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# INTERNAL REVENUE SERVICE

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

OMB No 1545-0052

Form **990-PF**

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.

**2010**

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

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

Name of foundation

THE CHILTON FOUNDATION (30-01-100-3060696)

A Employer identification number

75-6006996

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

BANK OF AMERICA, N.A. P.O. BOX 831041

(800) 357-7094

City or town, state, and ZIP code

DALLAS, TX 75283-1041

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual

16) \$ 10,344,774.

Other (specify) (Part I, column (d) must be on cash basis.)

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

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

### Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input 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	341,316.	341,316.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-46,994.			
b Gross sales price for all assets on line 6a	1,680,001.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	206,024.	341,458.		STMT 3
13 Compensation of officers, directors, trustees, etc.	53,563.	32,138.		21,425.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,260.	NONE	NONE	1,260.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	5,421.	2,621.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	315.			315.
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	60,559.	34,759.	NONE	23,000.
25 Contributions, gifts, grants paid	446,650.			446,650.
26 Total expenses and disbursements Add lines 24 and 25	507,209.	34,759.	NONE	469,650.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-211,185.			
b Net investment income (if negative, enter -0-)		306,699.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	236,291.	384,667.	384,667.	
	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 (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	3,126,636.	2,675,324.	2,724,759.	
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .	2,475,956.	2,060,755.	2,180,706.	
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .	4,606,600.	5,106,600.	5,054,642.	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	10,445,483.	10,227,346.	10,344,774.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ )				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	10,445,483.	10,227,346.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .		NONE		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	10,445,483.	10,227,346.			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	10,445,483.	10,227,346.			

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	10,445,483.
2	Enter amount from Part I, line 27a . . . . .	2	-211,185.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 . . . . .	3	101.
4	Add lines 1, 2, and 3 . . . . .	4	10,234,399.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7 . . . . .	5	7,053.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	10,227,346.

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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.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	<b>-46,994.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 7					
If (loss), enter -0- in Part I, line 7					
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).					
If (loss), enter -0- in Part I, line 8.					

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

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

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

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

☐ Yes ☒ No

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

**1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	448,412.	9,005,423.	0.04979355217
2008	512,612.	9,937,400.	0.05158411657
2007	458,735.	11,046,814.	0.04152645279
2006	481,573.	10,594,939.	0.04545311681
2005	462,045.	10,521,590.	0.04391399019

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>0.23227122853</b>
<b>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</b>	<b>3</b>	<b>0.04645424571</b>
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>	<b>4</b>	<b>9,605,254.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>446,205.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>3,067.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>449,272.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>469,650.</b>

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	3,067.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	3,067.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	3,067.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	5,624.	
b Exempt foreign organizations-tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	5,624.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	2,557.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 2,557. Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		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? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV . . . . .	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> STMT 8		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

**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 page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <b>▶ NONE</b>				
14	The books are in care of <b>▶ BANK OF AMERICA, N.A.</b> Telephone no <b>▶ (214) 209-6477</b>			
	Located at <b>▶ 901 MAIN ST, 19TH FL, DALLAS, TX</b> ZIP + 4 <b>▶ 75202-3714</b>			
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 . . . . . <b>▶ 15</b>			
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	Yes	No 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 <b>▶</b>				

**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)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . . <b>▶</b>		
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>▶</b>		
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b>		
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) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . .	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)**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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		53,563.	-0-	-0-

**2** Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions).  
If none, enter "NONE."

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

**Total** number of other employees paid over \$50,000 ☐ NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2 NONE	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,751,527.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	9,751,527.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	9,751,527.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	146,273.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	9,605,254.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	480,263.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	480,263.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	3,067.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,067.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	477,196.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	477,196.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	477,196.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	469,650.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	469,650.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	3,067.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	466,583.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				477,196.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			117,216.	
<b>b</b> Total for prior years 20 08, 20 , 20 . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .	NONE			
<b>b</b> From 2006 . . . . .	NONE			
<b>c</b> From 2007 . . . . .	NONE			
<b>d</b> From 2008 . . . . .	NONE			
<b>e</b> From 2009 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 469,650.				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			117,216.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2010 distributable amount . . . . .				352,434.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .				124,762.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006 . . . . .	NONE			
<b>b</b> Excess from 2007 . . . . .	NONE			
<b>c</b> Excess from 2008 . . . . .	NONE			
<b>d</b> Excess from 2009 . . . . .	NONE			
<b>e</b> Excess from 2010 . . . . .	NONE			

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

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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)				
<b>a Paid during the year</b>  SEE STATEMENT 20				
<b>Total</b> .....			▶ <b>3a</b>	446,650.
<b>b Approved for future payment</b>				
<b>Total</b> .....			▶ <b>3b</b>	

Form **990-PF** (2010)

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments . . . . .						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities . . . . .			14	341,316.		
5 Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
6 Net rental income or (loss) from personal property .						
7 Other investment income . . . . .						
8 Gain or (loss) from sales of assets other than inventory			18	-46,994.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b <u>BERKSHIRE HATHAWAY</u>			14	142.		
c <u>EXCISE TAX REFUND</u>			14	1,560.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e) . . . . .				296,024.		
13 Total. Add line 12, columns (b), (d), and (e) . . . . .				13		296,024.

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**[illegible]



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,078.	
100,000.00		100000. AMERICAN EXPRESS CR CORP MTN PROPERTY TYPE: SECURITIES 99,798.00				P	02/02/2006	12/02/2010
							202.00	
26,680.00		25000. BERKSHIRE HATHAWAY INC DEL NT PROPERTY TYPE: SECURITIES 24,800.00				P	09/28/2006	01/07/2010
							1,880.00	
26,715.00		25000. CATERPILLAR INC NT PROPERTY TYPE: SECURITIES 26,838.00				P	01/30/2009	01/07/2010
							-123.00	
27,104.00		25000. CREDIT SUISSE FIRST BOSTON USA IN PROPERTY TYPE: SECURITIES 25,921.00				P	12/23/2002	01/07/2010
							1,183.00	
26,943.00		25000. DU PONT E I DE NEMOURS & CO NT PROPERTY TYPE: SECURITIES 25,563.00				P	07/23/2003	01/07/2010
							1,380.00	
150,000.00		150000. FEDERAL NATIONAL MORTGAGE ASSN N PROPERTY TYPE: SECURITIES 165,251.00				P	03/06/2008	11/15/2010
							-15,251.00	
81,347.00		75000. FEDERAL NATL MTG ASSN NT PROPERTY TYPE: SECURITIES 78,442.00				P	02/07/2008	01/07/2010
							2,905.00	
111,441.00		100000. FEDERAL NATL MTG ASSN MTN PROPERTY TYPE: SECURITIES 107,969.00				P	04/16/2008	01/07/2010
							3,472.00	
27,078.00		25000. GOLDMAN SACHS GROUP INC NT PROPERTY TYPE: SECURITIES 25,583.00				P	08/21/2003	01/07/2010
							1,495.00	
28,120.00		25000. HEWLETT PACKARD CO NT PROPERTY TYPE: SECURITIES 27,701.00				P	05/07/2009	01/07/2010
							419.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
26,972.00		25000. J P MORGAN CHASE & CO SUB NOTES 0 PROPERTY TYPE: SECURITIES 26,106.00				P 03/06/2008 866.00	01/07/2010
26,538.00		25000. MCDONALDS CORP MTN PROPERTY TYPE: SECURITIES 24,528.00				P 07/10/2001 2,010.00	01/07/2010
27,241.00		25000. MORGAN STANLEY DEAN WITTER & CO N PROPERTY TYPE: SECURITIES 26,368.00				P 03/06/2008 873.00	01/07/2010
27,331.00		25000. PROCTER & GAMBLE CO NT PROPERTY TYPE: SECURITIES 27,365.00				P 07/15/2009 -34.00	01/07/2010
26,461.00		25000. SBC COMMUNICATIONS INC NT PROPERTY TYPE: SECURITIES 26,516.00				P 03/06/2008 -55.00	01/07/2010
26,377.00		25000. TARGET CORP NT PROPERTY TYPE: SECURITIES 26,599.00				P 03/06/2008 -222.00	01/07/2010
76,589.00		75000. TARGET CORP NT PROPERTY TYPE: SECURITIES 79,796.00				P 03/06/2008 -3,207.00	09/02/2010
77,490.00		75000. UNITED STATES TREAS NT DTD 08/15/ PROPERTY TYPE: SECURITIES 82,415.00				P 03/06/2008 -4,925.00	01/07/2010
35,000.00		35000. UNITED STATES TREAS NT DTD 08/15/ PROPERTY TYPE: SECURITIES 38,460.00				P 03/06/2008 -3,460.00	08/15/2010
65,000.00		65000. UNITED STATES TREAS NT DTD 08/15/ PROPERTY TYPE: SECURITIES 70,535.00				P 01/05/2009 -5,535.00	08/15/2010
550,000.00		550000. UNITED STATES TREAS NT DTD 08/15/ PROPERTY TYPE: SECURITIES 580,617.00				P 07/15/2009 -30,617.00	08/15/2010



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
37,974.00		35000. UNITED STATES TREAS NT DTD 11/15/ PROPERTY TYPE: SECURITIES 39,393.00				P	05/07/2009  -1,419.00	01/07/2010
70,522.00		65000. UNITED STATES TREAS NT DTD 11/15/ PROPERTY TYPE: SECURITIES 70,431.00				P	11/17/2008  91.00	01/07/2010
TOTAL GAIN(LOSS) .....							----- -46,994. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AMERICAN EXPRESS CR CORP MTN	5,000.	5,000.
ANHEUSER BUSCH COS INC NT	5,600.	5,600.
BERKSHIRE HATHAWAY INC DEL NT	3,751.	3,751.
BOFA GOVERNMENT RESERVES TRUST CLASS - F	1.	1.
BOFA CASH RESERVES TRUST CLASS - FORMERL	13.	13.
CATERPILLAR INC NT	5,235.	5,235.
CISCO SYS INC NT	5,500.	5,500.
COCA-COLA CO NT	5,350.	5,350.
COLUMBIA LARGE CAP VALUE FUND CLASS Z SH	7,864.	7,864.
COLUMBIA LARGE CAP ENHANCED CORE FUND CL	22,898.	22,898.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	7,451.	7,451.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	6,405.	6,405.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	507.	507.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	2,964.	2,964.
CONOCOPHILLIPS GTD NT	5,200.	5,200.
CREDIT SUISSE FIRST BOSTON USA INC NT	4,836.	4,836.
DISNEY WALT CO NEW MTN	5,625.	5,625.
DU PONT E I DE NEMOURS & CO NT	3,751.	3,751.
FEDERAL NATL MTG ASSN BENCHMARK NT	15,000.	15,000.
FEDERAL NATIONAL MORTGAGE ASSN NOTE	9,938.	9,938.
FEDERAL NATL MTG ASSN NT	11,206.	11,206.
FEDERAL HOME LN MTG CORP MTN	15,750.	15,750.
FEDERAL NATL MTG ASSN MTN	11,332.	11,332.
GENERAL ELEC CAP CORP SR UNSECD MTN SER	5,650.	5,650.
GOLDMAN SACHS GROUP INC NT	4,794.	4,794.
HEWLETT PACKARD CO NT	5,151.	5,151.
HONEYWELL INTL INC SR UNSECD MTN	5,300.	5,300.
INTERNATIONAL BUSINESS MACHS CORP SR NT	5,700.	5,700.
J P MORGAN CHASE & CO SUB NOTES 0102/201	5,071.	5,071.
KIMBERLY CLARK CORP NT	5,000.	5,000.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	5,456.	5,456.
MCDONALDS CORP MTN	4,863.	4,863.

FT5052 2680 03/21/2011 10:22:04

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MORGAN STANLEY DEAN WITTER & CO NT	5,413.	5,413.
PIMCO COMMODITY REALRETURN STRATEGY FUND	26,093.	26,093.
PROCTER & GAMBLE CO NT	4,218.	4,218.
SBC COMMUNICATIONS INC NT	5,195.	5,195.
TARGET CORP NT	6,244.	6,244.
UNITED STATES TREAS NT DTD 08/15/00 5.87	39,086.	39,086.
UNITED STATES TREASURY NOTES	10,625.	10,625.
UNITED STATES TREAS NT DTD 05/16/05 4.12	2,040.	2,040.
UNITED STATES TREAS NT DTD 11/15/06 4.62	690.	690.
UNITED STATES TREAS NOTE DTD 11/30/06 4.	9,000.	9,000.
UNITED STATES TREAS NT DTD 07/02/07 4.87	9,750.	9,750.
UNITED STATES TREAS NT DTD 08/15/08 4.00	4,000.	4,000.
WAL-MART STORES INC SR NT	5,800.	5,800.
WELLS FARGO & CO NEW 11/06/2002 5% 11/15	5,000.	5,000.
	-----	-----
TOTAL	341,316.	341,316.
	=====	=====

## FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BERKSHIRE HATHAWAY INC DEL NT	142.	142.
EXCISE TAX REFUND	1,560.	
	-----	-----
TOTALS	1,702.	142.
	=====	=====

## FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	1,260.			1,260.
TOTALS	1,260.	NONE	NONE	1,260.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL EXCISE ESTIMATES	2,800.	
FOREIGN TAXES ON QUALIFIED FOR	2,430.	2,430.
FOREIGN TAXES ON NONQUALIFIED	191.	191.
	-----	-----
TOTALS	5,421.	2,621.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	1.
SALES BASIS ADJUSTMENT	100.
	-----
TOTAL	101.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2010	6,295.
PURCHASED ACCRUED INTEREST-2010	758.
	-----
TOTAL	7,053.
	=====



-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

TX

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 833714

DALLAS, TX 75202-3714

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION ..... 53,563.

OFFICER NAME:

MARGARET NELL BELL; C/O BOA

ADDRESS:

P.O. BOX 833714

DALLAS, TX 75202-3714

TITLE:

DISTRIBUTION COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

PATTI LU BELL BROWN; C/O BOA

ADDRESS:

P.O. BOX 833714

DALLAS, TX 75202-3714

TITLE:

DISTRIBUTION COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BONNIE MARGARET B HARDING; C/O BOA

ADDRESS:

P.O. BOX 833714

DALLAS, TX 75202-3714

TITLE:

DISTRIBUTION COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

53,563.

=====

THE CHILTON FOUNDATION (30-01-100-3060696)  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

75-6006996

RECIPIENT NAME:

PATTI LU BELL BROWN C/O BOA

ADDRESS:

P O BOX 833714

DALLAS, TX 75202-3714

RECIPIENT'S PHONE NUMBER: 214-209-6477

FORM, INFORMATION AND MATERIALS:

LETTER FORMAT WITH APPROPRIATE ATTACHMENTS

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FOR THE ASSISTANCE AND PROMOTION OF THE WELFARE OF HUMANITY;

PREFERENCE TO BE GIVEN TO RESIDENTS OF TEXAS AND ARKANSAS

STATEMENT 10

RECIPIENT NAME:  
SALESMANSHIP CLUB  
OF DALLAS  
ADDRESS:  
400 S ZANG BLVD, SUITE 700  
DALLAS, TX 75208-6642  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT YOUTH & FAMILY CENTERS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C) (3)  
AMOUNT OF GRANT PAID ..... 19,200.

RECIPIENT NAME:  
HAPPY HILL FARM  
CHILDREN'S HOME, INC.  
ADDRESS:  
3846 N HWY 144  
GRANBURY, TX 76048  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAMS FOR AT-RISK CHILDREN  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C) (3)  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
DALLAS SYMPHONY  
ASSOCIATION, INC.  
ADDRESS:  
2301 FLORA ST, SUITE 300  
DALLAS, TX 75201  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
DSOL - EDUCATION & COMMUNITY PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C) (3)  
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
JUNIOR LEAGUE OF DALLAS, INC.  
ADDRESS:  
8003 INWOOD RD  
DALLAS, TX 75209-3335  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT JUNIOR LEAGUE PROJECTS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
SOUTHWESTERN MEDICAL  
FOUNDATION-UT  
ADDRESS:  
2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT TOP BIOCHEMISTRY FACULTY MEMBER  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 125,000.

RECIPIENT NAME:  
FELLOWSHIP OF CHRISTIAN  
ATHLETES  
ADDRESS:  
7502 GREENVILLE AVE  
DALLAS, TX 75231  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT WORK WITH YOUTH IN DALLAS SCHOOLS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
CATTLE BARON'S BALL  
ADDRESS:  
30 HIGHLAND PARK VILLAGE  
DALLAS, TX 75205  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
BENEFIT AMERICAN CANCER SOCIETY  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME: .  
CRYSTAL CHARITY BALL  
ADDRESS:  
30 HIGHLAND PARK VILLAGE # 206  
DALLAS, TX 75205  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT CHILDREN'S CHARITIES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 32,500.

RECIPIENT NAME:  
BAYLOR HEALTHCARE SYSTEM  
FOUNDATION  
ADDRESS:  
3600 GASTON AVE, SUITE 100  
DALLAS, TX 75246-1800  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
BENEFITING BREAST CANCER RESEARCH  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
EQUEST WOMEN'S AUXILIARY  
ADDRESS:  
P.O. BOX 192747  
DALLAS, TX 75219  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EQUINE ASSISTED THERAPY PROGRAMS FOR CHILDREN  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
DALLAS THEOLOGICAL  
SEMINARY  
ADDRESS:  
3909 SWISS AVE  
DALLAS, TX 75204  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
BENEFIT PROFESSORSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
SOUTHWESTERN MEDICAL  
FOUNDATION-UT  
ADDRESS:  
2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT CHILTON DISTINGUISHED PROFESSORSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

## RECIPIENT NAME:

AMERICAN RED CROSS -  
DALLAS AREA CHAPTER

## ADDRESS:

4800 HARRY HINES BLVD  
DALLAS, TX 75235-7717

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT EMERGENCY SERVICES IN DALLAS AREA

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 1,500.

## RECIPIENT NAME:

LEUKEMIA & LYMPHOMA  
SOCIETY

## ADDRESS:

8111 LBJ FREEWAY, SUITE 425  
DALLAS, TX 75251

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT 'FIGHT FOR A CURE'

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 1,650.

## RECIPIENT NAME:

HUGWORKS

## ADDRESS:

752 MARY DR  
HURST, TX 76053

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

FOR MUSICAL PROGRAMS - HOSPITALIZED CHILDREN

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 1,000.



## RECIPIENT NAME:

FELLOWSHIP OF CHRISTIAN  
ATHLETES

## ADDRESS:

1801 S MCCOLL RD, SUITE 300  
MCALLEN, TX 78503

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT WORKING WITH YOUTHS IN THEIR SCHOOLS

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 7,500.

## RECIPIENT NAME:

SOUTHWESTERN MEDICAL  
FOUNDATION

## ADDRESS:

2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

FOR ADVANCED CLINICAL PROGRAMS - ZALE LIPSHY

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

SOUTHWESTERN MEDICAL  
FOUNDATION-UT

## ADDRESS:

2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT TOP BIOCHEMISTRY TRAINEE

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:  
SOUTHWESTERN MEDICAL  
FOUNDATION  
ADDRESS:  
2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75203  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PAUL BASS FUND BENEFITING CLINICAL CARDIOLOGY  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
SENIOR SOURCE  
ADDRESS:  
1215 SKILES ST  
DALLAS, TX 75204  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT 'COMING OF AGE' CAPITAL CAMPAIGN  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:  
DALLAS FOUNDATION OF  
OTOLOGY  
ADDRESS:  
3600 GASTON AVENUE SUITE 1103  
DALLAS, TX 75246  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
BENEFIT HEARING SCHOOL OF THE SOUTHWEST  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

BAYLOR HEALTHCARE SYSTEM  
FOUNDATION

ADDRESS:

3600 GASTON AVENUE, SUITE 10  
DALLAS, TX 75246-1800

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FUND CARDIOLOGY FELLOWSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:

SOUTHWESTERN MEDICAL  
FOUNDATION-UT

ADDRESS:

2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT HEART, LUNG & VASCULAR CTR-ST PAUL'S

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

THE STEWPOT ALLIANCE

ADDRESS:

4516 LOVERS LANE  
DALLAS, TX 75225

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HELP HOMELESS START LIVES OVER-FOOD/EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

DALLAS CASA

ADDRESS:

2815 GASTON AVE  
DALLAS, TX 75226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BENEFIT ABUSED & NEGLECTED CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

JUBILEE PARK & COMMUNITY  
CENTER

ADDRESS:

5200 E GRAND AVE  
DALLAS, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHILDREN & YOUTH PROGRAMS/STH DALLAS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

YOUNG LIFE FOUNDATION

ADDRESS:

P O BOX 520  
COLORADO SPRINGS, CO 80901

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BENEFIT LOW INCOME STUDENTS/CHRISTIAN ATMOSPHER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
MUSEUM OF THE AMERICAN  
RAILROAD  
ADDRESS:  
1105 WASHINGTON ST  
FAIR PARK DALLAS, TX  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
HELP EXPAND EXHIBITS FOR EDUCATIONAL PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
SALESMANSHIP CLUB OF  
DALLAS  
ADDRESS:  
400 S ZANG BLVD STE 70  
DALLAS, TX 75208  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT YOUTH & FAMILY COUNSELING CENTERS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 4,800.

RECIPIENT NAME:  
THE SALVATION ARMY  
ADDRESS:  
P O BOX 269  
ALEXANDRIA, VA 22313  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
BENEFIT & MENTOR THE HOMELESS AND NEEDY  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT-CHURCH  
AMOUNT OF GRANT PAID ..... 2,500.

TOTAL GRANTS PAID: 446,650.  
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## THE CHILTON FOUNDATION

75-6006996

## Balance Sheet

12/31/2010

Bank of America



Cusip	Asset	Units	Basis	Market Value
035229DB6	ANHEUSER BUSCH COS INC	100000 000	104,279 00	111,219 00
084670AS7	BERKSHIRE HATHAWAY INC	75000 000	73,674 00	78,975.00
149123BH3	CATERPILLAR INC	75000 000	80,513 25	76,554 75
17275RAC6	CISCO SYS INC	100000 000	102,834 00	114,111 00
191216AK6	COCA-COLA CO	100000.000	104,508.00	113,142.00
197199805	COLUMBIA ACORN USA FUND	6447 644	140,000.00	184,144.71
19765H149	COLUMBIA LARGE CAP VALUE FUND	50280.202	700,000.00	579,227 93
19765H347	COLUMBIA LARGE CAP ENHANCED	133672 820	2,100,000 00	1,608,084.02
19765H586	COLUMBIA INTERNATIONAL VALUE	14792 899	250,000 00	208,875 73
19765H636	COLUMBIA MARSICO INTERNATIONAL	28555 461	337,100.00	342,094 42
19765J764	COLUMBIA SMALL CAP VALUE FUND	10791 386	110,000.00	148,489 47
19765J830	COLUMBIA MID CAP VALUE FUND	17272.488	233,500.00	232,487 69
19765P232	COLUMBIA MID CAP GROWTH FUND	9360 731	164,000 00	249,276 27
19765Y688	COLUMBIA SELECT LARGE CAP	70967.742	572,000 00	894,903 23
20825CAN4	CONOCOPHILLIPS	100000 000	98,787.00	110,616.00
22541LAB9	CREDIT SUISSE FIRST BOSTON USA	75000.000	77,763 00	78,582 75
25468PCE4	DISNEY WALT CO	100000.000	104,486 00	115,182 00
263534BK4	DU PONT E I DE NEMOURS & CO	75000 000	76,687 50	79,934 25
31359MA45	FEDERAL NATL MTG ASSN	300000 000	316,617.30	339,567.00
31359MWJ8	FEDERAL NATL MTG ASSN	300000.000	319,829 90	333,669 00
3137EAAD1	FEDERAL HOME LN MTG CORP	300000 000	318,628 20	343,164.00
31398ADM1	FEDERAL NATL MTG ASSN	250000 000	274,468.40	287,845.00
36962GX41	GENERAL ELEC CAP CORP	100000 000	98,388.00	109,740 00
38141GCG7	GOLDMAN SACHS GROUP INC	75000 000	76,749 00	80,052 00
428236AT0	HEWLETT PACKARD CO	75000.000	83,101 50	84,931 50
438516AX4	HONEYWELL INTL INC	100000 000	101,978.00	111,282 00
459200GJ4	INTERNATIONAL BUSINESS MACHS	100000 000	103,789 00	114,775.00
46625HAT7	J P MORGAN CHASE & CO	75000.000	78,318 75	81,267 00
494368AX1	KIMBERLY CLARK CORP	100000.000	100,193 00	109,332.00
52106N889	LAZARD FUNDS INC	14475.970	250,000 00	315,286.63
58013MDM3	MCDONALDS CORP	75000.000	73,583.25	76,184 25
617446HC6	MORGAN STANLEY DEAN WITTER &	75000.000	79,102.50	79,910 25
722005667	PIMCO COMMODITY REALRETURN	31407.035	250,000 00	291,771 36
742718DA4	PROCTER & GAMBLE CO	75000.000	82,095 00	83,312.25

## THE CHILTON FOUNDATION

75-6006996

## Balance Sheet

12/31/2010

Bank of America



Cusip	Asset	Units	Basis	Market Value
78387GAD5	SBC COMMUNICATIONS INC	75000 000	79,548.00	75,837 75
87612EAV8	TARGET CORP	75000.000	78,036.00	74,674 50
912828BH2	UNITED STATES TREAS NT	325000 000	353,902 12	353,843.75
912828DV9	UNITED STATES TREAS NT	200000 000	225,289 73	220,234 00
912828GA2	UNITED STATES TREAS NOTE	200000 000	216,633 48	207,554 00
912828GW4	UNITED STATES TREAS NT	200000 000	219,941.74	213,210 00
912828JH4	UNITED STATES TREAS NT	200000.000	213,145.33	216,734.00
912828LJ7	UNITED STATES TREAS NT	200000 000	216,867.99	208,938 00
931142CJ0	WAL-MART STORES INC	100000 000	103,921 00	114,904 00
949746CR0	WELLS FARGO & CO NEW	100000 000	98,420 00	106,187 00
	Cash/Cash Equivalent	384667 330	384,667 33	384,667 33
		Totals	10,227,346 27	10,344,773 79