	2,558,964.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,250,240.	2,558,964.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
WESTWOOD TRUST	FMV	1,873,764.	2,538,606.	
VANGUARD TRUST	FMV	702,203.	759,355.	
TOTAL TO FORM 990-PF, PART II, LINE 13		2,575,967.	3,297,961.	

Organization Name and Address	Category	Code	Amount
CENTER FOR BRAIN HEALTH - UNIV OF TX AT DALLAS 1966 INWOOD ROAD DALLAS, TX 75235	NONE JONSSON FAMILY LECTURE SERIES	501(C)3	10,000.
CRISTO REY HIGH SCHOOL 6200 MCMAHON DRIVE SACRAMENTO, CA 95824	NONE GENERAL OPERATING FUNDS	501(C)3	20,000.
CRISTO REY HIGH SCHOOL 6200 MCMAHON DRIVE SACRAMENTO, CA 95824	NONE SCHOLARSHIP DINNER	501(C)3	5,000.
DALLAS SYMPHONY ORCHESTRA 2301 FLORA STREET DALLAS, TX 75201	NONE GENERAL OPERATING FUNDS	501(C)3	5,000.
EAST DALLAS COMMUNITY SCHOOLS 1002 WAYNE STREET DALLAS, TX 75223	NONE GENERAL OPERATING FUNDS	501(C)3	25,000.
HUMAN RIGHTS INITIATIVE 2401 OAK LAWN AVE, SUITE 850 DALLAS, TX 75219	NONE GENERAL OPERATING FUNDS	501(C)3	10,000.
KERA UNLIMITED 3000 HARRY HINES BLVD DALLAS, TX 75201	NONE GENERAL OPERATING FUNDS	501(C)3	5,000.
MIDLAND MEMORIAL HOSPITAL RN PROGRAM 2202 W. ILLINOIS MIDLAND AVE. MIDLAND, TX 79701	NONE NURSING EDUCATION FUND	501(C)3	10,000.
NEW MEXICO WOMEN'S FOUNDATION 551 CORDOVA ROAD #411 SANTA FE, NM 87505	NONE GENERAL OPERATING FUNDS	501(C)3	20,000.
PARKLAND FOUNDATION 2777 N. STEMMONS FREEWAY, STE 1700 DALLAS, TX 75207	NONE CRYSTAL CHARITY BALL	501(C)3	10,000.

PLANNED PARENTHOOD OF NORTH TEXAS 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	NONE GENERAL OPERATING FUNDS	501(C)3	10,000.
PLENTY INTERNATIONAL P.O. BOX 394 SUMMERTOWN, TN 38483	NONE GENERAL OPERATING FUNDS	501(C)3	10,000.
PRESTON HOLLOW PRESBYTERIAN SCHOOL 9800 PRESTON ROAD DALLAS, TX 75230	NONE FACULTY SALARY ENDOWMENT	501(C)3	25,000.
SETON DEVELOPMENT BOARD 1201 W 38TH STREET AUSTIN, TX 78705	NONE DEVELOPMENT BOARD GALA	501(C)3	7,500.
SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	NONE GENERAL OPERATING FUNDS	501(C)3	5,000.
SPCA OF TEXAS 2400 LONE STAR DRIVE DALLAS, TX 75212	NONE GENERAL OPERATING FUNDS	501(C)3	5,000.
SUICIDE AND CRISIS CENTER 2808 SWISS AVENUE DALLAS, TX 75204	NONE GENERAL OPERATING FUNDS	501(C)3	5,000.
ST. ANDREW'S EPISCOPAL SCHOOL 1112 WEST 31ST STREET AUSTIN, TX 78705	NONE GENERAL OPERATING FUNDS	501(C)3	25,000.
TEXPROTECTS 2904 FLOYD ST., STE C2 DALLAS, TX 75204	NONE GENERAL OPERATING FUNDS	501(C)3	20,000.
TEXAS DISCOVERY GARDENS P.O. BOX 152537 DALLAS, TX 75315	NONE GENERAL OPERATING FUNDS	501(C)3	1,500.

THOMPSON ISLAND OUTWARD BOUND P.O. BOX 127 BOSTON, MA 02127	NONE SUPPORT CONNECTIONS PROGRAM	501(C)3	10,000.
UALR SEQUOYAH CENTER 2801 S. UNIVERSITY AVE LITTLE ROCK, AR 72204	NONE GENERAL OPERATING FUNDS	501(C)3	2,000.
UNIVERSITY OF NORTH TEXAS 415 AVENUE EAST DENTON, TX 76201	NONE 2010 TEACHING OF HISTORY CONFERENCE	501(C)3	7,000.
UNIVERSITY OF TEXAS AT DALLAS P.O. BOX 830688 RICHARDSON, TX 75083	NONE SCHOOL OF ENGINEERING SUPPORT	501(C)3	100,000.
UAMS INSTITUTE ON AGING 629 JACK STEPHENS DRIVE LITTLE ROCK, AR 72205	NONE GENERAL OPERATING FUNDS	501(C)3	35,000.
UPPER PECOS WATERSHED ASSOCIATION 46 S MAIN STREET PECOS, NM 87552	NONE GENERAL OPERATING FUNDS	501(C)3	3,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			500,000.