ENVELOPE POSTMARK DATE MAY 1 3 2011

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , **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
Gene Conley Foundation
Account Number 80171000

A Employer identification number
75-2224430

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2301 Kell Boulevard

B Telephone number
(940)766-8312

City or town, state, and ZIP code
Wichita Falls, TX 76308

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,644,612.44

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	68.05	68.05		Statement 1
4	Dividends and interest from securities	134,477.74	134,477.74		Statement 2
5a	Gross rents	22,805.00	22,805.00		Statement 3
b	Net rental income or (loss) 19,078.36				Statement 4
6a	Net gain or (loss) from sale of assets not on line 10	10,285.95			
b	Gross sales price for all assets on line 6a 1,595,762.27				
7	Capital gain net income (from Part IV, line 2)		10,285.95		
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	434,773.36	434,773.36		Statement 5
12	**Total.** Add lines 1 through 11	602,410.10	602,410.10		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	89,048.90	63,036.67		26,012.23
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees Stmt 6	1,442.20	1,442.20		0.00
b	Accounting fees Stmt 7	8,650.00	4,757.50		3,892.50
c	Other professional fees				
17	Interest				
18	Taxes Stmt 8	49,160.14	44,290.49		0.00
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 9	1,918.24	1,918.24		0.00
24	**Total operating and administrative expenses.** Add lines 13 through 23	150,219.48	115,445.10		29,904.73
25	Contributions, gifts, grants paid	302,095.90			302,095.90
26	**Total expenses and disbursements.** Add lines 24 and 25	452,315.38	115,445.10		332,000.63
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	150,094.72			
b	**Net investment income** (if negative, enter -0-)		486,965.00		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA **For Paperwork Reduction Act Notice, see the Instructions.** Form **990-PF** (2010)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,276.52	152.50	152.50
	2 Savings and temporary cash investments	404,044.60	580,073.37	580,073.37
	3 Accounts receivable ▶ 16,507.54			
	Less allowance for doubtful accounts ▶	3,910.82	16,507.54	16,507.54
	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	1,484.99	3,250.35	3,250.35
	10a Investments - U S and state government obligations Stmt 10	139,353.04	139,353.04	143,806.25
	b Investments - corporate stock Stmt 11	3,135,241.34	3,150,934.23	3,700,051.21
	c Investments - corporate bonds Stmt 12	329,098.75	278,233.75	298,732.00
	11 Investments - land, buildings, and equipment basis ▶ 403,109.10			
	Less accumulated depreciation Stmt 13▶ 175.00	402,934.10	402,934.10	1,325,720.00
	12 Investments - mortgage loans			
	13 Investments - other Stmt 14	34,023.00	34,023.00	1,576,318.22
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Schedule 6)	1.00	1.00	1.00
	16 **Total assets** (to be completed by all filers)	4,455,368.16	4,605,462.88	7,644,612.44
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)	0.00	0.00	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,091,276.98	1,091,276.98	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	3,364,091.18	3,514,185.90	
	30 **Total net assets or fund balances**	4,455,368.16	4,605,462.88	
	31 **Total liabilities and net assets/fund balances**	4,455,368.16	4,605,462.88	

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	4,455,368.16
2	Enter amount from Part I, line 27a	2	150,094.72
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	4,605,462.88
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,605,462.88

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	Short term - Sch. 3	P	Various	Various
b	Long term - Sch. 3	P	Various	Various
c	Capital Gains Dividends			
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	461,277.13		347,756.23	113,520.90
b	1,131,331.01		1,237,720.09	<106,389.08>
c	3,154.13			3,154.13
d				
e				

	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				113,520.90
b				<106,389.08>
c				3,154.13
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,285.95
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	273,129.55	6,700,579.45	.040762
2008	251,932.08	5,800,171.21	.043435
2007	221,307.29	5,443,518.68	.040655
2006	194,130.80	4,677,244.50	.041505
2005	169,415.84	4,008,259.28	.042267

2 Total of line 1, column (d)	2	.208624
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	.041725
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,196,626.29
5 Multiply line 4 by line 3	5	300,279.23
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,869.65
7 Add lines 5 and 6	7	305,148.88
8 Enter qualifying distributions from Part XII, line 4	8	332,000.63

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	4,869.65
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	0.00
3	Add lines 1 and 2			3	4,869.65
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.00
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,869.65
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	8,120.00		
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	8,120.00
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,250.35
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶		3,250.35 **Refunded** ▶	11	0.00

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0.00 **(2)** On foundation managers ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.00			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Wells Fargo Bank, N.A. Telephone no ▶(940)766-8312

Located at ▶2301 Kell Boulevard, Wichita Falls, TX ZIP+4 ▶76308-1041

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

		Yes	No
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 10	0.00	84,048.90	0.00	0.00
Schedule 10	0.00	5,000.00	0.00	0.00

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 ▶	0.00

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	3,900,721.55
b	Average of monthly cash balances	1b	503,235.49
c	Fair market value of all other assets	1c	2,902,262.54
d	**Total** (add lines 1a, b, and c)	1d	7,306,219.58
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	7,306,219.58
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,593.29
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,196,626.29
6	**Minimum investment return.** Enter 5% of line 5	6	359,831.31

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	359,831.31
2a	Tax on investment income for 2010 from Part VI, line 5 2a 4,869.65		
b	Income tax for 2010 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	4,869.65
3	Distributable amount before adjustments Subtract line 2c from line 1	3	354,961.66
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	354,961.66
6	Deduction from distributable amount (see instructions)	6	0.00
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	354,961.66

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	332,000.63
b	Program-related investments - total from Part IX-B	1b	0.00
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	332,000.63
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	4,869.65
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	327,130.98

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				354,961.66
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			300,770.73	
b Total for prior years ______ , ______ , ______		0.00		
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 332,000.63				
a Applied to 2009, but not more than line 2a			300,770.73	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2010 distributable amount				31,229.90
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				323,731.76
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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))

None

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

None

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

See Statement 15

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 *Paid during the year*				
Schedule 5	None	Public	Various	302,095.90
Total			▶ 3a	302,095.90
b *Approved for future payment*				
None				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	68.05	
4 Dividends and interest from securities			14	134,477.74	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	19,078.36	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	434,773.36	
8 Gain or (loss) from sales of assets other than inventory			18	10,285.95	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.00		598,683.46	0.00

13 Total. Add line 12, columns (b), (d), and (e) 13 598,683.46

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

VP 5-13-11 ▶ VP

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name: Mac Cannedy
Preparer's signature: Mac Cannedy
Date: 5/11/11
Check ☐ if self- employed
PTIN
Firm's name ▶ Freemon, Shapard & Story
Firm's EIN ▶
807 8th Street, 2nd Floor
Firm's address ▶ Wichita Falls, TX 76301-3381
Phone no (940)322-4436

2010 DEPRECIATION AND AMORTIZATION REPORT

Farm Rental - Hardeman County, TX RENT 1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Land & Improvements	031687	L			402934.10			402934.10			0.00
2	Stock Tank	112189	200DB	7.00	17	175.00			175.00	175.00		0.00
	* Total 990-PF Rental Depr					403109.10		0.00	403109.10	175.00	0.00	0.00

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Schedule 1	68.05
Total to Form 990-PF, Part I, line 3, Column A	68.05

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Schedule 2	137,631.87	3,154.13	134,477.74
Total to Fm 990-PF, Part I, ln 4	137,631.87	3,154.13	134,477.74

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Farm Rental - Hardeman County, TX	1	22,805.00
Total to Form 990-PF, Part I, line 5a		22,805.00

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
Farm rental - Ad valorem taxes		3,359.14	
Farm rental - Insurance		257.50	
Farm rental - Other		110.00	
- SubTotal -	1		3,726.64
Total rental expenses			3,726.64
Net rental Income to Form 990-PF, Part I, line 5b			19,078.36

Form 990-PF Other Income Statement 5

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Gross oil & gas royalties - Hardeman County, Tx	434,773.36	434,773.36	
Total to Form 990-PF, Part I, line 11	434,773.36	434,773.36	

Form 990-PF Legal Fees Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees - Administrative	1,442.20	1,442.20		0.00
To Fm 990-PF, Pg 1, ln 16a	1,442.20	1,442.20		0.00

Form 990-PF Accounting Fees Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees - Tax return preparation	4,757.50	4,757.50		0.00
Accounting fees - Charitable distribution planning	3,892.50	0.00		3,892.50
To Form 990-PF, Pg 1, ln 16b	8,650.00	4,757.50		3,892.50

Form 990-PF Taxes Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise	4,869.65	0.00		0.00
Royalties - Gross production	20,020.91	20,020.91		0.00
Royalties - Ad valorem	19,587.36	19,587.36		0.00
Foreign	1,323.08	1,323.08		0.00
Farm Rental - Ad valorem	3,359.14	3,359.14		0.00
To Form 990-PF, Pg 1, ln 18	49,160.14	44,290.49		0.00

Form 990-PF Other Expenses Statement 9

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Farm rental - Insurance	257.50	257.50		0.00
Farm rental - Other	110.00	110.00		0.00
Miscellaneous	1,550.74	1,550.74		0.00
To Form 990-PF, Pg 1, ln 23	1,918.24	1,918.24		0.00

Form 990-PF U.S. and State/City Government Obligations Statement 10

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 6	X		139,353.04	143,806.25
Total U.S. Government Obligations			139,353.04	143,806.25
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			139,353.04	143,806.25

Form 990-PF Corporate Stock Statement 11

Description	Book Value	Fair Market Value
Schedule 6	3,150,934.23	3,700,051.21
Total to Form 990-PF, Part II, line 10b	3,150,934.23	3,700,051.21

Form 990-PF Corporate Bonds Statement 12

Description	Book Value	Fair Market Value
Schedule 6	278,233.75	298,732.00
Total to Form 990-PF, Part II, line 10c	278,233.75	298,732.00

Form 990-PF Depreciation of Assets Held for Investment Statement 13

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land & Improvements	402,934.10	0.00	402,934.10
Stock Tank	175.00	175.00	0.00
Total to Fm 990-PF, Part II, ln 11	403,109.10	175.00	402,934.10

Form 990-PF Other Investments Statement 14

Description	Valuation Method	Book Value	Fair Market Value
Schedule 6	FMV	34,023.00	1,576,318.22
Total to Form 990-PF, Part II, line 13		34,023.00	1,576,318.22

Form 990-PF Grant Application Submission Information Statement 15
Part XV, Lines 2a through 2d

Name and Address of Person to Whom Applications Should be Submitted

J. Scott Tucker, Vice President, Wells Fargo Bank, N.A.
2301 Kell Boulevard
Wichita Falls, TX 76308

Telephone Number

(940)766-8312

Form and Content of Applications

See copy of Grant Application which must be used(no substitutions), attached as Exhibit 16A to this statement.

Any Submission Deadlines

Annually by May 1; Awards granted mid-year.

Restrictions and Limitations on Awards

The purpose of each grant must preferably serve a substantial constituency of North Texas. Each grant must be used to render services primarily for medical care, general care, the arts, or science education of persons age 18 or younger, preferably for direct client services.

WELLS FARGO

The Gene Conley Foundation
Wells Fargo Bank, N.A.
Private Client Services
P. O. Box 9129
Wichita Falls, Texas 76308
(940) 766-8312

Private Client Services
2301 Kell Boulevard
P O Box 9129
Wichita Falls, TX 76308
940 766-8301
940 766-8303 Fax

Grant Application

***DEADLINE - MAY 1ST*: Grant Applications must be received by the Foundation by May 1st or the preceding business day if May 1st is on a weekend.** *Questions must be answered using this original form and in the spaces allocated. Continuation sheets and/or attachments will not be accepted. Computer substitutions are not acceptable.*

Please mail applications to the above address or deliver to the Gene Conley Foundation at Wells Fargo Bank, 2301 Kell Boulevard, Wichita Falls, Texas. *Faxes will not be accepted. Please provide the original and 8 copies of the application and all enclosures for a total of 9 sets. Please use only 3-hole-punched letter-size paper. Also, please do not use staples, clips, binders, folders, envelopes, etc., as all applications and enclosures will be put into a large three-ring binder.*

The purpose of each grant must preferably serve a constituency in the North Texas area. Additionally, each grant must be used to render services primarily for medical care, general care or the education of persons ages 18 or younger. *The Gene Conley Foundation prefers to provide funding for direct client services. Funding for successive years should not be assumed by grant applicants.*

Funds for grants will be distributed each year by approximately July 31st.

Successful grant applicants will be required to certify to the Foundation, in writing, that the grant was used for the purposes as stated in the Grant Application.

---

1. Legal name of organization____
2. Street Address____
   City___________________________ State_________ Zip_____________
   Phone number____________________ Fax number_____________________
   e-mail address____
3. Date organization established_______________ Tax ID #_________________
4. Person to contact regarding grant application:
   Name___________________________ Title____________________________
   Phone number____________________ Fax number_____________________
   e-mail address____

5. Organization's mission statement

6. Description of organization

7. Amount requested $

8. Requested funds will be used for

9. Budget information for project for which funds requested - please enclose.

10. Funds currently committed for project

11. Others requested to support project

12. Geographic area to be served with requested funds______________________

13. Population to be served by project and number of people expected to benefit from project______________________

14. How will funding for project continue beyond the grant funding?______________________

15. How will organization publicly recognize the Conley Foundation for the grant?

16. Outstanding debt $______________
Annual debt service $____________
Plans to reduce/eliminate debt ______________________

17. Endowment assets $_____________
Amount available for annual distribution $______________
Restrictions on endowment distributions ______________________

18. Enclosures with the application must include:

- Copy of 501(c)(3) letter from Internal Revenue Service
- Copy of most current IRS Form 990 (if required to file)
- List of current members of Board of Directors and corporate officers
- Copy of current year's interim financial statements, including balance sheet and income statement
- Copy of previous year's audited financial statements, including:
  - Statement of Financial Condition (Balance Sheet)
  - Statement of Resources and Expenditures (Income Statement)
- Budget information for project for which funds requested

19. Changes in Funding & Data:

Please advise the Gene Conley Foundation in writing, together with documentation, of any changes in funding or data received, from any source, toward the specific grant project. These changes must be received by June 30th or the preceding business day if June 30th is on a weekend. Such data changes may include, but are not limited to, audited financial statements and the Form 990. Please submit the original and 8 copies of any written notices and documentation, again using 3-hole punched letter-size paper.

The enclosed information is correct to the best of my knowledge and belief in support of this grant application which has been authorized by the Board of Directors of this organization. I also affirm that no change has occurred in the exempt status, purpose, character or method of operation of the organization subsequent to the issuance of its IRS letter advising that the applicant is a tax-exempt charitable entity.

Executive Director	Board Chairperson
Date________________________	Date________________________
Signature____________________	Signature____________________
Printed Name_________________	Printed Name_________________

Schedule 1

REVENUE AND EXPENSES

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

REVENUE			
Interest on savings and cash investments			
Wells Fargo Cash Investment Money Market Fund Service Class Fund 250		$ 49 74	
Wells Fargo Adv Heritage MM Fund		18.31	$ 68 05
Dividends and interest from securities - Sch 2			134,477 74
Gross rents. Farm Rental - Hardeman County, Texas			22,805 00
Less: Ad valorem taxes	$ 3,359.14		
Insurance	257 50		
Other	110.00	$ 3,726.64	
Net rental income		$ 19,078.36	
Net gain (loss) from sale of assets - Sch 3			10,285 95
Other income.			
Gross oil & gas royalties - Hardeman County, Texas - Sch 4			434,773 36
Total revenue			$ 602,410 10
EXPENSES			
Compensation of officers and directors - Sch 10		$ 89,048 90	
Legal fees		1,442 20	
Accounting fees		8,650.00	
Taxes			
Excise	$ 4,869 65		
Royalties - gross production	20,020.91		
Royalties - ad valorem	19,587.36		
Foreign	1,323 08		
Farm rental - ad valorem	3,359.14	49,160 14	
Other:			
Farm rental - insurance	$ 257.50		
Farm rental - other	110 00		
Miscellaneous	1,550.74	1,918 24	
Contributions - Sch 5		302,095 90	452,315.38
Excess of revenues over expenses			$ 150,094 72

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

	Totals	Ordinary Income	Long Term Capital Gain Distributions
DIVIDENDS			
Aflac	$ 506 80	$ 506.80	$
Abbott Laboratories	575.20	575.20	
Apache	54 00	54.00	
Artio Global High Income	19,334 90	17,104 97	2,229 93
Artisan International Fund	1,315.83	1,315.83	
Baker Hughes	150.75	150.75	
Bank of New York Mellon	153.90	153 90	
CB Richard Ellis Realty Trust	1,980.25	1,980 25	
CVS/Caremark	213.08	213.08	
Capital One Financial	43 50	43.50	
Carnival	136.50	136 50	
Chevron	619.00	619 00	
Comcast	438.48	438 48	
ConocoPhillips	494 00	494.00	
Cooper Industries	404 60	404 60	
Diago PLC Spon Adr New	567 34	567.34	
Disney Walt Company Holding	248.50	248 50	
Ecolab	175 16	175.16	
Exxon Mobil	105 00	105 00	
FPL Group	120 00	120 00	
Gateway Fund	2,936 71	2,936.71	
General Electric Co.	58 00	58 00	
Goldman Sachs Group	21.00	21.00	
Halliburton	68 85	68 85	
Harsco	219 36	219.36	
Hewlett Packard	159.60	159.60	
Intel Corp	453 62	453.62	
Iron Mountain	105 63	105.63	
Ishares Barclays Aggregate Bond Fund	7,563.53	7,449 93	113.60
Ishares Iboxx Inv Gr Corp Bd Fd	10,272 38	10,272.38	
Ishares MSCI Bric Index Fund	507.65	507 65	
Ishares Tr Cohen & Steers Realty	2,202 41	2,202 41	
Ishares MSCI Eafe	4,204 78	4,204.78	
Ishares Tr Smallcap 600 Index	1,279.92	1,279 92	
Ivy Asset Strategy Fund CL I	696.93	696.93	
JP Morgan Chase & Co	76 50	76.50	
Johnson & Johnson	639.60	639.60	
Kraft Foods	191.40	191.40	

-2 Sch. 2 - Cont'd - Gene Conley Foundation - Year 2010

	Totals	Ordinary Income	Long Term Capital Gain Distributions
L-3 Communications Hldgs	380.00	380.00	
Microsoft Corp	362 50	362.50	
Moodys	57.75	57 75	
Morgan Stanley	41.25	41 25	
Nestle SA Registered Shares	579.36	579 36	
Nextera Energy	322 50	322 50	
Novartis Ag	457 86	457 86	
Oakmark Intl Fund	1,484.55	1,484.55	
Petroleo Brasileiro SA	250.80	250.80	
Pfizer	147.60	147 60	
Pimco Commodity Real Ret Strat	18,472.40	18,472 40	
Plum Creek Timber	810 60		810.60
Procter & Gamble	216.81	216 81	
Quest Diagnostics	106 00	106.00	
Ridgeworth Seix HY Bd	4,149 03	4,149.03	
Royce Pennsylvania Mut Fd	535.45	535.45	
Schlumberger Ltd	111 30	111 30	
Spdr DJ Wilshire International Real	2,459.52	2,459 52	
Spdr S&P Midcap 400 ETF Trust	2,200 91	2,200.91	
Sysco	242.50	242.50	
T Rowe Price Short Term Bond Fund	1,857 92	1,857 92	
Target Corp.	304 30	304 30	
Templeton Global Bond Fund	14,218.33	14,218 33	
Teva Pharmaceutical Industries	66.34	66.34	
Tractor Supply	128 10	128.10	
Travelers Companies	355 80	355 80	
United Healthgroup	194 85	194 85	
United Technologies	61 63	61 63	
Valero Energy	19 75	19.75	
Vanguard Emerging Markets	2,043 89	2,043.89	
Visa	92.26	92 26	
Vodafone Group Plc	681 67	681 67	
Totals - Dividends	$ 112,708.19	$ 109,554.06	$ 3,154 13

-3 Sch 2 - Cont'd. - Gene Conley Foundation - Year 2010

	Totals	Ordinary Income	Long Term Capital Gain Distributions
INTEREST			
Corporate interest.			
Berkshire Hathaway	$ 2,425.00	$ 2,425.00	$
Boeing	2,900 00	2,900.00	
Caterpillar Finl Svcs	4,387 50	4,387.50	
Coca Cola	2,897 92	2,897.92	
El Du Pont De Nemo	2,500.00	2,500.00	
Intl Lease Finance	2,875 00	2,875 00	
Totals - Corporate interest	$ 17,985 42	$ 17,985 42	$
U.S government interest.			
Federal Home Loan Bank	$ 2,437 50	$ 2,437.50	$
Federal Home Loan Mtg	1,968.76	1,968 76	
Federal National Mortgage Assn	2,500.00	2,500.00	
Totals - U S government interest	$ 6,906.26	$ 6,906 26	$
Other interest·			
Powershares DB Commodity Index Tracking	$ 32 00	$ 32.00	$
Totals - Interest	$ 24,923 68	$ 24,923.68	$
Totals - Dividends and interest	$ 137,631 87	$ 134,477 74	$ 3,154 13

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

Description	Face/ Shares	Date		Sales Price	Cost or Basis	Gain/ (Loss)
		Acquired	Sold			
Short term						
From Wells Fargo Account 80171000				$ 461,182 13	$ 347,651 03	$ 113,531 10
PowerShares DB Commodity Index				95 00		95 00
PowerShares DB Commodity Index - Sec 1256					105 20	(105 20)
Total - Short Term				$ 461,277.13	$ 347,756.23	$ 113,520 90
Long term						
From Wells Fargo Account 80171000				$1,131,015 45	$ 1,237,562 29	$(106,546 84)
PowerShares DB Commodity Index				180 00		180 00
PowerShares DB Commodity Index - Sec 1256					157 80	(157.80)
Class action settlement proceeds - Various				135 56		135.56
Capital gain distributions - Sch. 2						3,154 13
Totals - Long term				$1,131,331.01	$ 1,237,720 09	$(103,234 95)
Totals - Combined				$1,592,608 14	$ 1,585,476 32	$ 10,285 95

Wells Fargo

Statement of Capital Gains and Losses From Sales

(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 80171000

CONLEY, GENE FOUNDATION TR

Trust Year Ending 12/31/2010

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
001055102	AFLAC INC								
Sold		04/16/10	100	5,443 07					
Acq		10/11/06	60	3,265 84	2,742 62 ☐	2,742 62	523.22	523 22	L
Acq		11/08/06	40	2,177 23	1,801.97 ☐	1,801 97	375 26	375 26	L
			Total for 4/16/2010		4,544.59	4,544 59	898 48	898 48	
002824100	ABBOTT LABORATORIES								
Sold		04/16/10	50	2,606 45					
Acq		07/08/09	50	2,606 45	2,307 91 ☐	2,307 91	298 54	298 54	S
			Total for 4/16/2010		2,307 91	2,307 91	298.54	298 54	
037833100	APPLE COMPUTER INC COM								
Sold		04/16/10	50	12,353.29					
Acq		06/29/07	50	12,353 29	6,148.48 ☐	6,148 48	6,204 81	6,204 81	L
			Total for 4/16/2010		6,148.48	6,148 48	6,204 81	6,204 81	
126650100	CVS/CAREMARK CORPORATION								
Sold		04/16/10	155	5,770 84					
Acq		07/25/06	7.75	288 54	252 96 ☐	252 96	35 58	35 58	L
Acq		06/15/06	147 25	5,482 30	4,178.55 ☐	4,178 55	1,303.75	1,303 75	L
			Total for 4/16/2010		4,431.51	4,431.51	1,339.33	1,339 33	
143658300	CARNIVAL CORP								
Sold		04/16/10	65	2,523 26					
Acq		07/08/09	65	2,523 26	1,583 28 ☐	1,583 28	939 98	939 98	S
			Total for 4/16/2010		1,583 28	1,583 28	939 98	939 98	
166764100	CHEVRON CORP								
Sold		04/16/10	75	6,070 39					
Acq		03/13/03	75	6,070 39	2,392 87 ☐	2,392 87	3,677 52	3,677 52	L
			Total for 4/16/2010		2,392 87	2,392 87	3,677.52	3,677 52	
191216AK6	COCA-COLA CO	5 350% 11/15/17							
Sold		11/30/10	50000	58,953.50					
Acq		08/27/08	50000	58,953.50	50,865 00 ☐	50,865 00	8,088.50	8,088 50	L
			Total for 11/30/2010		50,865 00	50,865.00	8,088 50	8,088 50	
19765H636	COLUMBIA MARSICO INTL OPP FD Z #298								
Sold		03/25/10	12458 948	132,936.98					
Acq		12/18/09	110 826	1,182.51	1,157.02 ☐	1,157 02	25 49	25.49	S
Acq		07/08/09	1879.07	20,049 68	16,160.00 ☐	16,160.00	3,889 68	3,889 68	S
Acq		06/17/09	280.055	2,988 19	2,512 09 ☐	2,512.09	476.10	476 10	S
Acq		08/27/08	1587 801	16,941.84	20,435.00 ☐	20,435 00	-3,493 16	-3,493 16	L
Acq		06/18/08	85 508	912.37	1,261.25 ☐	1,261 25	-348 88	-348 88	L
Acq		08/10/07	7504.688	80,075.02	115,872 38 ☐	115,872 38	-35,797 36	-35,797.36	L
Acq		12/21/07	1011	10,787 37	16,337 76 ☐	16,337 76	-5,550 39	-5,550 39	L
			Total for 3/25/2010		173,735.50	173,735.50	-40,798 52	-40,798 52	

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20030N101	COMCAST CORP CLASS A								
Sold		04/16/10	470	8,606 82					
Acq		07/25/06	197	3,607 54	4,284.16 ☐	4,284.16	-676.62	-676 62	L
Acq		06/15/06	273	4,999 28	5,867 58 ☐	5,867 58	-868 30	-868.30	L
			Total for 4/16/2010		10,151 74	10,151 74	-1,544 92	-1,544 92	
20825C104	CONOCOPHILLIPS								
Sold		04/16/10	85	4,768 41					
Acq		07/08/09	85	4,768.41	3,325 90 ☐	3,325 90	1,442 51	1,442 51	S
			Total for 4/16/2010		3,325.90	3,325 90	1,442 51	1,442.51	
254687106	WALT DISNEY CO								
Sold		04/16/10	165	5,918 47					
Acq		05/13/08	165	5,918 47	5,732 10 ☐	5,732 10	186 37	186.37	L
			Total for 4/16/2010		5,732 10	5,732 10	186 37	186.37	
256206103	DODGE & COX INT'L STOCK FD #1048								
Sold		04/16/10	4207 08	140,306 12					
Acq		12/28/07	210.846	7,031.71	9,732.65 ☐	9,732 65	-2,700 94	-2,700 94	L
Acq		08/27/08	461 176	15,380 22	17,640 00 ☐	17,640 00	-2,259 78	-2,259 78	L
Acq		07/08/09	509 024	16,975 95	12,410.00 ☐	12,410 00	4,565.95	4,565 95	S
Acq		12/21/09	57 853	1,929.40	1,809 06 ☐	1,809 06	120.34	120 34	S
Acq		08/10/07	13.811	460.60	640 00 ☐	640 00	-179 40	-179.40	L
Acq		12/28/06	92.483	3,084.31	4,034 12 ☐	4,034.12	-949 81	-949 81	L
Acq		07/25/06	238 33	7,948 31	9,190.00 ☐	9,190 00	-1,241 69	-1,241 69	L
Acq		06/20/06	2129 928	71,033.10	78,977 72 ☐	78,977 72	-7,944 62	-7,944.62	L
Acq		12/22/08	493 629	16,462 53	10,346.46 ☐	10,346.46	6,116 07	6,116.07	L
			Total for 4/16/2010		144,780 01	144,780 01	-4,473.89	-4,473 89	
268648102	E M C CORP MASS								
Sold		04/16/10	95	1,837 26					
Acq		07/08/09	95	1,837 26	1,189 26 ☐	1,189 26	648 00	648.00	S
			Total for 4/16/2010		1,189 26	1,189.26	648 00	648 00	
30231G102	EXXON MOBIL CORPORATION								
Sold		04/16/10	250	17,057 49					
Acq		07/09/99	151	10,302.72	5,880 90 ☐	5,880 90	4,421.82	4,421 82	L
Acq		12/11/03	4	272.92	152 12 ☐	152 12	120 80	120 80	L
Acq		07/25/06	15	1,023 45	978 00 ☐	978 00	45 45	45 45	L
Acq		01/23/08	10	682.30	787 40 ☐	787 40	-105.10	-105 10	L
Acq		07/08/09	70	4,776 10	4,621 40 ☐	4,621 40	154 70	154 70	S
			Total for 4/16/2010		12,419.82	12,419 82	4,637.67	4,637 67	
302571104	FPL GROUP INC								
Sold		04/16/10	25	1,206 97					
Acq		07/25/06	15	724 18	649 80 ☐	649 80	74 38	74 38	L

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302571104	FPL GROUP INC								
Sold		04/16/10	25	1,206 97					
Acq		01/23/08	10	482.79	610 50 ☐	610 50	-127 71	-127.71	L
			Total for 4/16/2010		1,260 30	1,260.30	-53 33	-53 33	
337738108	FISERV INC								
Sold		04/16/10	50	2,647.96					
Acq		07/08/09	50	2,647 96	2,208 41 ☐	2,208 41	439.55	439 55	S
			Total for 4/16/2010		2,208.41	2,208.41	439 55	439 55	
369604103	GENERAL ELECTRIC CO								
Sold		04/16/10	290	5,493 02					
Acq		07/25/06	70	1,325.90	2,277 80 ☐	2,277.80	-951 90	-951.90	L
Acq		06/29/07	160	3,030 63	6,144 00 ☐	6,144 00	-3,113 37	-3,113 37	L
Acq		01/23/08	60	1,136 49	2,028 00 ☐	2,028 00	-891 51	-891 51	L
			Total for 4/16/2010		10,449 80	10,449 80	-4,956 78	-4,956 78	
38141G104	GOLDMAN SACHS GROUP INC								
Sold		04/16/10	60	9,880 63					
Acq		08/10/07	45	7,410 47	8,105.40 ☐	8,105 40	-694 93	-694 93	L
Acq		06/29/07	15	2,470 16	3,245 85 ☐	3,245 85	-775.69	-775 69	L
			Total for 4/16/2010		11,351 25	11,351.25	-1,470 62	-1,470 62	
38259P508	GOOGLE INC								
Sold		04/16/10	30	16,738 52					
Acq		07/22/08	30	16,738 52	14,203 50 ☐	14,203 50	2,535 02	2,535.02	L
			Total for 4/16/2010		14,203 50	14,203.50	2,535 02	2,535 02	
406216101	HALLIBURTON CO								
Sold		04/16/10	765	24,273 12					
Acq		07/08/09	765	24,273.12	14,242.23 ☐	14,242 23	10,030 89	10,030 89	S
			Total for 4/16/2010		14,242 23	14,242 23	10,030 89	10,030 89	
415864107	HARSCO CORP								
Sold		04/16/10	25	822.73					
Acq		07/08/09	25	822.73	676 16 ☐	676 16	146 57	146.57	S
			Total for 4/16/2010		676 16	676.16	146 57	146 57	
428236103	HEWLETT PACKARD CO								
Sold		04/16/10	85	4,576.32					
Acq		11/24/08	85	4,576.32	2,993 91 ☐	2,993.91	1,582 41	1,582 41	L
			Total for 4/16/2010		2,993 91	2,993.91	1,582 41	1,582 41	
448108100	HUSSMAN STRATEGIC GROWTH FUND #601								
Sold		04/16/10	31973.093	406,058 28					
Acq		01/23/08	8141.361	103,395 28	124,400 00 ☐	124,400 00	-21,004.72	-21,004 72	L
Acq		08/27/08	5452 876	69,251 53	89,100 00 ☐	89,100.00	-19,848 47	-19,848.47	L

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448108100	HUSSMAN STRATEGIC GROWTH FUND #601								
Sold		04/16/10	31973 093	406,058 28					
Acq		11/14/08	4799 379	60,952 11	57,544 55 ☐	57,544 55	3,407 56	3,407 56	L
Acq		09/01/09	404.762	5,140.48	5,270 00 ☐	5,270 00	-129 52	-129 52	S
Acq		12/31/09	41 975	533 08	536.44 ☐	536 44	-3 36	-3 36	S
Acq		12/31/07	100 965	1,282 26	1,572.02 ☐	1,572 02	-289 76	-289 76	L
Acq		11/09/07	660 019	8,382 24	10,349 10 ☐	10,349 10	-1,966 86	-1,966 86	L
Acq		08/10/07	12298 44	156,190.19	196,652 06 ☐	196,652 06	-40,461 87	-40,461 87	L
Acq		12/31/08	73 316	931 11	896 66 ☐	896 66	34 45	34 45	L
			Total for 4/16/2010		486,320 83	486,320 83	-80,262 55	-80,262 55	
458140100	INTEL CORP								
Sold		04/16/10	200	4,796.23					
Acq		07/08/09	200	4,796.23	3,193 64 ☐	3,193.64	1,602 59	1,602.59	S
			Total for 4/16/2010		3,193 64	3,193 64	1,602 59	1,602 59	
462846106	IRON MOUNTAIN INC								
Sold		04/16/10	85	2,311 96					
Acq		07/08/09	85	2,311 96	2,342.33 ☐	2,342 33	-30 37	-30 37	S
			Total for 4/16/2010		2,342 33	2,342 33	-30 37	-30 37	
464285105	ISHARES GOLD TRUST								
Sold		01/29/10	770	28 57					
Acq		01/01/01	770	28 57	14 26 ☐	14 26	14 31	14 31	L
			Total for 1/29/2010		14 26	14.26	14 31	14 31	
464285105	ISHARES GOLD TRUST								
Sold		02/26/10	770	25 78					
Acq		01/01/01	770	25 78	12 97 ☐	12.97	12 81	12.81	L
			Total for 2/26/2010		12 97	12 97	12.81	12 81	
464285105	ISHARES GOLD TRUST								
Sold		03/31/10	770	28 67					
Acq		01/01/01	770	28 67	14.26 ☐	14 26	14 41	14 41	L
			Total for 3/31/2010		14 26	14 26	14.41	14.41	
464285105	ISHARES GOLD TRUST								
Sold		04/16/10	260	28,932.57					
Acq		10/14/08	260	28,932 57	21,608 37 ☐	21,608.37	7,324 20	7,324 20	L
			Total for 4/16/2010		21,608 37	21,608 37	7,324 20	7,324.20	
464285105	ISHARES GOLD TRUST								
Sold		04/30/10	510	18 48					
Acq		01/01/01	510	18 48	13 40 ☐	13.40	5 08	5 08	L
			Total for 4/30/2010		13 40	13 40	5 08	5 08	

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464285105	ISHARES GOLD TRUST								
Sold		05/28/10	510	19 72					
Acq		01/01/01	510	19.72	13 83 ☐	13 83	5 89	5 89	L
			Total for 5/28/2010		13 83	13.83	5 89	5 89	
464285105	ISHARES GOLD TRUST								
Sold		06/30/10	5100	20 00					
Acq		01/01/01	5100	20 00	14 26 ☐	14 26	5 74	5 74	L
			Total for 6/30/2010		14 26	14.26	5 74	5 74	
464285105	ISHARES GOLD TRUST								
Sold		07/30/10	5100	12 35					
Acq		01/01/01	5100	12 35	8 65 ☐	8 65	3 70	3 70	L
			Total for 7/30/2010		8 65	8 65	3.70	3.70	
464285105	ISHARES GOLD TRUST								
Sold		08/31/10	5100	12 54					
Acq		01/01/01	5100	12 54	8 65 ☐	8 65	3 89	3 89	L
			Total for 8/31/2010		8 65	8 65	3 89	3 89	
464285105	ISHARES GOLD TRUST								
Sold		09/30/10	5100	12 71					
Acq		01/01/01	5100	12 71	8 21 ☐	8 21	4 50	4 50	L
			Total for 9/30/2010		8 21	8.21	4 50	4 50	
464285105	ISHARES GOLD TRUST								
Sold		10/29/10	5100	14.05					
Acq		01/01/01	5100	14 05	8.65 ☐	8 65	5 40	5 40	L
			Total for 10/29/2010		8 65	8 65	5 40	5 40	
464285105	ISHARES GOLD TRUST								
Sold		11/30/10	5100	13 78					
Acq		01/01/01	5100	13 78	8 21 ☐	8 21	5 57	5 57	L
			Total for 11/30/2010		8 21	8.21	5 57	5 57	
464285105	ISHARES GOLD TRUST								
Sold		12/31/10	5100	14.06					
Acq		01/01/01	5100	14 06	8 65 ☐	8 65	5 41	5 41	L
			Total for 12/31/2010		8 65	8 65	5 41	5 41	
464287564	ISHARES TR COHEN & STEERS REALTY								
Sold		04/16/10	1305	75,521 03					
Acq		07/08/09	1305	75,521 03	43,428 77 ☐	43,428 77	32,092 26	32,092 26	S
			Total for 4/16/2010		43,428 77	43,428 77	32,092 26	32,092 26	

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464287804	ISHARES TR SMALLCAP 600 INDEX FD								
Sold		04/16/10	620	38,775.38					
Acq		07/08/09	620	38,775.38	25,995.88 ☐	25,995.88	12,779 50	12,779 50	S
			Total for 4/16/2010		25,995 88	25,995 88	12,779 50	12,779 50	
478160104	JOHNSON & JOHNSON								
Sold		04/16/10	35	2,274 61					
Acq		10/09/03	35	2,274.61	1,728 30 ☐	1,728 30	546 31	546 31	L
			Total for 4/16/2010		1,728 30	1,728 30	546 31	546.31	
502424104	L-3 COMMUNICATIONS CORP COM								
Sold		04/16/10	50	4,715.92					
Acq		07/08/09	50	4,715.92	3,206 00 ☐	3,206 00	1,509 92	1,509 92	S
			Total for 4/16/2010		3,206.00	3,206 00	1,509 92	1,509 92	
615369105	MOODYS CORP								
Sold		04/16/10	550	15,471.90					
Acq		07/08/09	550	15,471 90	14,508 51 ☐	14,508 51	963 39	963 39	S
			Total for 4/16/2010		14,508 51	14,508 51	963 39	963 39	
641069406	NESTLE S A REGISTERED SHARES - ADR								
Sold		04/16/10	35	1,747 17					
Acq		07/08/09	35	1,747.17	1,317 40 ☐	1,317.40	429.77	429 77	S
			Total for 4/16/2010		1,317.40	1,317 40	429 77	429.77	
66987V109	NOVARTIS AG - ADR								
Sold		04/16/10	20	1,068 18					
Acq		07/08/09	20	1,068 18	796.33 ☐	796.33	271 85	271 85	S
			Total for 4/16/2010		796 33	796 33	271 85	271 85	
71654V408	PETROLEO BRASILEIRO S A - COMM - ADR								
Sold		04/16/10	255	10,866 03					
Acq		07/08/09	255	10,866 03	8,942 85 ☐	8,942.85	1,923 18	1,923 18	S
			Total for 4/16/2010		8,942 85	8,942 85	1,923 18	1,923 18	
71654V408	PETROLEO BRASILEIRO S A.- COMM - ADR								
Sold		11/08/10	170	6,123 26					
Acq		07/08/09	170	6,123 26	5,961 90 ☐	5,961 90	161 36	161 36	L
			Total for 11/8/2010		5,961.90	5,961.90	161 36	161 36	
717081103	PFIZER INC								
Sold		04/16/10	120	2,016 15					
Acq		07/27/06	120	2,016.15	3,069 60 ☐	3,069.60	-1,053.45	-1,053 45	L
			Total for 4/16/2010		3,069 60	3,069 60	-1,053 45	-1,053.45	
717081103	PFIZER INC								
Sold		04/29/10	700	11,850.80					
Acq		08/10/07	15	253 95	359 40 ☐	359 40	-105 45	-105 45	L

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717081103	PFIZER INC								
Sold		04/29/10	700	11,850 80					
Acq		07/08/09	305	5,163.56	4,471.30 ☐	4,471 30	692 26	692 26	S
Acq		06/29/07	315	5,332 86	8,051 40 ☐	8,051 40	-2,718 54	-2,718 54	L
Acq		07/27/06	55	931.13	1,406.90 ☐	1,406 90	-475 77	-475.77	L
Acq		01/23/08	10	169.30	224 40 ☐	224.40	-55 10	-55 10	L
			Total for 4/29/2010		14,513.40	14,513 40	-2,662 60	-2,662 60	
729251108	PLUM CREEK TIMBER CO INC								
Sold		04/16/10	1110	44,014 75					
Acq		07/25/06	825	32,713 67	28,322.25 ☐	28,322 25	4,391 42	4,391 42	L
Acq		07/08/09	285	11,301 08	7,979 58 ☐	7,979 58	3,321 50	3,321 50	S
			Total for 4/16/2010		36,301 83	36,301.83	7,712.92	7,712 92	
73935S105	POWERSHARES DB COMMODITY INDEX								
Sold		04/16/10	5205	126,128.02					
Acq		01/23/08	2475	59,974 42	75,553.58 ☑	75,553.58	-15,579 16	-15,579 16	L
Acq		07/08/09	2410	58,399 33	50,125.11 ☑	50,125 11	8,274 22	8,274.22	S
Acq		08/14/07	320	7,754 27	7,813 12 ☑	7,813 12	-58.85	-58 85	L
			Total for 4/16/2010		133,491.81	133,491 81	-7,363.79	-7,363 79	
74834L100	QUEST DIAGNOSTICS INC								
Sold		04/16/10	100	5,823 07					
Acq		07/08/09	100	5,823 07	5,610.82 ☐	5,610 82	212 25	212.25	S
			Total for 4/16/2010		5,610 82	5,610 82	212 25	212 25	
76628T645	RIDGEWORTH SEIX HY BD-I #5855								
Sold		04/16/10	18113 637	173,166.37					
Acq		08/27/08	12320.146	117,780 60	118,643 00 ☐	118,643 00	-862 40	-862 40	L
Acq		07/08/09	5793.491	55,385 77	48,955 00 ☐	48,955 00	6,430.77	6,430 77	S
			Total for 4/16/2010		167,598.00	167,598 00	5,568 37	5,568 37	
78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL								
Sold		04/16/10	1105	39,504 19					
Acq		07/08/09	1105	39,504 19	30,354 35 ☐	30,354 35	9,149.84	9,149.84	S
			Total for 4/16/2010		30,354 35	30,354 35	9,149 84	9,149 84	
78467Y107	SPDR S&P MIDCAP 400 ETF TRUST								
Sold		04/16/10	140	20,852 34					
Acq		08/10/07	37	5,510 98	5,742 95 ☐	5,742 95	-231.97	-231 97	L
Acq		07/08/09	103	15,341 36	10,154 32 ☐	10,154 32	5,187 04	5,187 04	S
			Total for 4/16/2010		15,897 27	15,897 27	4,955 07	4,955 07	
806857108	SCHLUMBERGER LTD								
Sold		04/16/10	15	991 63					
Acq		10/10/08	15	991.63	846 90 ☐	846 90	144 73	144 73	L
			Total for 4/16/2010		846.90	846.90	144.73	144 73	

Wells Fargo

Statement of Capital Gains and Losses From Sales

(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

CONLEY, GENE FOUNDATION TR

Trust Year Ending 12/31/2010

Account Id: **80171000**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
871829107	SYSCO CORP								
Sold		04/14/10	485	14,549 69					
Acq		07/08/09	195	5,849.88	4,242 85 ☐	4,242 85	1,607 03	1,607 03	S
Acq		01/23/08	20	599.99	542 20 ☐	542 20	57 79	57 79	L
Acq		08/10/07	15	449 99	487 05 ☐	487 05	-37.06	-37.06	L
Acq		06/15/06	175	5,249.89	5,262 25 ☐	5,262 25	-12 36	-12.36	L
Acq		07/25/06	80	2,399 95	2,332.80 ☐	2,332 80	67.15	67 15	L
			Total for 4/14/2010		12,867 15	12,867.15	1,682 54	1,682 54	
87612E106	TARGET CORP								
Sold		04/16/10	110	6,174.39					
Acq		02/07/05	30	1,683 92	1,547.40 ☐	1,547 40	136 52	136 52	L
Acq		07/25/06	35	1,964 58	1,621 20 ☐	1,621 20	343.38	343.38	L
Acq		06/29/07	45	2,525 89	2,870 55 ☐	2,870.55	-344 66	-344 66	L
			Total for 4/16/2010		6,039 15	6,039.15	135 24	135 24	
880208400	TEMPLETON GLOBAL BOND FD-ADV #616								
Sold		04/16/10	304 154	4,100 00					
Acq		08/09/05	304 154	4,100 00	3,211 87 ☐	3,211 87	888 13	888 13	L
			Total for 4/16/2010		3,211 87	3,211.87	888 13	888 13	
892356106	TRACTOR SUPPLY CO COM								
Sold		04/16/10	55	3,682 73					
Acq		06/15/06	55	3,682 73	2,813 25 ☐	2,813 25	869 48	869 48	L
			Total for 4/16/2010		2,813 25	2,813 25	869.48	869 48	
89417E109	TRAVELERS COS INC								
Sold		04/16/10	10	523.49					
Acq		06/15/06	10	523.49	435.60 ☐	435 60	87.89	87 89	L
			Total for 4/16/2010		435 60	435 60	87 89	87.89	
913017109	UNITED TECHNOLOGIES CORP								
Sold		04/16/10	145	10,682 21					
Acq		07/08/09	20	1,473 41	989 00 ☐	989 00	484 41	484 41	S
Acq		05/01/08	125	9,208 80	9,308.89 ☐	9,308 89	-100 09	-100 09	L
			Total for 4/16/2010		10,297.89	10,297.89	384 32	384.32	
91324P102	UNITEDHEALTH GROUP INC								
Sold		04/16/10	15	459 14					
Acq		07/08/09	15	459 14	362 82 ☐	362 82	96.32	96 32	S
			Total for 4/16/2010		362 82	362 82	96 32	96 32	
91913Y100	VALERO ENERGY CORP								
Sold		04/16/10	395	7,545.44					
Acq		07/08/09	395	7,545.44	6,220.54 ☐	6,220 54	1,324 90	1,324 90	S
			Total for 4/16/2010		6,220.54	6,220.54	1,324 90	1,324 90	

Wells Fargo
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
CONLEY, GENE FOUNDATION TR
Trust Year Ending 12/31/2010

Account Id: 80171000

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
922042858	VANGUARD EMERGING MARKETS ETF								
Sold		04/16/10	930	39,627.18					
Acq		08/12/08	930	39,627 18	39,401 31☐	39,401.31	225 87	225.87	L
			Total for 4/16/2010		39,401.31	39,401 31	225 87	225 87	
92826C839	VISA INC-CLASS A SHRS								
Sold		04/16/10	45	4,223 63					
Acq		08/07/08	45	4,223 63	3,169 34☐	3,169 34	1,054 29	1,054 29	L
			Total for 4/16/2010		3,169 34	3,169 34	1,054 29	1,054 29	
92857W209	VODAFONE GROUP PLC NEW ADR								
Sold		04/16/10	105	2,456 19					
Acq		07/08/09	105	2,456 19	1,955.98☐	1,955 98	500 21	500 21	S
			Total for 4/16/2010		1,955 98	1,955 98	500 21	500 21	
G24140108	COOPER INDUSTRIES PLC NEW IRELAND								
Sold		04/16/10	85	4,151 32					
Acq		07/08/09	85	4,151.32	2,488 49☐	2,488.49	1,662.83	1,662.83	S
			Total for 4/16/2010		2,488 49	2,488 49	1,662 83	1,662.83	
			Total for Account: 80171000		1,597,426 01	1,597,426.01	-5,228 43	-5,228 43	

Powershares DB basis adj	-12,212 69
Total basis	1,585,213 32

Total Proceeds:
1,592,197.58

	Fed	State
S/T Gain/Loss	113,531 10	113,531 10
L/T Gain/Loss	-118,759 53	-118,759 53

	Proceeds	Basis	Gain
Short term	461,182 13	347,651 03	113,531 10
Long term	1,131,015 45	1,237,562 29	-106,546 84
Totals	1,592,197 58	1,585,213 32	6,984 26

Schedule 4

OTHER INCOME - OIL & GAS ROYALTIES

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

	Income	Expenses			
Lease	Gross Sales	Gross Production Taxes	Other Taxes and Fees	Total	Net Income
C G Conley	$ 235,095 11	$ 10,908 76	$ 8,817 57	$ 19,726 33	$ 215,368 78
C G Conley A	11,720 81	545 52	1,291 53	1,837 05	9,883 76
C G Conley B	5,064 39	233 49	569 82	803 31	4,261 08
Ms Betty #3	180,726 80	8,333 14	8,908 44	17,241 58	163,485 22
Lease	2,166 25				2,166 25
Totals	$ 434,773 36	$ 20,020 91	$ 19,587 36	$ 39,608 27	$ 395,165 09

Schedule 4A

COST DEPLETION

GENE CONLEY FOUNDATION - TIN 75-6032988

Year 2010

	Basis			Accumulated Depletion			
Lease	Balance 01-01-10	Acquired (Retired)	Balance 12-31-10	Reserve 01-01-10	Cost	Credits	Reserve 12-31-10
C G Conley	$ 97,153 92	$	$ 97,153 92	$ 97,153 92	$	$	$ 97,153 92
C G Conley A	8,307 72		8,307 72	8,307 72			8,307 72
C G Conley D	3,165 12		3,165 12	3,165 12			3,165 12
C G Conley B	3,944 16		3,944 16	3,944 16			3,944 16
Ms Betty #3	8,550 00		8,550 00	8,550 00			8,550 00
Totals	$ 121,120 92	$	$ 121,120 92	$ 121,120 92	$	$	$ 121,120 92

Schedule 5

CONTRIBUTIONS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

Name and Address	Purpose	Amount
First Baptist Church of Quanah 601 S Main Street Quanah, Texas 79252-4749	Kid's Connection Quanah Ministerial Alliance	$ 20,000 00
Northwest Texas Council Boy Scouts of America 3604 Maplewood Wichita Falls, TX 76308	Recruiting and marketing campaign	24,000 00
	Direct operations	9,000 00
Texas Scottish Rite Hospital for Children - Dallas 2222 Welborn Street Dallas, TX 75219	Monitoring equipment	5,720 00
American Red Cross of North Central Texas 1809 Fifth Street Wichita Falls, TX 76301	Disaster relief	20,000 00
ARC of Wichita County 3115 Buchanan Wichita Falls, TX 76308	Camp Noah	1,500 00
Big Brothers Big Sisters of North Texas 1101 Scott Ave Suite 24 Wichita Falls, TX 76301	Community based mentoring	5,000 00
Boys & Girls Clubs of Vernon, Inc P O Box 1785 Vernon, TX 76385-1785	Summer Program	25,000 00
Burkburnett Boys and Girls Club 800 County Road Burkburnett, TX 76354	Operations	15,000 00
Camp Fire USA - North Texas Council 2414 9th Street Wichita Falls, TX 76301	Special Services Program for "At Risk" Youth	20,000 00
Child Advocates 808 Austin St Wichita Falls, TX 76301	Salary expense - Program Director	8,000 00
Child Care, Inc 1000 Lamar Street Wichita Falls, TX 76301	Child care for at-risk infants and toddlers	20,000 00
Christ Home Place Ministries, Inc 1420 Twin Oaks St Wichita Falls, TX 76302	Counseling services for low income families	7,500 00

Name and Address	Purpose	Amount
Habitat for Humanity of Wichita Falls 1206 Lamar Wichita Falls, TX 76301	Habitat House built with WFISD Carrigan Students	2,500 00
Inheritance Adoptions 624 Indiana, Suite 308 Wichita Falls, TX 76301	Healthy Beginnings Program	2,500 00
Loving Christian Maternity Home P O Box 3694 Wichita Falls, TX 76301	Funding for Houses and Services for Pregnant Women and Newborn Babies in Crisis Situations	2,500 00
Nonprofit Management Center of Wichita Falls 2301 Kell Blvd Suite 218 Wichita Falls, TX 76308	Community Services Project for Teenagers	2,500 00
North Texas Area United Way P O Box 660 Wichita Falls, TX 76307	Project Back to School	7,500 00
North Texas Rehabilitation Center 1005 Midwestern Parkway Wichita Falls, TX 76302-2211	Pediatric Gym	8,000 00
North Texas Field & Stream Assn - Mahler P O Box 9161 Wichita Falls, TX 76308	Purchase youth size shooting equipment	2,025 90
Rathgeber Hospitality House 1615 12th Street Wichita Falls, TX 76301-4318	Refurbish facility and construct family room	5,000.00
Rolling Plains Management Corporation 118 North First Street Crowell, TX 79227	Restrooms at Turner Child Development Center	2,500 00
Straight Street 807 Austin Street Wichita Falls, TX 76301-3213	Martial Arts Program	6,000 00
Texoma Mother & Unborn Baby Care, Inc 4218 Prothro Ave Wichita Falls, TX 76308	Providing women with pregnancy services	5,000 00
Three Rivers Foundation for Arts and Sciences P.O Box 79 Crowell, TX 79227	Science Teacher's/Amateur Astronomer Workshops and Four Educational Programs	30,000 00
Vernon Regional Junior College 4400 College Drive Vernon, TX 76384	New Beginnings Programs to provide Child Care for Economically Disadvantaged Parents Attending School	15,000 00
Whispers of Hope Horse Farm 3545 Parkhills Road Wichita Falls, TX 76310	Care of horses and fencing for horses	7,000 00

-3 Sch 5 - Cont'd - Gene Conley Foundation - Year 2010

Name and Address	Purpose	Amount
Wichita County Teen Court (Boys Club of Wichita Falls) 600 Scott Street, Suite 201 Wichita Falls, TX 76301	Support of the Jr. Bar program	5,850 00
Wichita Falls Area Food Bank 1230 Midwestern Parkway Wichita Falls, TX 76302	PowerPack 4 Kids Backpack Program	12,000 00
Wichita Falls Ballet Theatre 3412 Buchanan Wichita Falls, TX 76308	"Afternoon with the Arts" for children of WFISD	2,000 00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301	Funding for "Musical Connections" presented to WFISD elementary schools	1,500 00
Wichita Falls Youth Symphony Orchestra 1300 Lamar Wichita Falls, TX 76301	Ensemble Program	2,000 00
Total		$ 302,095 90

Note
Foundation Status of recipients·
All are 501(c)(3) public charities

Schedule 6

BALANCE SHEETS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

		Cost	Current Value
ASSETS			
Cash - non-interest bearing		$ 152 50	$ 152 50
Savings and temporary cash investments:			
Wells Fargo Cash Money Market		580,073 37	580,073 37
Accounts receivable		16,507 54	16,507.54
Prepaid excise tax		3,250.35	3,250 35
Investments - Securities			
U S & state government obligations - Sch. 7	$ 139,353 04		143,806.25
Corporate stocks and mutual funds - Sch 8	3,150,934 23		3,700,051 21
Corporate bonds - Sch 9	278,233 75	3,568,521 02	298,732.00
Investments - Land, buildings and equipment			
Land & improvements	$ 402,934 10		
Stock tank	175.00		
Less Accumulated depreciation	(175 00)	402,934.10	1,325,720 00
Investments - Other			
Nonproducing mineral leaseholds	$ 34,023.00		12.00
Producing mineral leaseholds	121,120.92		1,576,306.22
Less· Accumulated depletion	(121,120.92)	34,023 00	
Other assets			
1/2 interest - 2 Cemetery lots		1.00	1.00
Accrued income			
Total assets		$ 4,605,462 88	$ 7,644,612 44
LIABILITIES AND EQUITY			
Liabilities:			
Accounts Payable - Excise tax		$	
Equity			
Principal fund	$ 1,091,276 98		
Retained earnings	3,514,185.90	4,605,462.88	
Total liabilities and equity		$ 4,605,462 88	

Schedule 7

INVESTMENT IN BONDS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

	Rate	Maturity Date	Par Value	Cost	Current Value
U. S. and State Government Obligations:					
Federal Home Loan Bank	4.875%	11-18-11	$ 50,000.00	$ 51,796.10	$ 51,943 50
Federal Home Loan Mtg Corp.	5.625%	03-15-11	35,000 00	35,660 84	35,376.25
Federal National Mtg Assn.	5 000%	03-15-16	50,000 00	51,896.10	56,486 50
Totals - U S. and State Government Obligations			$ 135,000 00	$ 139,353 04	$ 143,806 25

Schedule 8

INVESTMENT IN MUTUAL FUNDS AND CORPORATE STOCK

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

	Shares	Cost	Current Value
Corporate stock.			
Carnival			
Comcast	925	15,488 12	20,322 25
Target	340	14,544 14	20,444 20
Tractor Supply	430	10,490 65	20,850 70
Walt Disney	545	13,548 93	20,442 95
CVS/Caremark	570	17,779.84	19,818 90
Kraft Foods	330	10,120 74	10,398.30
Procter & Gamble	150	9,448 22	9,649 50
Apache	120	12,715.75	14,307 60
Baker Hughes	335	16,049 38	19,151 95
Chevron	200	14,672 64	18,250 00
Conocophillips	210	8,216.92	14,301 00
Aflac	420	17,362.20	23,700.60
Bank New York Mellon	455	16,884 74	13,741.00
Berkshire Hathaway	170	13,453.80	13,618.70
Capital One Financial	290	12,733.52	12,342 40
JPMorgan Chase & Co	450	16,488.09	19,089 00
Morgan Stanley	275	8,147 95	7,482 75
Travelers Companies	250	11,605.93	13,927.50
Abbott Labs	310	14,309 04	14,852 10
Johnson & Johnson	295	16,562.85	18,245 75
Quest Diagnostics	215	12,063.26	11,603.55
Thermo Fisher Scientific	160	8,472.61	8,857 60
Unitedhealth Group	480	11,610 34	17,332 80
Harsco	255	6,896 83	7,221 60
Iron Mountain	535	14,742 89	13,380.35
L-3 Communications	225	14,427.00	15,860.25
Apple	115	14,133.63	37,094 40
EMC Corp Mass	700	8,762.95	16,030 00
Fiserv	250	11,042 05	14,640 00
Hewlett Packard	365	13,398 18	15,366 50
Intel	670	10,698 69	14,090.10

- Sch 8 - Cont'd - Gene Conley Foundation - Year 2010

	Shares	Cost	Current Value
Microsoft	730	21,998 81	20,374.30
Visa	165	10,063.31	11,612.70
Ecolab	300	12,513 56	15,126 00
Nextera Energy	215	11,697 83	11,177 85
Carnival	325	7,916 42	14,985 75
Cooper Industries PLC	340	9,847 73	19,818 60
Diageo PLC	255	14,944 84	18,954 15
Nestle SA Registered Shares	420	15,808.80	24,704 40
Novartis AG	215	8,560 52	12,674 25
Schlumberger Ltd	125	6,733.05	10,437 50
Teva Pharmaceutical Industries	120	7,490.23	6,255.60
Vodafone Group Plc	490	9,127 92	12,955.60
Totals - Corporate Stocks		$ 533,574 90	$ 675,491.00
Mutual Funds			
Artio Global High Income	19,868	$ 210,000 00	$ 202,450.33
Ishares Barclays Aggregate Bond Fund	1,915	196,851 59	202,511 25
Ishares Iboxx $ Investment Grade	1,945	196,718 68	210,915.80
Trowe Price Short Term Bond Fund	20,576	100,000 00	99,794.24
Templeton Global Bond Fund	19,355	218,004 59	262,449 94
Ishares MSCI Bric Index Fund	540	25,212 55	26,530 74
Ishares Tr SmallCap 600 Index Fund	1,630	68,344 00	111,606 10
Oakmark International Fund	8,274	150,000 01	160,590 19
Royce Pennsylvania Mutual Fund	9,953	105,000 00	115,947 87
SPDR S&P Midcap 400 ETF Trust	1,427	140,681.65	234,998.36
Artisan International Fund	7,396	150,000.00	160,502 97
Ishares MSCI Eafe	2,750	145,503 77	160,105 00
Vanguard Emerging Markets	2,265	80,902 51	109,050.69
Gateway Fund	8,203	209,999 99	213,773.44
Ishares Gold Trust	5,100	42,251 64	70,890.00
Ivy Asset Strategy Fund	9,182	210,000 00	225,977.26
Plum Creek Timber	205	5,739.69	7,677.25
CB Richard Ellis Realty Trust	9,783	79,525.83	97,826 09
Ishares Tr Cohen & Steers Realty Majors Index Fund	830	27,621.37	54,547 60
Pimco Commodity Real Return	29,120	235,000 00	270,526 64
Spdr DJ Wilshire International Real Estate	665	20,001.46	25,888 45
Totals - Mutual Funds		$ 2,617,359 33	$ 3,024,560 21
Totals - Combined		$ 3,150,934 23	$ 3,700,051 21

Schedule 9

INVESTMENT IN BONDS

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

	Rate	Maturity Date	Par Value	Cost	Current Value
Coporate Bonds·					
Berkshire Hathaway Fin	4 850%	01-15-15	$ 50,000 00	$ 50,244.50	$ 54,680 00
Boeing Cap	5.800%	01-15-13	50,000 00	50,282 00	54,564 50
Caterpillar Fin Serv	5.850%	09-01-17	75,000.00	77,396.25	84,549 00
E I Du Pont De Nemours	5 000%	07-15-13	50,000 00	50,545 00	54,688 50
International Lease Fin	5 750%	06-15-11	50,000.00	49,766.00	50,250 00
Totals - Corporate Bonds			$ 275,000 00	$ 278,233 75	$ 298,732 00

Schedule 10

LIST OF OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS AND THEIR COMPENSATION

GENE CONLEY FOUNDATION - TIN 75-2224430

Year 2010

Name and Address	Title & Average Hours Devoted to Position	Compensation
Wells Fargo Bank, N A 2301 Kell Boulevard Wichita Falls, Texas 76308	Trustee 5 Hrs/Wk	$ 84,048 90
Mac Cannedy 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
Bill Daniel 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
Mike Elyea 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
Steve McSpadden 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
Terry Pence 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
Barry Plaxco 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
Rhonda Poirot 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
David Ramsey 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
Joseph N Sherrill, Jr 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
Chris Travelstead 2301 Kell Boulevard Wichita Falls, Texas 76308	Advisory Board Member 10-20 Hrs/Yr	500 00
Total		$ 89,048 90