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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply

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

Name of foundation The Priddy Foundation		A Employer identification number 75-6029882
Number and street (or P.O. box number if mail is not delivered to street address) 807 Eighth Street	Room/suite 1010	B Telephone number 940-723-8720
City or town, state, and ZIP code Wichita Falls, TX 76301		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 109,633,046.19	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(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)
1 Contributions, gifts, grants, etc., received		34609778.38		N/A	
2 Check ☐ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		287.68	287.68		Statement 1
4 Dividends and interest from securities		1,860,993.28	1,860,993.28		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<4367413.60>			
b Gross sales price for all assets on line 6a	74109960.11				
7 Capital gain net income (from Part IV, line 2)			0.00		
8 Net short-term capital gain					
9 Income tax (benefit) on line 8					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		19,979.19	19,979.19		Statement 3
12 Total (Add lines 1 through 11)		32123624.93	1,881,260.15		
13 Compensation of officers, directors, trustees, etc.		301,613.78	45,242.07		256,371.71
14 Other employee salaries and wages		254,226.83	7,935.70		246,291.13
15 Pension plans, employee benefits		94,552.69	9,455.26		85,097.43
16a Legal fees Stmt 4		36,284.78	18,142.39		18,142.39
b Accounting fees Stmt 5		50,500.00	25,250.00		25,250.00
c Other professional fees Stmt 6		286,133.31	279,358.31		6,775.00
17 Interest					
18 Taxes Stmt 7		56,294.75	27,447.36		0.00
19 Depreciation and depletion		5,966.11	5,966.11		
20 Occupancy		31,819.26	9,545.78		22,273.48
21 Travel, conferences, and meetings		31,158.77	3,357.84		27,800.93
22 Printing and publications					
23 Other expenses Stmt 8		33,913.13	7,189.87		26,723.26
24 Total operating and administrative expenses. Add lines 13 through 23		1,182,463.41	438,890.69		714,725.33
25 Contributions, gifts, grants paid		3,097,203.00			3,097,203.00
26 Total expenses and disbursements. Add lines 24 and 25		4,279,666.41	438,890.69		3,811,928.33
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		27843958.52			
b Net investment income (If negative, enter -0-)			1,442,369.46		
c Adjusted net income (If negative, enter -0-)				N/A	

G10.12

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			6,251,698.55	8,349,857.76	8,349,857.76
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶ 14,940.91			25,382.21	14,940.91	95,186.59
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations Stmt 9			14,673,451.46	20,990,124.80	21,297,969.91
	b Investments - corporate stock Stmt 10			39,412,317.06	54,676,135.80	67,612,369.12
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other Stmt 11			6,325,999.89	10,490,370.46	12,199,438.61
	14 Land, buildings, and equipment basis ▶ 116,596.18					
	Less accumulated depreciation Stmt 12 ▶ 96,146.68			9,040.56	20,449.50	20,449.50
	15 Other assets (describe ▶ Schedule 5)			5,149.00	5,149.00	57,774.70
	16 Total assets (to be completed by all filers)			66,703,038.73	94,547,028.23	109,633,046.19
	17 Accounts payable and accrued expenses				30.98	
	18 Grants payable					
Net Assets or Fund Balances	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	30.98	
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.					
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds			0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			66,703,038.73	94,546,997.25	
	29 Retained earnings, accumulated income, endowment, or other funds			0.00	0.00	
	30 Total net assets or fund balances			66,703,038.73	94,546,997.25	
	31 Total liabilities and net assets/fund balances			66,703,038.73	94,547,028.23	

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 66,703,038.73
2 Enter amount from Part I, line 27a	2 27,843,958.52
3 Other increases not included in line 2 (itemize) ▶	3 0.00
4 Add lines 1, 2, and 3	4 94,546,997.25
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 94,546,997.25

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	Schedule 3		Various	Various
b	Schedule 3		Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 34,653,229.66		34,637,935.59	15,294.07
b 39,456,730.45		43,839,438.12	<4,382,707.67>
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			15,294.07
b			<4,382,707.67>
c			
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	<4,367,413.60>
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	4,351,558.62	63,270,614.21	.068777
2008	4,622,616.64	79,584,363.86	.058084
2007	5,147,207.45	92,365,333.67	.055727
2006	4,344,770.25	85,710,403.48	.050691
2005	4,165,564.28	81,532,792.88	.051091

2 Total of line 1, column (d)	2	.284370
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	.056874
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	95,147,175.24
5 Multiply line 4 by line 3	5	5,411,400.44
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,423.69
7 Add lines 5 and 6	7	5,425,824.13
8 Enter qualifying distributions from Part XII, line 4	8	3,811,928.33

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	28,847.39
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	28,847.39
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	28,847.39
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	30,000.00
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	30,000.00
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	1,152.61
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 1,152.61 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.priddyfoundation.org</u>	13	X	
14	The books are in care of ► <u>David Wolverton</u> Telephone no ► <u>940-723-8720</u> Located at ► <u>807 8th St., Ste. 1010, Wichita Falls, TX</u> ZIP+4 ► <u>76301</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► _____	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____	2b	
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	
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

6b

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

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

7b

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

N/A

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 6	Schedule 6			
	40.00	250113.78	20475.00	0.00
Schedule 6	Schedule 6			
	2.00	51,500.00	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
Debbie White - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Grants Director			
	40.00	104000.04	9,000.00	0.00
Leslie Schaffner - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Grants Associate			
	40.00	74,124.96	6,143.00	0.00

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Fayez Sarofim - Two Houston Center, Ste. 2907, Houston, TX 77010	Investment services	75,415.00
Dodge & Cox - 555 California St., 40th Floor, San Francisco, CA 94104	Investment services	75,343.00
Luther King Capital Mgmt - 301 Commerce St., Ste. 1600, Fort Worth, TX 76102	Investment services	52,002.00

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.00

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	84,085,928.80
b	Average of monthly cash balances	1b	12,310,627.96
c	Fair market value of all other assets	1c	199,560.23
d	Total (add lines 1a, b, and c)	1d	96,596,116.99
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	96,596,116.99
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,448,941.75
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	95,147,175.24
6	Minimum investment return. Enter 5% of line 5	6	4,757,358.76

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	4,757,358.76
2a	Tax on investment income for 2010 from Part VI, line 5	2a	28,847.39
b	Income tax for 2010. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	28,847.39
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,728,511.37
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	4,728,511.37
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	4,728,511.37

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	3,811,928.33
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	3,811,928.33
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,811,928.33

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				4,728,511.37
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			289,907.89	
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. \$3,811,928.33				
a Applied to 2009, but not more than line 2a			289,907.89	
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				3,522,020.44
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				1,206,490.93
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)

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 4		Public	Schedule 4	3097203.00
Total				3a 3097203.00
b Approved for future payment None				
Total				3b 0.00

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

The Priddy Foundation

Employer identification number

75-6029882

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Name of organization

Employer identification number

The Priddy Foundation

75-6029882

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Robert T. Priddy 807 8th St., Suite 600 Wichita Falls, TX 76301	\$ 34609778.38	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

The Priddy Foundation

75-6029882

Part II Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

The Priddy Foundation

75-6029882

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
1			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
2			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
3			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
4			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Depreciation and Amortization 990-PF
 (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2010

Attachment
 Sequence No 67

The Priddy Foundation

Form 990-PF Page 1

75-6029882

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.00
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.00
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	4,040.13
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		5,240.00	3 Yrs.	HY	SL	873.34
b 5-year property		6,504.06	5 Yrs.	HY	SL	650.41
c 7-year property		5,630.99	7 Yrs.	HY	SL	402.23
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	5,966.11
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L		
		%			S/L		
		%			S/L		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes No	Yes No	Yes No	Yes No	Yes No	Yes No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2010 tax year:

43 Amortization of costs that began before your 2010 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44

2010 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

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
3	Computer Software	070199SL		3.00	17	5,750.00			5,750.00	5,750.00		0.00
5	Furniture	070199SL		7.00	17	17,678.20			17,678.20	17,678.20		0.00
7	Office Equipment	070199SL		7.00	17	1,011.50			1,011.50	1,011.50		0.00
9	Shredder	011500SL		7.00	17	699.00			699.00	699.00		0.00
10	Artwork	021000SL		7.00	17	375.20			375.20	375.20		0.00
11	Web Page	083100SL		3.00	17	1,200.00			1,200.00	1,200.00		0.00
14	Clock	101101SL		7.00	17	375.00			375.00	375.00		0.00
15	Furniture & Fixtures	071102SL		7.00	17	10,604.86			10,604.86	10,604.86		0.00
16	Furniture & Fixtures	111402SL		7.00	17	11,333.50			11,333.50	11,333.50		0.00
17	Software	012802SL		3.00	17	5,680.00			5,680.00	5,680.00		0.00
19	Telephones	022602SL		7.00	17	1,398.84			1,398.84	1,398.84		0.00
20	Fax Machine	032502SL		7.00	17	850.00			850.00	850.00		0.00
22	HP Laserjet	062502SL		5.00	17	1,328.00			1,328.00	1,328.00		0.00
23	Bookcase/Credenza	050302SL		7.00	17	575.00			575.00	575.00		0.00
24	Web Page	090602SL		3.00	17	2,400.00			2,400.00	2,400.00		0.00
26	File Cabinet	022103SL		7.00	17	919.00			919.00	853.39		65.61
28	(D) Computer	012904SL		5.00	17	2,295.00			2,295.00	2,295.00		0.00
29	Table and Chairs	030504SL		7.00	17	1,155.00			1,155.00	907.50		165.00

028102
05-01-10

(D) - Asset disposed

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

2010 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

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
30	Web Page	092904	SL	3.00	17	9,120.00			9,120.00	9,120.00		0.00
31	Various Office Decorations	082704	SL	7.00	17	11,786.39			11,786.39	9,260.74		1,683.77
32	Computer Monitor	030504	SL	5.00	17	430.00			430.00	430.00		0.00
33	Canon Scanner	021407	SL	5.00	17	3,000.00			3,000.00	1,500.00		600.00
34	Laptop & USB Drive	042507	SL	5.00	17	2,108.75			2,108.75	1,054.38		421.75
35	HP Color Printer	101007	SL	5.00	17	625.00			625.00	312.50		125.00
36	Core 2 Duo System	102907	SL	5.00	17	1,315.00			1,315.00	657.50		263.00
37	Bookcase	031008	SL	7.00	17	1,199.97		599.99	599.98	128.57		85.71
38	Computer Projector	060408	SL	5.00	17	864.92		432.46	432.46	129.74		86.49
39	Four Laptop Computers	072908	SL	5.00	17	5,438.00		2,719.00	2,719.00	815.70		543.80
40	Used Canon Imagerunner 4 drawer file cabinet	012910	SL	5.00	19B	2,950.00			2,950.00			295.00
41		081310	SL	7.00	19C	885.00			885.00			63.22
42	Computer 4 Drawer legal file cabinet	083010	SL	5.00	19B	2,771.00			2,771.00			277.10
43		091410	SL	7.00	19C	1,709.00			1,709.00			122.07
44	Executive L desk 72" Executive desk, drawer/kybd	091410	SL	7.00	19C	1,479.00			1,479.00			105.65
45		091410	SL	7.00	19C	658.99			658.99			47.07
46	Ipad	101510	SL	5.00	19B	783.06			783.06			78.31
47	Website development	111610	SL	3.00	19A	4,500.00			4,500.00			750.00

028102
05-01-10

(D) - Asset disposed

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

2010 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

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
48	Computer software	11/16/10	SL	3.00	19A	740.00			740.00			123.34
49	Bookcase	12/16/10	SL	7.00	19C	899.00			899.00			64.22
	* Total 990-PF Pg 1 Depr					118891.18		3,751.45	115139.73	88,724.12	0.00	5,966.11

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

Source	Amount
Schedule 1	287.68
Total to Form 990-PF, Part I, line 3, Column A	287.68

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Schedule 2	1,860,993.28	0.00	1,860,993.28
Total to Fm 990-PF, Part I, ln 4	1,860,993.28	0.00	1,860,993.28

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	19,979.19	19,979.19	
Total to Form 990-PF, Part I, line 11	19,979.19	19,979.19	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	36,284.78	18,142.39		18,142.39
To Fm 990-PF, Pg 1, ln 16a	36,284.78	18,142.39		18,142.39

Form 990-PF	Accounting Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	50,500.00	25,250.00		25,250.00
To Form 990-PF, Pg 1, ln 16b	50,500.00	25,250.00		25,250.00

Form 990-PF	Other Professional Fees	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	279,358.31	279,358.31		0.00
Schedule 1	6,775.00	0.00		6,775.00
To Form 990-PF, Pg 1, ln 16c	286,133.31	279,358.31		6,775.00

Form 990-PF	Taxes	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	56,294.75	27,447.36		0.00
To Form 990-PF, Pg 1, ln 18	56,294.75	27,447.36		0.00

Form 990-PF	Other Expenses	Statement	8
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	33,913.13	7,189.87		26,723.26
To Form 990-PF, Pg 1, ln 23	33,913.13	7,189.87		26,723.26

Form 990-PF	U.S. and State/City Government Obligations	Statement	9
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 5	X		20,990,124.80	21,297,969.91
Total U.S. Government Obligations			20,990,124.80	21,297,969.91
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			20,990,124.80	21,297,969.91

Form 990-PF	Corporate Stock	Statement	10
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Description	Book Value	Fair Market Value
Schedule 5	54,676,135.80	67,612,369.12
Total to Form 990-PF, Part II, line 10b	54,676,135.80	67,612,369.12

Form 990-PF	Other Investments	Statement	11
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Description	Valuation Method	Book Value	Fair Market Value
Schedule 5 - Mutual Funds and Bonds	COST	10,490,370.46	12,199,438.61
Total to Form 990-PF, Part II, line 13		10,490,370.46	12,199,438.61

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	12
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Computer Software	5,750.00	5,750.00	0.00
Furniture	17,678.20	17,678.20	0.00
Office Equipment	1,011.50	1,011.50	0.00
Shredder	699.00	699.00	0.00
Artwork	375.20	375.20	0.00
Web Page	1,200.00	1,200.00	0.00
Clock	375.00	375.00	0.00

Furniture & Fixtures	10,604.86	10,604.86	0.00
Furniture & Fixtures	11,333.50	11,333.50	0.00
Software	5,680.00	5,680.00	0.00
Telephones	1,398.84	1,398.84	0.00
Fax Machine	850.00	850.00	0.00
HP Laserjet	1,328.00	1,328.00	0.00
Bookcase/Credenza	575.00	575.00	0.00
Web Page	2,400.00	2,400.00	0.00
File Cabinet	919.00	919.00	0.00
Table and Chairs	1,155.00	1,072.50	82.50
Web Page	9,120.00	9,120.00	0.00
Various Office Decorations	11,786.39	10,944.51	841.88
Computer Monitor	430.00	430.00	0.00
Canon Scanner	3,000.00	2,100.00	900.00
Laptop & USB Drive	2,108.75	1,476.13	632.62
HP Color Printer	625.00	437.50	187.50
Core 2 Duo System	1,315.00	920.50	394.50
Bookcase	1,199.97	814.27	385.70
Computer Projector	864.92	648.69	216.23
Four Laptop Computers	5,438.00	4,078.50	1,359.50
Used Canon Imagerunner	2,950.00	295.00	2,655.00
4 drawer file cabinet	885.00	63.22	821.78
Computer	2,771.00	277.10	2,493.90
4 Drawer legal file cabinet	1,709.00	122.07	1,586.93
Executive L desk	1,479.00	105.65	1,373.35
72" Executive desk, drawer/kybd	658.99	47.07	611.92
Ipad	783.06	78.31	704.75
Website development	4,500.00	750.00	3,750.00
Computer software	740.00	123.34	616.66
Bookcase	899.00	64.22	834.78
Total To Fm 990-PF, Part II, ln 14	116,596.18	96,146.68	20,449.50

INDEX OF ATTACHMENTS

THE PRIDDY FOUNDATION - WICHITA FALLS, TEXAS

Year Ended December 31, 2010

Schedule	1	Revenue and Expenses
	2	Dividends and Interest
	3	Gains and Losses
		A Short Term
		B Long Term
	4	Contributions Paid
	5	Balance Sheets
	6	Officers, Directors, Trustees and Foundation Managers
	7	Supplementary Information
	8	Legal Fees, Accounting Fees, and Other Professional Fees

Schedule 1

REVENUE AND EXPENSES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2010

REVENUE

Contributions		\$ 34,609,778.38
Interest on savings and cash investments:		
American National Bank		287.68
Dividends and interest from securities - Sch. 2		1,860,993.28
Net gain (loss) from sale of assets - Sch. 3		(4,367,413.60)
Other income:		
Gross royalties	\$ 19,979.19	
Miscellaneous		19,979.19
		<u>19,979.19</u>
Total revenue		\$ 32,123,624.93

EXPENSES

Compensation of officers and trustees - Sch. 6	\$ 301,613.78	
Other employee salaries and wages	254,226.83	
Employee benefits:		
Insurance	\$ 24,439.25	
Payroll taxes	30,020.44	
Retirement plan	40,093.00	94,552.69
		<u>36,284.78</u>
Legal consulting fees - Sch. 8		50,500.00
Accounting fees - Sch. 8		
Other professional fees - Consulting - Sch. 8	\$ 6,775.00	
Other professional fees - Investment - Sch. 8	279,358.31	286,133.31
		<u>286,133.31</u>
Taxes:		
Ad valorem - Royalties	\$ 2,092.14	
Excise	28,847.39	
Foreign	24,397.30	
Severance and state	957.92	56,294.75
		<u>56,294.75</u>
Depreciation		5,966.11
Occupancy		31,819.26
Travel, conferences and meetings		31,158.77
Other:		
Dues	\$ 3,266.86	
Grant related expenses	1,099.01	
Insurance	6,712.45	
Leased equipment		
Office supplies and services	19,915.89	
Sundry business expense	2,918.92	33,913.13
		<u>33,913.13</u>
Contributions - Sch. 4		3,097,203.00
		<u>4,279,666.41</u>
Excess of revenue over expenses		\$ 27,843,958.52

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2010

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
DIVIDENDS			
Dodge:			
Baker Hughes, Inc.	\$ 4,260 00	\$ 4,260 00	\$
Bank of New York Mellon Corp	4,212 00	4,212.00	
BB&T Corporation	4,140 00	4,140.00	
Capital One Financial Corp	3,100.00	3,100 00	
Chevron Corp New	12,212 00	12,212 00	
Comcast Corp.	14,085.22	14,085 22	
Computer Sciences Corp.	1,080 00	1,080 00	
Covidien Limited	2,220 00	2,220 00	
Credit Suisse Group	2,669 14	2,669.14	
Diageo PLC	2,217.92	2,217 92	
Domtar Corp.	283.00	283 00	
Dow Chemical Co.	7,320.00	7,320 00	
Dun and Bradstreet Corp	525 00	525 00	
Eaton Corporation	4,704.00	4,704.00	
Ericsson L M Tel Co	3,145.09	3,145.09	
Fedex Corp.	3,360.00	3,360 00	
General Electric Co.	14,700.00	14,700.00	
Glaxo Wellcome	25,756 85	25,756.85	
Hewlett Packard Co.	7,840.00	7,840.00	
Home Depot Inc.	9,331 85	9,331.85	
HSBC Holdings PLC	6,324 60	6,324.60	
Koninklijke Philips Electrs	2,226 70	2,226 70	
Leggs Mason, Inc.	420.00	420 00	
Macys Inc.	1,650.00	1,650 00	
Matsushita Electric Industrial	1,688 10	1,688.10	
Maxim Integrated Products Inc	9,430.00	9,430 00	
Merck & Co Inc	25,080 00	25,080.00	
Medtronic	2,321 96	2,321 96	
Molex Inc	9,302 50	9,302 50	
News Corp , Ltd.	5,850.00	5,850 00	

	Totals	Ordinary	Capital Gains Dividends
Nokia	6,187.34	6,187.34	
Novartis AG	22,747.92	22,747.92	
Occidental Petroleum Corp.	8,804.00	8,804.00	
Pfizer, Inc.	20,880.00	20,880.00	
Pitney Bowes, Inc.	8,760.00	8,760.00	
Royal Dutch Petroleum	7,392.00	7,392.00	
Sanofi - Aventis ADR	16,115.40	16,115.40	
Schlumberger LTD	7,980.00	7,980.00	
Schwab Charles Corp.	1,854.00	1,854.00	
Sony Corp.	2,790.85	2,790.85	
Suntrust Bks Inc.	158.00	158.00	
Time Warner, Inc.	13,312.68	13,312.68	
Time Warner Cable Inc.	9,360.00	9,360.00	
Travelers Cos, Inc	4,428.00	4,428.00	
Tyco Electronics Ltd	6,400.00	6,400.00	
Tyco Intl. Ltd. New Com	4,283.50	4,283.50	
UnitedHealth Group Inc.	656.49	656.49	
US Bancorp	780.00	780.00	
Vodafone Group	13,213.94	13,213.94	
Vulcan Materials Co.	1,575.00	1,575.00	
Wal Mart Stores Inc.	4,483.96	4,483.96	
Walgreen Co.	2,687.47	2,687.47	
Wells Fargo Co.	4,370.00	4,370.00	
Xerox Corp	5,100.00	5,100.00	
Totals - Dodge	\$ 365,776.48	\$ 365,776.48	\$
Sarofim:			
Abbott Labs	\$ 13,416.00	\$ 13,416.00	\$
Altria Group	25,560.00	25,560.00	
American Express Co	3,600.00	3,600.00	
Automatic Data Processing	10,880.00	10,880.00	
Bank of America	298.19	298.19	
Becton Dickinson & Co	3,484.00	3,484.00	
Caterpillar, Inc.	6,880.00	6,880.00	
Chevron Corp. New	21,584.00	21,584.00	
Coca Cola Co.	25,959.59	25,959.59	
Conoco Phillips	20,425.00	20,425.00	
Exxon Mobil Corp.	46,980.00	46,980.00	
Fluor Corp.	1,500.00	1,500.00	
Fomento Economico Mexicano	2,476.66	2,476.66	
Franklin Resources Inc.	1,760.00	1,760.00	

	Totals	Ordinary	Capital Gains Dividends
Freeport Copper and Gold	5,520.00	5,520.00	
General Dynamics Corp.	3,936.00	3,936.00	
General Electric Co.	11,340.00	11,340.00	
HSBC Holdings	11,271.00	11,271.00	
Halliburton Co.	2,520.00	2,520.00	
Home Depot	6,614.96	6,614.96	
Intel Corp.	12,599.96	12,599.96	
International Business Machs	5,200.00	5,200.00	
J. P. Morgan Chase & Co.	1,400.00	1,400.00	
Johnson & Johnson	28,560.00	28,560.00	
Lilly Eli & Co.	9,800.00	9,800.00	
McDonalds Corp.	14,690.00	14,690.00	
McGraw Hill Companies, Inc.	9,400.00	9,400.00	
Medtronic Inc.	4,299.96	4,299.96	
Merck & Co Inc	7,600.00	7,600.00	
Microsoft Corp	8,250.00	8,250.00	
Nestle S A	24,067.96	24,067.96	
News Corp Ltd	2,550.00	2,550.00	
Novo Nordisk	4,077.56	4,077.56	
Occidental Pete Corp	5,680.00	5,680.00	
Peabody Energy Corporation	280.00	280.00	
PepsiCo, Inc.	19,530.00	19,530.00	
Philip Morris Cos.	47,600.00	47,600.00	
Praxair Inc	7,200.00	7,200.00	
Procter & Gamble Co	25,390.19	25,390.19	
Qualcomm Inc.	3,700.00	3,700.00	
Rio Tinto PLC	3,538.00	3,538.00	
Sysco Corp	6,000.00	6,000.00	
Target Corp.	6,390.00	6,390.00	
Texas Instruments	3,430.00	3,430.00	
Total S.A.	17,584.46	17,584.46	
United Technologies	9,859.97	9,859.97	
Wal Mart Stores, Inc.	5,899.96	5,899.96	
Walgreen Co.	7,499.96	7,499.96	
Totals - Sarofim	\$ 528,083.38	\$ 528,083.38	\$
Luther King:			
Anadarko Petr Corp	\$ 1,890.00	\$ 1,890.00	\$
Baker Hughes Inc.	900.00	900.00	
Bank of America Corp	725.00	725.00	
Bank of New York Mellon Corp	495.00	495.00	

	Totals	Ordinary	Capital Gains Dividends
Capital One Financial Corp.	600.00	600.00	
Carnival Corp	2,200.00	2,200 00	
Chevron Corp.	3,060.00	3,060 00	
Coca Cola Co.	8,359.75	8,359 75	
Colgate Palmolive Co.	5,830.00	5,830 00	
Covidien Limited	3,940.00	3,940.00	
Cullen Frost BK Inc.	7,200.00	7,200.00	
Danaher Corp.	200.00	200.00	
Diageo PLC	2,124.12	2,124.12	
EOG Resources Inc.	1,627.48	1,627.48	
Emerson Elec Co.	5,780.00	5,780.00	
Exxon Mobil Corp.	8,360.00	8,360.00	
FMC Corporation	750.00	750.00	
Fedex Corp.	495.00	495.00	
General Electric Co.	6,700.00	6,700.00	
Glacier Bancorp Inc.	5,850.00	5,850.00	
Glaxo Wellcome PLC	13,539.22	13,539.22	
Goldman Sachs Group Inc.	2,310.00	2,310 00	
Guess? Inc.	29,500.00	29,500.00	
Halliburton Co.	3,240 00	3,240.00	
Hewlett Packard Co.	1,000.00	1,000 00	
Home Depot Inc.	2,716.87	2,716 87	
HSBC Holdings PLC	2,768.00	2,768.00	
Ishares Tr Russell	13,264.25	13,264 25	
JPMorgan Chase and Company	725.00	725.00	
Kimberly Clark Corp.	4,422.00	4,422 00	
Kroger Co.	1,890.00	1,890.00	
Legg Mason Inc.	180.00	180.00	
Macys Inc.	537.50	537.50	
Merck & Co Inc	4,180 00	4,180.00	
Monsanto Co. New	3,432.50	3,432.50	
National Fuel Gas Co.	4,140.00	4,140.00	
National Instrument Corp.	3,640.00	3,640.00	
News Corp.	2,400.00	2,400.00	
Novartis AG Sponsored	21,386.65	21,386.65	
Occidental Pete Corp.	1,650.00	1,650 00	
Oracle Corp.	1,000.00	1,000.00	
Pfizer Inc	15,831.18	15,831.18	
Pitney Bowes Inc.	2,190.00	2,190.00	
Praxair Inc.	3,150.00	3,150 00	
Procter & Gamble Co.	3,372.61	3,372.61	

	Totals	Ordinary	Capital Gains Dividends
Prudential Financial Inc	9,200.00	9,200.00	
Robert Half International	4,420.00	4,420.00	
Roper Industries Inc	665.00	665.00	
Royal Dutch Shell PLC	3,234.00	3,234.00	
Schlumberger Ltd	2,520.00	2,520.00	
Teva Pharmaceutical Industries Ltd	3,457.63	3,457.63	
Travelers Cos Inc	1,072.50	1,072.50	
United Parcel Service	1,645.00	1,645.00	
Vanguard Total Stock Market	34,251.61	34,251.61	
Vodafone Group PLC	2,932.47	2,932.47	
Walmart Stores Inc.	1,663.74	1,663.74	
Walgreen Co.	6,208.72	6,208.72	
Totals - Luther King	<u>\$ 280,822.80</u>	<u>\$ 280,822.80</u>	<u>\$</u>
Other:			
Dividends - Sentry:			
Goldman Sachs FST Govt Inst'l.	\$ 8,252.42	\$ 8,252.42	\$
Dividends - Sarofim:			
Goldman Sachs FST Treasury	3.61	3.61	
Dividends - Dodge:			
Goldman Sachs FST Treasury	36.20	36.20	
Dividends - Luther King:			
Goldman Sachs FST Govt Inst'l	707.66	707.66	
Dividends - Mutual Funds:			
Dodge & Cox	<u>166,770.57</u>	<u>166,770.57</u>	<u>\$</u>
Totals - Other	<u>\$ 175,770.46</u>	<u>\$ 175,770.46</u>	<u>\$</u>
Totals - Dividends	<u>\$ 1,350,453.12</u>	<u>\$ 1,350,453.12</u>	<u>\$</u>
INTEREST			
U. S. Government Obligations	<u>\$ 510,540.16</u>	<u>\$ 510,540.16</u>	<u>\$</u>
Totals - Interest	<u>\$ 510,540.16</u>	<u>\$ 510,540.16</u>	<u>\$</u>
Totals - Dividends and interest	<u>\$ 1,860,993.28</u>	<u>\$ 1,860,993.28</u>	<u>\$</u>

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2010

<u>Property</u>	<u>Sales Price</u>	<u>Cost or Basis</u>	<u>Gain/ (Loss)</u>
Short Term			
Stocks & bonds - Sch. 3A	\$ 34,653,229.66	\$ 34,637,935.59	\$ 15,294.07
Totals - Short term	\$ 34,653,229.66	\$ 34,637,935.59	\$ 15,294.07
Long Term			
Stocks & bonds - Sch. 3B	\$ 39,434,412.55	\$ 43,839,438.12	\$ (4,405,025.57)
Litigation Proceeds/Settlements:			
Xerox	11,639.39		11,639.39
United Health	2,033.42		2,033.42
SEC Specialist	5.85		5.85
Lucent	56.80		56.80
Lucent	800.79		800.79
General Motors	102.58		102.58
General Motors	14.38		14.38
Royal Dutch	48.49		48.49
Royal Dutch	1,099.41		1,099.41
AIG	781.49		781.49
Delphi	2,893.24		2,893.24
Cardinal Health	2,842.06		2,842.06
Totals - Long term	\$ 39,456,730.45	\$ 43,839,438.12	\$ (4,382,707.67)
Capital gain distributions - Sch. 2	\$	\$	\$
Totals - Combined	\$ 74,109,960.11	\$ 78,477,373.71	\$ (4,367,413.60)

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Schedule 3A
THE PRIDDY FOUNDATION
GAIN ON SALES OF ASSETS-SHORT TERM 2010

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PAGE 1

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
BAKER HUGHES, INC.	7/07/2009	5/10/2010	400.00	18,859.64	13,514.00	5,345.64	.00
BAKER HUGHES, INC.	7/07/2009	5/12/2010	600.00	28,338.48	20,271.00	8,067.48	.00
BAKER HUGHES, INC.	7/07/2009	5/18/2010	100.00	4,711.74	3,378.50	1,333.24	.00
BB&T CORPORATION	11/13/2009	5/25/2010	1,400.00	41,422.35	34,328.00	7,094.35	.00
CADENCE DESIGN SYSTEMS IN	11/13/2009	5/25/2010	19,000.00	117,942.40	107,986.50	9,955.90	.00
CADENCE DESIGN SYSTEMS IN	11/13/2009	9/02/2010	15,000.00	106,424.70	85,252.50	21,172.20	.00
KONINKLIJKE PHILIPS ELECT	4/28/2010	5/04/2010	.33	10.24	11.08	.00	.84
KONINKLIJKE PHILIPS ELECT	4/28/2010	6/03/2010	66.00	1,999.85	2,215.62	.00	215.77
SUNTRUST BKS INC.	10/16/2009	6/01/2010	200.00	5,344.20	4,337.42	1,006.78	.00
SUNTRUST BKS INC.	10/16/2009	6/02/2010	500.00	13,429.22	10,843.55	2,585.67	.00
*** CORPORATE STOCK-DODGE		***	37,266.33	338,482.82	282,138.17	56,344.65	.00
CORPORATE STOCK-LUTHER KING							
AEGON NV ORD	4/13/2009	2/18/2010	10,000.00	60,041.23	46,091.50	13,949.73	.00
AEGON NV ORD	4/13/2009	3/25/2010	10,000.00	66,757.15	46,091.50	20,665.65	.00
AMGEN INC.	10/26/2009	2/18/2010	3,100.00	177,293.88	162,012.77	15,281.11	.00
AMGEN INC.	10/26/2009	3/25/2010	3,100.00	184,557.70	162,012.77	22,544.93	.00
BAKER HUGHES INC.	4/13/2009	2/18/2010	2,500.00	120,095.72	76,607.88	43,487.84	.00
BAKER HUGHES INC.	4/13/2009	3/25/2010	2,500.00	115,246.04	76,607.87	38,638.17	.00
BANK OF NEW YORK MELLON C	9/29/2009	2/18/2010	5,500.00	151,528.02	156,503.45	.00	4,975.43
BANK OF NEW YORK MELLON C	9/29/2009	3/25/2010	5,500.00	172,092.81	156,503.43	15,589.38	.00
BB&T CORPORATION	11/10/2009	2/18/2010	6,500.00	176,006.06	161,258.50	14,747.56	.00
BB&T CORPORATION	11/10/2009	3/25/2010	6,500.00	213,414.39	161,258.50	52,155.89	.00
CADENCE DESIGN SYSTEMS IN	9/22/2009	2/18/2010	39,500.00	225,775.16	236,428.15	.00	10,652.99

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THE PRIDDY FOUNDATION
GAIN ON SALES OF ASSETS-SHORT TERM 2010

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CADENCE DESIGN SYSTEMS IN	9/22/2009	3/25/2010	39,500.00	263,615.68	236,428.15	27,187.53	.00
CAPITAL ONE FINL CORP.	4/14/2009	2/18/2010	3,150.00	116,084.85	56,652.76	59,432.09	.00
CAPITAL ONE FINL CORP.	4/14/2009	3/25/2010	3,150.00	134,188.61	56,652.74	77,535.87	.00
CEMEX SAB DE CV	4/13/2009	2/18/2010	5,200.00	49,536.64	40,650.00	8,886.64	.00
CEMEX SAB DE CV	4/13/2009	3/25/2010	5,200.00	54,755.30	40,650.00	14,105.30	.00
DIAGEO PLC	3/01/2010	3/25/2010	2,400.00	159,609.01	156,451.92	3,157.09	.00
EOG RESOURCES INC.	7/13/2010	11/04/2010	1,000.00	89,458.48	107,887.50	.00	18,429.02
EBAY INC.	1/15/2010	2/18/2010	4,000.00	90,518.85	88,924.40	1,594.45	.00
EBAY INC.	1/15/2010	3/25/2010	4,000.00	111,074.98	88,924.40	22,150.58	.00
ERICSSON L M TEL CO	10/26/2007	2/18/2010	15,100.00	151,455.60	141,438.13	10,017.47	.00
ERICSSON L M TEL CO	10/26/2009	3/25/2010	15,100.00	157,214.66	141,438.13	15,776.53	.00
GENERAL ELEC CO.	6/22/2009	2/18/2010	9,000.00	145,184.35	103,995.00	41,189.35	.00
GENERAL ELEC CO.	6/22/2009	3/25/2010	9,000.00	166,847.08	103,995.00	62,852.08	.00
GLACIER BANCORP INC.	7/23/2010	12/01/2010	3,000.00	40,019.32	47,459.10	.00	7,439.78
GLACIER BANCORP INC.	7/13/2010	12/01/2010	1,000.00	13,339.77	15,572.60	.00	2,232.83
HOME DEPOT INC.	1/15/2010	2/18/2010	5,500.00	164,691.01	152,809.25	11,881.76	.00
HOME DEPOT INC.	1/15/2010	3/25/2010	5,500.00	179,174.52	152,809.25	26,365.27	.00
HSBC HOLDINGS PLC	4/13/2009	2/18/2010	3,200.00	171,169.67	94,080.14	77,089.53	.00
HSBC HOLDINGS PLC	4/13/2009	3/25/2010	3,198.00	164,483.84	94,041.01	70,442.83	.00
INTERPUBLIC GROUP COS INC	5/11/2009	2/18/2010	11,500.00	79,587.04	65,207.30	14,379.74	.00
INTERPUBLIC GROUP COS INC	5/11/2009	3/25/2010	11,500.00	97,159.96	65,207.30	31,952.66	.00
KIMBERLY CLARK CORP.	7/22/2010	11/04/2010	700.00	44,218.25	44,037.00	181.25	.00
KIMBERLY CLARK CORP.	7/13/2010	11/04/2010	3,000.00	189,506.80	187,250.10	2,256.70	.00
KIMBERLY CLARK CORP.	7/06/2010	11/04/2010	3,000.00	189,506.79	182,567.40	6,939.39	.00
LIBERTY MEDIA HOLDING COR	4/13/2009	2/18/2010	15,000.00	166,095.89	54,525.00	111,570.89	.00

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THE PRIDDY FOUNDATION
GAIN ON SALES OF ASSETS-SHORT TERM 2010

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
LIBERTY MEDIA HOLDING COR	4/13/2009	3/25/2010	15,000.00	224,097.15	54,525.00	169,572.15	.00
MEDTRONIC INC.	11/19/2009	2/18/2010	200.00	8,705.89	7,844.82	861.07	.00
MEDTRONIC INC.	11/19/2009	3/25/2010	200.00	9,020.43	7,844.82	1,175.61	.00
MERCK & CO INC. NEW	5/27/2009	2/18/2010	11,000.00	409,982.39	284,401.99	125,580.40	.00
MERCK & CO INC. NEW	5/27/2009	3/25/2010	11,000.00	417,494.19	284,401.92	133,092.27	.00
MOLEX INC.	10/15/2009	2/18/2010	4,500.00	79,258.38	89,502.30	.00	10,243.92
MOLEX INC.	10/15/2009	3/25/2010	4,500.00	80,230.38	89,502.30	.00	9,271.92
NATIONAL FUEL GAS CO.	8/02/2010	11/18/2010	1,000.00	61,783.95	49,233.50	12,550.45	.00
NOKIA CORP.	10/15/2009	2/18/2010	12,000.00	160,256.76	160,992.00	.00	735.24
NOKIA CORP.	10/15/2009	3/25/2010	12,000.00	184,317.65	160,992.00	23,325.65	.00
NOVARTIS AG SPNSRD ADR	1/15/2010	2/18/2010	1,000.00	54,763.10	52,595.00	2,168.10	.00
NOVARTIS AG SPNSRD ADR	1/15/2010	3/25/2010	1,000.00	54,581.01	52,595.00	1,986.01	.00
OREILLY AUTOMOTIVE INC.	7/27/2010	12/01/2010	500.00	30,419.48	25,020.00	5,399.48	.00
PFIZER INC.	10/19/2009	2/18/2010	4,925.00	86,766.56	87,517.25	.00	750.69
PFIZER INC.	10/19/2009	3/25/2010	4,925.00	85,775.17	87,517.25	.00	1,742.08
PFIZER INC.	8/03/2010	12/30/2010	3,000.00	52,379.11	48,705.00	3,674.11	.00
PFIZER INC.	8/02/2010	12/30/2010	1,000.00	17,459.70	15,204.90	2,254.80	.00
PITNEY BOWES INC.	5/11/2009	2/18/2010	1,000.00	22,422.01	22,057.60	364.41	.00
PITNEY BOWES INC.	5/11/2009	3/25/2010	1,000.00	24,445.69	22,057.60	2,388.09	.00
RADIOSHACK CORP.	7/27/2010	8/23/2010	3,000.00	56,048.05	64,020.00	.00	7,971.95
RADIOSHACK CORP.	7/15/2010	8/23/2010	5,500.00	102,754.76	117,361.75	.00	14,606.99
RADIOSHACK CORP.	7/08/2010	8/23/2010	1,500.00	28,024.02	31,650.00	.00	3,625.98
RADIOSHACK CORP.	7/08/2010	9/01/2010	4,000.00	74,678.73	83,253.60	.00	8,574.87
RADIOSHACK CORP.	7/02/2010	9/01/2010	1,000.00	18,669.68	20,586.80	.00	1,917.12
RADIOSHACK CORP.	7/02/2010	9/09/2010	6,000.00	115,831.63	123,520.80	.00	7,689.17

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ROYAL DUTCH SHELL PLC	10/15/2009	2/18/2010	3,850.00	213,391.24	232,738.33	.00	19,347.09
ROYAL DUTCH SHELL PLC	10/15/2009	3/25/2010	3,850.00	221,547.36	232,738.32	.00	11,190.96
SCHLUMBERGER LTD	4/13/2009	2/18/2010	3,000.00	196,280.61	132,700.50	63,580.11	.00
SCHLUMBERGER LTD	4/13/2009	3/25/2010	3,000.00	186,927.93	132,700.50	54,227.43	.00
SYMANTEC	9/22/2009	2/18/2010	10,500.00	176,910.15	161,967.30	14,942.85	.00
SYMANTEC	9/22/2009	3/25/2010	10,500.00	178,602.73	161,967.30	16,635.43	.00
TIME WARNER CABLE INC.	5/11/2009	2/18/2010	2,738.00	125,929.70	93,475.32	32,454.38	.00
TIME WARNER CABLE INC.	5/11/2009	3/25/2010	2,736.00	139,990.31	93,404.58	46,585.73	.00
TRAVELERS COS INC.	1/15/2010	2/18/2010	3,250.00	168,212.66	157,818.70	10,393.96	.00
TRAVELERS COS INC.	1/15/2010	3/25/2010	3,250.00	176,094.79	157,818.70	18,276.09	.00
TYCO ELECTRONICS LTD F	5/11/2009	2/18/2010	2,450.00	63,958.89	43,348.60	20,610.29	.00
TYCO ELECTRONICS LTD F	5/11/2009	3/25/2010	2,450.00	69,012.43	43,348.58	25,663.85	.00
VANGUARD FTSE ALLWORLD EX	3/25/2010	7/01/2010	77,801.00	2,983,213.30	3,426,332.70	.00	443,119.40
VANGUARD FTSE ALLWORLD EX	3/25/2010	7/06/2010	40,260.00	1,595,718.36	1,773,038.32	.00	177,319.96
VANGUARD FTSE ALLWORLD EX	2/18/2010	7/06/2010	59,740.00	2,367,814.58	2,511,200.77	.00	143,386.19
VANGUARD FTSE ALLWORLD EX	2/18/2010	7/15/2010	30,000.00	1,241,768.99	1,261,065.00	.00	19,296.01
VANGUARD FTSE ALLWORLD EX	2/18/2010	7/22/2010	20,000.00	829,381.96	840,710.00	.00	11,328.04
VANGUARD FTSE ALLWORLD EX	2/18/2010	7/26/2010	16,000.00	677,137.34	672,568.00	4,569.34	.00
VANGUARD FTSE ALLWORLD EX	2/18/2010	7/28/2010	8,000.00	337,590.28	336,284.00	1,306.28	.00
VANGUARD FTSE ALLWORLD EX	2/18/2010	8/04/2010	8,996.00	391,546.97	378,151.36	13,395.61	.00
VANGUARD SMALL CAP	3/25/2010	6/30/2010	40,000.00	2,307,072.98	2,558,952.00	.00	251,879.02
VANGUARD SMALL CAP	3/25/2010	7/01/2010	20,000.00	1,109,483.23	1,279,476.00	.00	169,992.77
VANGUARD SMALL CAP	3/25/2010	7/02/2010	20,000.00	1,117,759.09	1,279,476.00	.00	161,716.91
VANGUARD SMALL CAP	3/25/2010	7/06/2010	29,419.00	1,648,665.82	1,882,045.22	.00	233,379.40
VANGUARD TOTAL STOCK MARK	2/18/2010	7/06/2010	20,000.00	1,055,336.15	1,127,304.00	.00	71,967.85

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VANGUARD TOTAL STOCK MARK	2/18/2010	7/15/2010	20,000.00	1,112,369.18	1,127,304.00	.00	14,934.82
VANGUARD TOTAL STOCK MARK	2/18/2010	7/22/2010	7,000.00	386,589.46	394,556.40	.00	7,966.94
VANGUARD TOTAL STOCK MARK	2/18/2010	7/28/2010	15,000.00	846,488.18	845,478.00	1,010.18	.00
VANGUARD TOTAL STOCK MARK	2/18/2010	8/04/2010	5,825.00	333,222.81	328,327.29	4,895.52	.00
VODAFONE GROUP PLC NEW	9/24/2009	2/18/2010	7,000.00	154,425.73	162,563.10	.00	8,137.37
VODAFONE GROUP PLC NEW	9/24/2009	3/25/2010	7,000.00	153,788.04	162,563.10	.00	8,775.06
XEROX CORP.	4/16/2009	2/18/2010	10,000.00	88,945.86	55,221.17	33,724.69	.00
XEROX CORP.	4/16/2009	3/25/2010	10,000.00	98,098.75	55,221.16	42,877.59	.00
*** CORPORATE STOCK-LUTHER KING	***		910,963.00	30,064,746.84	30,105,797.42	.00	41,050.58
U. S. GOVERNMENT SECURITY							
FANNIE MAE 2.125% 4/26/20	4/06/2010	10/26/2010	.00	1,500,000.00	1,500,000.00	.00	.00
FANNIE MAE 2.0% 5/10/2013	4/27/2010	11/10/2010	.00	1,750,000.00	1,750,000.00	.00	.00
FANNIE MAE 2.0% 1/15/2013	12/22/2009	7/15/2010	.00	1,000,000.00	1,000,000.00	.00	.00
*** U. S. GOVERNMENT SECURITY	***		.00	4,250,000.00	4,250,000.00	.00	.00
GRAND TOTALS			948,229.33	34,653,229.66	34,637,935.59	15,294.07	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
AOL INC.	3/31/2003	1/04/2010	8.82	209.40	190.45	18.95	.00
BAKER HUGHES, INC.	11/19/2008	5/18/2010	300.00	14,135.22	9,403.71	4,731.51	.00
CARMAX INC.	12/03/2007	12/07/2010	200.00	6,953.70	4,591.00	2,362.70	.00
CARMAX INC.	12/03/2007	12/08/2010	200.00	6,913.26	4,591.00	2,322.26	.00
CARMAX INC.	12/03/2007	12/09/2010	200.00	6,934.00	4,591.00	2,343.00	.00
CARMAX INC.	12/03/2007	12/13/2010	200.00	6,919.58	4,591.00	2,328.58	.00
CARMAX INC.	12/03/2007	12/14/2010	200.00	6,932.18	4,591.00	2,341.18	.00
CARMAX INC.	12/03/2007	12/14/2010	200.00	6,926.28	4,591.00	2,335.28	.00
CARMAX INC.	12/03/2007	12/15/2010	200.00	6,953.12	4,591.00	2,362.12	.00
CARMAX INC.	12/03/2007	12/16/2010	200.00	6,997.24	4,591.00	2,406.24	.00
CARMAX INC.	12/03/2007	12/17/2010	300.00	10,582.89	6,886.50	3,696.39	.00
CEMEX SAB DE CV	11/20/2006	6/21/2010	.88	9.82	26.02	.00	16.20
CITRIX SYSTEMS, INC.	3/01/2010	7/09/2007	100.00	4,361.33	3,393.42	967.91	.00
CITRIX SYSTEMS, INC.	6/28/2007	2/24/2010	200.00	8,831.64	6,792.14	2,039.50	.00
CITRIX SYSTEMS, INC.	6/28/2007	2/24/2010	200.00	8,817.50	6,792.14	2,025.36	.00
CITRIX SYSTEMS, INC.	6/18/2007	2/25/2010	200.00	8,524.31	6,790.82	1,733.49	.00
CITRIX SYSTEMS, INC.	7/09/2007	2/26/2010	200.00	8,581.35	6,786.84	1,794.51	.00
CITRIX SYSTEMS, INC.	7/09/2007	3/01/2010	100.00	4,361.33	3,391.00	970.33	.00
CITRIX SYSTEMS, INC.	7/09/2007	3/02/2010	100.00	4,368.14	3,391.00	977.14	.00
CITRIX SYSTEMS, INC.	6/19/2007	3/02/2010	100.00	4,368.14	3,390.70	977.44	.00
CITRIX SYSTEMS, INC.	6/19/2007	3/03/2010	300.00	13,188.70	10,172.10	3,016.60	.00
CITRIX SYSTEMS, INC.	7/05/2007	4/27/2010	200.00	9,525.47	6,776.00	2,749.47	.00
CITRIX SYSTEMS, INC.	6/20/2007	4/28/2010	200.00	9,513.83	6,752.80	2,761.03	.00
CITRIX SYSTEMS, INC.	6/29/2007	4/29/2010	200.00	9,520.21	6,740.80	2,779.41	.00

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CITRIX SYSTEMS, INC.	7/03/2007	5/03/2010	200.00	9,546.18	6,733.20	2,812.98	.00
CITRIX SYSTEMS, INC.	7/02/2007	5/03/2010	200.00	9,546.17	6,725.00	2,821.17	.00
CITRIX SYSTEMS, INC.	6/22/2007	5/05/2010	200.00	9,218.20	6,694.00	2,524.20	.00
CITRIX SYSTEMS, INC.	6/22/2007	5/06/2010	200.00	9,233.16	6,686.04	2,547.12	.00
CITRIX SYSTEMS, INC.	6/25/2007	5/10/2010	200.00	9,338.20	6,597.30	2,740.90	.00
CITRIX SYSTEMS, INC.	6/26/2007	5/11/2010	200.00	9,369.84	6,594.48	2,775.36	.00
CITRIX SYSTEMS, INC.	10/17/2008	8/13/2010	200.00	11,438.28	4,229.98	7,208.30	.00
CITRIX SYSTEMS, INC.	10/21/2008	8/13/2010	200.00	11,450.80	4,186.12	7,264.68	.00
CITRIX SYSTEMS, INC.	10/13/2008	8/16/2010	200.00	11,469.22	4,164.00	7,305.22	.00
CITRIX SYSTEMS, INC.	10/16/2008	8/17/2010	200.00	11,693.44	4,105.26	7,588.18	.00
CITRIX SYSTEMS, INC.	10/09/2008	8/24/2010	200.00	11,707.38	4,056.84	7,650.54	.00
CITRIX SYSTEMS, INC.	10/09/2008	8/25/2010	200.00	11,587.34	4,056.84	7,530.50	.00
CITRIX SYSTEMS, INC.	10/09/2008	8/26/2010	200.00	11,710.36	4,056.84	7,653.52	.00
CITRIX SYSTEMS, INC.	10/09/2008	8/27/2010	200.00	11,704.66	4,056.84	7,647.82	.00
CITRIX SYSTEMS, INC.	10/16/2008	8/31/2010	200.00	11,619.64	4,009.44	7,610.20	.00
CITRIX SYSTEMS, INC.	10/10/2008	9/01/2010	200.00	12,058.59	3,935.26	8,123.33	.00
CITRIX SYSTEMS, INC.	10/10/2008	9/01/2010	200.00	11,959.79	3,935.26	8,024.53	.00
COMCAST CORP.	7/16/2004	9/14/2010	150.00	2,679.55	2,806.89	.00	127.34
DIRECTV	9/28/2004	11/02/2010	20.00	882.88	237.37	645.51	.00
DIRECTV	9/27/2004	11/02/2010	180.00	7,945.91	2,131.48	5,814.43	.00
DIRECTV	9/27/2004	11/03/2010	120.00	5,289.58	1,420.98	3,868.60	.00
DIRECTV	8/11/2004	11/03/2010	180.00	7,934.37	2,131.09	5,803.28	.00
DIRECTV	8/11/2004	11/04/2010	120.00	5,191.18	1,420.72	3,770.46	.00
DIRECTV	8/12/2004	11/04/2010	80.00	3,460.79	944.45	2,516.34	.00
DIRECTV	8/12/2004	11/11/2010	200.00	8,614.09	2,361.12	6,252.97	.00

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DOW CHEM CO.	6/04/2007	1/08/2010	200.00	6,220.02	9,201.00	.00	2,980.98
DOW CHEM CO.	6/04/2007	1/11/2010	200.00	6,183.84	9,201.00	.00	3,017.16
DOW CHEM CO.	6/04/2007	1/12/2010	200.00	6,155.72	9,201.00	.00	3,045.28
DOW CHEM CO.	6/04/2007	1/13/2010	200.00	6,121.66	9,201.00	.00	3,079.34
DOW CHEM CO.	6/04/2007	1/14/2010	200.00	6,104.14	9,201.00	.00	3,096.86
DOW CHEM CO.	6/04/2007	1/19/2010	200.00	6,094.30	9,201.00	.00	3,106.70
DOW CHEM CO.	6/04/2007	1/21/2010	200.00	6,053.84	9,201.00	.00	3,147.16
DOW CHEM CO.	6/04/2007	3/16/2010	200.00	6,085.52	9,201.00	.00	3,115.48
EATON CORPORATION	1/09/2009	9/28/2010	200.00	16,491.36	9,992.66	6,498.70	.00
EATON CORPORATION	1/07/2009	9/29/2010	200.00	16,535.86	9,955.28	6,580.58	.00
EATON CORPORATION	1/07/2009	9/30/2010	200.00	16,590.87	9,955.28	6,635.59	.00
EATON CORPORATION	1/12/2009	10/01/2010	200.00	16,597.97	9,907.14	6,690.83	.00
EATON CORPORATION	1/12/2009	10/05/2010	100.00	8,341.32	4,953.57	3,387.75	.00
EATON CORPORATION	1/13/2009	10/05/2010	100.00	8,341.31	4,902.08	3,439.23	.00
EATON CORPORATION	1/13/2009	10/06/2010	100.00	8,353.11	4,902.08	3,451.03	.00
EATON CORPORATION	1/15/2009	10/06/2010	100.00	8,353.10	4,762.15	3,590.95	.00
EATON CORPORATION	1/15/2009	12/08/2010	100.00	9,966.18	4,762.15	5,204.03	.00
EATON CORPORATION	1/14/2009	12/08/2010	100.00	9,966.18	4,751.22	5,214.96	.00
EATON CORPORATION	1/14/2009	12/08/2010	100.00	10,007.12	4,751.22	5,255.90	.00
EATON CORPORATION	4/16/2009	12/08/2010	100.00	10,007.12	4,208.57	5,798.55	.00
EATON CORPORATION	4/16/2009	12/10/2010	200.00	19,919.60	8,417.14	11,502.46	.00
EATON CORPORATION	4/16/2009	12/13/2010	100.00	9,950.44	4,208.57	5,741.87	.00
EATON CORPORATION	4/15/2009	12/13/2010	100.00	9,950.44	4,207.81	5,742.63	.00
EATON CORPORATION	4/15/2009	12/15/2010	100.00	9,987.64	4,207.81	5,779.83	.00
EATON CORPORATION	4/14/2009	12/15/2010	100.00	9,987.64	4,174.64	5,813.00	.00

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EATON CORPORATION	4/14/2009	12/16/2010	100.00	10,077.06	4,174.64	5,902.42	.00
EATON CORPORATION	4/21/2009	12/16/2010	200.00	20,154.11	8,095.16	12,058.95	.00
MACYS INC (FED DEPT STORE	4/04/2003	4/13/2010	3,216.00	74,754.65	107,218.76	.00	32,464.11
MACYS INC (FED DEPT STORE	8/20/2007	4/13/2010	1,984.00	46,117.30	61,632.96	.00	15,515.66
MACYS INC (FED DEPT STORE	4/10/2008	4/13/2010	300.00	6,973.38	7,066.50	.00	93.12
MACYS INC (FED DEPT STORE	4/10/2008	12/01/2010	200.00	5,158.77	4,711.00	447.77	.00
MACYS INC (FED DEPT STORE	4/10/2008	12/02/2010	600.00	15,312.76	14,133.00	1,179.76	.00
MACYS INC (FED DEPT STORE	4/10/2008	12/06/2010	300.00	7,576.88	7,066.50	510.38	.00
MACYS INC (FED DEPT STORE	4/10/2008	12/07/2010	300.00	7,714.96	7,066.50	648.46	.00
MACYS INC (FED DEPT STORE	4/10/2008	12/08/2010	100.00	2,561.13	2,355.50	205.63	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/08/2010	100.00	2,561.12	2,298.63	262.49	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/09/2010	200.00	5,103.77	4,597.26	506.51	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/10/2010	200.00	5,098.17	4,597.26	500.91	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/14/2010	200.00	5,045.01	4,597.26	447.75	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/15/2010	200.00	5,056.91	4,597.26	459.65	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/16/2010	700.00	17,898.83	16,090.41	1,808.42	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/17/2010	600.00	15,481.77	13,791.78	1,689.99	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/17/2010	400.00	10,413.14	9,194.52	1,218.62	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/21/2010	400.00	10,435.34	9,194.52	1,240.82	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/22/2010	400.00	10,315.14	9,194.52	1,120.62	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/23/2010	200.00	5,145.91	4,597.26	548.65	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/27/2010	200.00	5,048.93	4,597.26	451.67	.00
MACYS INC (FED DEPT STORE	6/05/2008	12/30/2010	200.00	5,059.95	4,597.26	462.69	.00
FEDEX CORP.	2/01/2008	9/02/2010	500.00	40,577.81	46,147.50	.00	5,569.69
HOME DEPOT INC.	4/05/2007	5/28/2010	300.00	10,205.73	11,394.00	.00	1,188.27

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
HOME DEPOT INC.	5/01/2007	5/28/2010	200.00	6,803.83	7,594.72	.00	790.89
HOME DEPOT INC.	4/30/2007	5/28/2010	200.00	6,803.82	7,587.56	.00	783.74
HOME DEPOT INC.	4/13/2007	6/01/2010	400.00	13,551.21	15,157.00	.00	1,605.79
HOME DEPOT INC.	6/08/2007	6/02/2010	200.00	6,728.36	7,552.66	.00	824.30
HOME DEPOT INC.	6/07/2007	6/02/2010	300.00	10,092.55	11,323.68	.00	1,231.13
HOME DEPOT INC.	6/11/2007	6/02/2010	100.00	3,364.18	3,774.14	.00	409.96
HOME DEPOT INC.	6/11/2007	6/03/2010	200.00	6,706.62	7,548.28	.00	841.66
HSBC HOLDINGS PLC	6/04/2007	5/25/2010	300.00	13,405.27	27,868.41	.00	14,463.14
HSBC HOLDINGS PLC	4/27/2007	5/25/2010	200.00	8,936.85	18,568.82	.00	9,631.97
HSBC HOLDINGS PLC	5/24/2007	5/25/2010	200.00	8,936.85	18,566.92	.00	9,630.07
HSBC HOLDINGS PLC	5/23/2007	5/25/2010	242.00	10,813.58	22,462.90	.00	11,649.32
KONINKLIJKE PHILIPS ELECT	9/01/2006	5/27/2010	200.00	5,992.22	6,845.54	.00	853.32
KONINKLIJKE PHILIPS ELECT	9/05/2006	5/27/2010	200.00	5,992.21	6,837.30	.00	845.09
KONINKLIJKE PHILIPS ELECT	9/19/2006	5/27/2010	100.00	2,996.11	3,415.03	.00	418.92
KONINKLIJKE PHILIPS ELECT	9/19/2006	5/28/2010	300.00	9,143.30	10,245.09	.00	1,101.79
KONINKLIJKE PHILIPS ELECT	8/30/2006	6/01/2010	200.00	5,856.40	6,826.76	.00	970.36
KONINKLIJKE PHILIPS ELECT	9/06/2006	6/01/2010	200.00	5,856.40	6,821.08	.00	964.68
KONINKLIJKE PHILIPS ELECT	8/28/2006	6/01/2010	200.00	5,856.40	6,768.64	.00	912.24
KONINKLIJKE PHILIPS ELECT	8/25/2006	6/01/2010	300.00	8,784.60	10,146.09	.00	1,361.49
KONINKLIJKE PHILIPS ELECT	8/25/2006	6/02/2010	100.00	2,955.76	3,382.03	.00	426.27
KONINKLIJKE PHILIPS ELECT	9/07/2006	6/02/2010	200.00	5,911.52	6,744.28	.00	832.76
KONINKLIJKE PHILIPS ELECT	9/08/2006	6/02/2010	100.00	2,955.76	3,362.65	.00	406.89
KONINKLIJKE PHILIPS ELECT	9/08/2006	6/03/2010	100.00	3,030.08	3,362.65	.00	332.57
KONINKLIJKE PHILIPS ELECT	9/11/2006	6/03/2010	200.00	6,060.16	6,720.82	.00	660.66
LIBERTY MEDIA HOLDING INT	10/25/2004	11/30/2010	300.00	4,626.64	5,038.69	.00	412.05

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
LIBERTY MEDIA HOLDING INT	10/15/2004	11/30/2010	100.00	1,542.21	1,676.21	.00	134.00
LIBERTY MEDIA HOLDING INT	10/15/2004	12/01/2010	275.00	4,321.99	4,609.56	.00	287.57
LIBERTY MEDIA HOLDING INT	10/14/2004	12/01/2010	450.00	7,072.35	7,538.18	.00	465.83
LIBERTY MEDIA HOLDING INT	5/22/2008	12/01/2010	275.00	4,321.99	4,598.99	.00	277.00
LIBERTY MEDIA HOLDING INT	5/22/2008	12/02/2010	900.00	14,327.75	15,051.24	.00	723.49
LIBERTY MEDIA HOLDING INT	5/22/2008	12/03/2010	900.00	14,321.36	15,051.24	.00	729.88
LIBERTY MEDIA HOLDING INT	5/22/2008	12/06/2010	400.00	6,377.89	6,689.44	.00	311.55
LIBERTY MEDIA HOLDING INT	5/22/2008	12/08/2010	400.00	6,421.13	6,689.44	.00	268.31
LIBERTY MEDIA HOLDING INT	5/22/2008	12/08/2010	400.00	6,399.89	6,689.44	.00	289.55
LIBERTY MEDIA HOLDING INT	5/22/2008	12/09/2010	600.00	9,581.83	10,034.16	.00	452.33
LIBERTY MEDIA CORP NEW ST	9/28/2004	5/25/2010	2.00	100.85	37.12	63.73	.00
LIBERTY MEDIA CORP NEW ST	9/27/2004	5/25/2010	30.00	1,512.72	555.87	956.85	.00
LIBERTY MEDIA CORP NEW ST	8/11/2004	5/25/2010	30.00	1,512.72	555.77	956.95	.00
LIBERTY MEDIA CORP NEW ST	8/12/2004	5/25/2010	30.00	1,512.72	554.18	958.54	.00
LIBERTY MEDIA CORP NEW ST	8/10/2004	5/25/2010	34.00	1,714.42	627.04	1,087.38	.00
LIBERTY MEDIA CORP NEW ST	8/04/2004	5/25/2010	34.00	1,714.42	624.91	1,089.51	.00
LIBERTY MEDIA CORP NEW ST	8/09/2004	5/25/2010	30.00	1,512.73	547.16	965.57	.00
MOLEX INC.	10/25/2007	9/02/2010	200.00	3,176.85	5,376.62	.00	2,199.77
MOLEX INC.	9/20/2007	9/02/2010	200.00	3,176.85	5,198.56	.00	2,021.71
MOLEX INC.	10/11/2007	9/02/2010	200.00	3,176.85	5,184.54	.00	2,007.69
MOLEX INC.	9/24/2007	9/02/2010	200.00	3,176.85	5,173.38	.00	1,996.53
MOLEX INC.	10/09/2007	9/02/2010	200.00	3,176.85	5,162.16	.00	1,985.31
MOLEX INC.	10/08/2007	9/02/2010	200.00	3,176.85	5,143.40	.00	1,966.55
MOLEX INC.	9/25/2007	9/02/2010	200.00	3,176.84	5,137.66	.00	1,960.82
MOLEX INC.	9/25/2007	9/02/2010	200.00	3,176.85	5,133.08	.00	1,956.23

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MOLEX INC.	9/26/2007	9/02/2010	200.00	3,176.84	5,132.00	.00	1,955.16
MOLEX INC.	10/02/2007	9/02/2010	200.00	3,176.85	5,130.30	.00	1,953.45
MOLEX INC.	10/01/2007	9/02/2010	200.00	3,176.84	5,121.54	.00	1,944.70
MOLEX INC.	9/27/2007	9/02/2010	200.00	3,176.85	5,119.62	.00	1,942.77
MOLEX INC.	10/15/2007	9/02/2010	200.00	3,176.84	5,119.38	.00	1,942.54
MOLEX INC.	10/17/2007	9/02/2010	200.00	3,176.84	5,074.24	.00	1,897.40
MOLEX INC.	10/03/2007	9/02/2010	400.00	6,353.69	10,117.08	.00	3,763.39
MOLEX INC.	9/06/2007	9/02/2010	200.00	3,176.85	5,019.42	.00	1,842.57
MOLEX INC.	9/17/2007	9/02/2010	400.00	6,353.69	9,986.68	.00	3,632.99
MOLEX INC.	9/04/2007	9/02/2010	200.00	3,176.84	4,986.00	.00	1,809.16
MOLEX INC.	9/05/2007	9/02/2010	200.00	3,176.85	4,976.32	.00	1,799.47
MOLEX INC.	8/30/2007	9/02/2010	400.00	6,353.69	9,940.08	.00	3,586.39
MOLEX INC.	9/12/2007	9/02/2010	200.00	3,176.84	4,955.70	.00	1,778.86
MOLEX INC.	9/13/2007	9/02/2010	200.00	3,176.85	4,953.38	.00	1,776.53
NOVARTIS AG	5/31/2007	8/31/2010	200.00	10,496.52	11,231.94	.00	735.42
NOVARTIS AG	5/25/2007	9/01/2010	200.00	10,603.04	11,222.38	.00	619.34
NOVARTIS AG	6/07/2007	9/02/2010	200.00	10,587.06	11,205.90	.00	618.84
TRAVELERS COS, INC.	10/14/2004	5/25/2010	600.00	28,748.51	20,013.78	8,734.73	.00
SCHLUMBERGER LTD	10/15/2008	12/15/2010	200.00	16,237.99	11,102.82	5,135.17	.00
SCHLUMBERGER LTD	11/14/2008	12/15/2010	200.00	16,237.98	9,793.04	6,444.94	.00
SCHLUMBERGER LTD	11/14/2008	12/16/2010	300.00	24,262.65	14,689.56	9,573.09	.00
SONY CORP.	4/21/2003	10/20/2010	1,000.00	33,245.43	32,072.30	1,173.13	.00
TIME WARNER CABLE, INC.	10/17/2007	9/15/2010	200.00	11,129.31	10,973.91	155.40	.00
UNITEDHEALTH GROUP INC.	10/19/2007	1/20/2010	200.00	6,897.31	9,526.92	.00	2,629.61
UNITEDHEALTH GROUP INC.	10/19/2007	1/21/2010	200.00	6,865.21	9,526.92	.00	2,661.71

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
UNITEDHEALTH GROUP INC.	10/19/2007	1/28/2010	200.00	6,751.31	9,526.92	.00	2,775.61
UNITEDHEALTH GROUP INC.	10/19/2007	1/29/2010	300.00	10,058.00	14,290.38	.00	4,232.38
UNITEDHEALTH GROUP INC.	10/19/2007	3/09/2010	200.00	6,639.91	9,526.92	.00	2,887.01
UNITEDHEALTH GROUP INC.	4/10/2008	3/10/2010	200.00	6,678.95	7,415.00	.00	736.05
UNITEDHEALTH GROUP INC.	4/10/2008	3/11/2010	300.00	9,999.95	11,122.50	.00	1,122.55
UNITEDHEALTH GROUP INC.	6/12/2008	3/11/2010	100.00	3,333.32	3,008.00	325.32	.00
UNITEDHEALTH GROUP INC.	6/12/2008	3/12/2010	200.00	6,667.25	6,016.00	651.25	.00
UNITEDHEALTH GROUP INC.	6/12/2008	3/16/2010	300.00	9,817.34	9,024.00	793.34	.00
UNITEDHEALTH GROUP INC.	6/12/2008	3/17/2010	200.00	6,546.87	6,016.00	530.87	.00
UNITEDHEALTH GROUP INC.	6/12/2008	4/07/2010	400.00	13,335.09	12,032.00	1,303.09	.00
UNITEDHEALTH GROUP INC.	6/12/2008	4/08/2010	200.00	6,532.90	6,016.00	516.90	.00
UNITEDHEALTH GROUP INC.	6/12/2008	4/30/2010	400.00	12,347.39	12,032.00	315.39	.00
UNITEDHEALTH GROUP INC.	6/12/2008	5/04/2010	400.00	11,997.95	12,032.00	.00	34.05
UNITEDHEALTH GROUP INC.	6/12/2008	5/05/2010	200.00	5,999.45	6,016.00	.00	16.55
UNITEDHEALTH GROUP INC.	6/12/2008	5/06/2010	200.00	6,025.99	6,016.00	9.99	.00
UNITEDHEALTH GROUP INC.	6/12/2008	5/11/2010	200.00	5,993.89	6,016.00	.00	22.11
UNITEDHEALTH GROUP INC.	6/12/2008	5/12/2010	300.00	9,030.86	9,024.00	6.86	.00
UNITEDHEALTH GROUP INC.	10/27/2008	5/12/2010	100.00	3,010.29	2,184.77	825.52	.00
UNITEDHEALTH GROUP INC.	10/27/2008	5/13/2010	200.00	6,073.89	4,369.54	1,704.35	.00
UNITEDHEALTH GROUP INC.	10/27/2008	5/17/2010	200.00	6,087.25	4,369.54	1,717.71	.00
UNITEDHEALTH GROUP INC.	10/27/2008	5/17/2010	100.00	3,043.01	2,184.77	858.24	.00
UNITEDHEALTH GROUP INC.	10/27/2008	5/17/2010	100.00	3,036.61	2,184.77	851.84	.00
UNITEDHEALTH GROUP INC.	10/27/2008	5/18/2010	200.00	6,125.85	4,369.54	1,756.31	.00
UNITEDHEALTH GROUP INC.	10/27/2008	5/26/2010	200.00	5,817.90	4,369.54	1,448.36	.00
UNITEDHEALTH GROUP INC.	10/27/2008	5/26/2010	200.00	5,823.90	4,369.54	1,454.36	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
UNITEDHEALTH GROUP INC.	10/27/2008	5/27/2010	200.00	5,836.56	4,369.54	1,467.02	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/08/2010	200.00	6,188.75	4,369.54	1,819.21	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/09/2010	200.00	6,210.43	4,369.54	1,840.89	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/10/2010	400.00	12,273.43	8,739.08	3,534.35	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/11/2010	400.00	12,243.51	8,739.08	3,504.43	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/14/2010	200.00	6,155.03	4,369.54	1,785.49	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/15/2010	400.00	12,419.02	8,739.08	3,679.94	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/17/2010	600.00	18,867.64	13,108.62	5,759.02	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/18/2010	200.00	6,253.89	4,369.54	1,884.35	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/21/2010	200.00	6,272.71	4,369.54	1,903.17	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/22/2010	200.00	6,231.93	4,369.54	1,862.39	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/23/2010	200.00	6,099.21	4,369.54	1,729.67	.00
UNITEDHEALTH GROUP INC.	10/27/2008	6/24/2010	300.00	8,947.79	6,554.31	2,393.48	.00
WELLPOINT INC.	3/14/2008	1/20/2010	100.00	6,758.25	4,722.23	2,036.02	.00
WELLPOINT INC.	4/14/2008	1/20/2010	100.00	6,758.25	4,629.58	2,128.67	.00
WELLPOINT INC.	4/14/2008	1/21/2010	100.00	6,648.20	4,629.58	2,018.62	.00
WELLPOINT INC.	4/11/2008	1/21/2010	100.00	6,648.19	4,605.34	2,042.85	.00
WELLPOINT INC.	4/11/2008	1/22/2010	200.00	13,252.07	9,210.68	4,041.39	.00
WELLPOINT INC.	4/11/2008	1/25/2010	200.00	13,197.53	9,210.68	3,986.85	.00
WELLPOINT INC.	4/11/2008	1/28/2010	200.00	13,168.17	9,210.68	3,957.49	.00
WELLPOINT INC.	4/11/2008	3/09/2010	200.00	12,312.74	9,210.68	3,102.06	.00
WELLPOINT INC.	4/23/2008	3/09/2010	200.00	12,312.74	9,082.00	3,230.74	.00
WELLPOINT INC.	12/02/2002	3/10/2010	300.00	18,825.27	9,768.55	9,056.72	.00
WELLPOINT INC.	12/02/2002	4/07/2010	200.00	12,694.70	6,512.37	6,182.33	.00
WELLPOINT INC.	12/02/2002	4/07/2010	200.00	12,844.50	6,512.37	6,332.13	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WELLPOINT INC.	12/02/2002	7/27/2010	200.00	10,566.70	6,512.37	4,054.33	.00
WELLPOINT INC.	12/02/2002	7/30/2010	300.00	15,303.22	9,768.56	5,534.66	.00
WELLPOINT INC.	12/02/2002	8/17/2010	100.00	5,235.41	3,256.18	1,979.23	.00
WELLPOINT INC.	5/25/2001	8/17/2010	100.00	5,235.41	2,116.07	3,119.34	.00
WELLPOINT INC.	5/25/2001	8/18/2010	200.00	10,393.82	4,232.13	6,161.69	.00
WELLPOINT INC.	5/25/2001	8/19/2010	100.00	5,146.91	2,116.06	3,030.85	.00
WELLPOINT INC.	3/21/2002	8/19/2010	100.00	5,146.91	1,580.19	3,566.72	.00
WELLPOINT INC.	3/21/2002	8/26/2010	200.00	10,302.16	3,160.37	7,141.79	.00
WELLPOINT INC.	3/21/2002	9/14/2010	200.00	11,158.81	3,160.38	7,998.43	.00
WELLPOINT INC.	3/21/2002	9/15/2010	200.00	10,886.33	3,160.37	7,725.96	.00
WELLPOINT INC.	3/21/2002	9/16/2010	100.00	5,446.04	1,580.19	3,865.85	.00
WELLPOINT INC.	3/21/2002	9/16/2010	100.00	5,446.03	1,298.34	4,147.69	.00
WELLPOINT INC.	3/21/2002	9/17/2010	200.00	10,930.51	2,596.67	8,333.84	.00
WELLPOINT INC.	3/21/2002	9/20/2010	300.00	16,486.85	3,895.00	12,591.85	.00
WELLPOINT INC.	3/21/2002	9/29/2010	200.00	11,133.59	2,596.67	8,536.92	.00
WELLPOINT INC.	3/21/2002	9/30/2010	200.00	11,344.48	2,596.67	8,747.81	.00
WELLPOINT INC.	3/21/2002	10/01/2010	200.00	11,093.81	2,596.67	8,497.14	.00
WELLPOINT INC.	3/21/2002	10/05/2010	200.00	11,061.91	2,596.67	8,465.24	.00
WELLPOINT INC.	3/21/2002	10/07/2010	200.00	10,990.77	2,596.67	8,394.10	.00
WELLPOINT INC.	3/21/2002	10/12/2010	200.00	11,094.93	2,596.67	8,498.26	.00
WELLPOINT INC.	3/21/2002	10/12/2010	200.00	11,109.01	2,596.67	8,512.34	.00
WELLPOINT INC.	3/21/2002	10/13/2010	200.00	11,308.36	2,596.67	8,711.69	.00
WELLPOINT INC.	3/21/2002	10/15/2010	200.00	11,515.02	2,596.67	8,918.35	.00
WELLPOINT INC.	3/21/2002	10/18/2010	200.00	11,597.86	2,596.67	9,001.19	.00
WELLPOINT INC.	3/21/2002	10/18/2010	200.00	11,538.80	2,596.67	8,942.13	.00
*** CORPORATE STOCK-DODGE		***	59,291.70	2,188,124.16	1,786,137.34	401,986.82	.00

CORPORATE STOCK-SAROFIM

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA CORP.	3/26/2004	10/27/2010	4,000.00	46,005.22	160,434.00	.00	114,428.78
BANK OF AMERICA CORP.	11/26/2003	10/27/2010	6,000.00	69,007.82	225,330.00	.00	156,322.18
FLUOR CORP	7/10/2007	10/27/2010	3,000.00	145,604.03	174,975.00	.00	29,370.97
FOMENTO ECONOMICO MEXICAN	6/10/2008	10/27/2010	2,000.00	104,785.22	84,889.00	19,896.22	.00
HSBC HOLDINGS	12/01/2004	5/20/2010	3,060.00	138,506.11	257,438.70	.00	118,932.59
HSBC HOLDINGS	7/21/2005	5/20/2010	3,060.00	138,506.11	245,624.17	.00	107,118.06
HSBC HOLDINGS	4/08/2009	5/20/2010	2,550.00	115,421.75	47,143.27	68,278.48	.00
LILLY ELI & CO.	5/17/2001	3/12/2010	2,000.00	71,286.09	174,602.00	.00	103,315.91
LILLY ELI & CO.	3/28/2001	3/12/2010	2,000.00	71,286.09	151,720.00	.00	80,433.91
PATRIOT COAL CORP.	11/05/2007	3/12/2010	800.00	16,196.83	12,581.18	3,615.65	.00
PEABODY ENERGY CORPORATIO	7/10/2007	3/12/2010	4,000.00	194,126.73	187,756.03	6,370.70	.00
PROCTER & GAMBLE CO.	6/24/2003	3/12/2010	2,000.00	126,178.39	92,050.00	34,128.39	.00
TARGET CORP.	7/19/2006	3/12/2010	3,000.00	158,128.89	138,249.00	19,879.89	.00
TRANSOCEAN INC NEW	9/30/2008	5/20/2010	500.00	29,854.49	55,021.00	.00	25,166.51
TRANSOCEAN INC NEW	11/27/2007	5/20/2010	1,399.00	83,532.88	104,541.00	.00	21,008.12
*** CORPORATE STOCK-SAROFIM	***		39,369.00	1,508,426.65	2,112,354.35	.00	603,927.70
BONDS-OTHER							
IRVING, TEX.	5/31/1996	1/22/2010	.00	2,400.00	2,400.00	.00	.00
*** BONDS-OTHER	***		.00	2,400.00	2,400.00	.00	.00
CORPORATE STOCK-LUTHER KING							
AOL INC.	5/31/2008	2/18/2010	931.00	22,539.22	23,454.49	.00	915.27
AOL INC.	5/31/2008	3/25/2010	930.00	24,188.71	23,428.73	759.98	.00
AEGON NV ORD	7/22/2008	2/18/2010	8,000.00	48,032.99	94,203.60	.00	46,170.61

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AEGON NV ORD	7/22/2008	3/25/2010	8,000.00	53,405.71	94,203.60	.00	40,797.89
AMGEN INC.	5/31/2008	2/18/2010	5,500.00	314,553.65	241,010.00	73,543.65	.00
AMGEN INC.	5/31/2008	3/25/2010	5,500.00	327,441.09	241,010.00	86,431.09	.00
BAKER HUGHES INC.	10/15/2008	2/18/2010	3,500.00	168,134.02	133,870.46	34,263.56	.00
BAKER HUGHES INC.	10/15/2008	3/25/2010	3,500.00	161,344.44	133,870.44	27,474.00	.00
BOSTON SCIENTIFIC CORP.S	5/31/2008	2/18/2010	16,950.00	131,342.18	223,951.88	.00	92,609.70
BOSTON SCIENTIFIC CORP.S	5/31/2008	3/25/2010	16,950.00	118,139.99	223,951.87	.00	105,811.88
CAPITAL ONE FINL CORP.	5/31/2008	2/18/2010	8,850.00	326,143.13	361,697.86	.00	35,554.73
CAPITAL ONE FINL CORP.	5/31/2008	3/25/2010	8,850.00	377,006.09	361,697.84	15,308.25	.00
CAREFUSION CORP.	5/31/2008	2/18/2010	4,750.00	124,315.90	145,199.98	.00	20,884.08
CAREFUSION CORP.	5/31/2008	3/25/2010	4,750.00	118,729.49	145,199.96	.00	26,470.47
CARMAX INC.	9/29/2008	2/18/2010	7,750.00	163,457.82	103,562.06	59,895.76	.00
CARMAX INC.	9/29/2008	3/25/2010	7,750.00	190,367.03	103,562.04	86,804.99	.00
CEMEX SAB DE CV	7/11/2008	2/18/2010	10,400.00	99,073.30	198,821.80	.00	99,748.50
CEMEX SAB DE CV	7/11/2008	3/25/2010	10,400.00	109,510.60	198,821.80	.00	89,311.20
CHEVRON CORP NEW	5/31/2008	2/18/2010	4,500.00	327,911.28	444,780.00	.00	116,868.72
CHEVRON CORP NEW	5/31/2008	3/25/2010	4,500.00	334,571.20	444,780.00	.00	110,208.80
CITRIX SYSTEMS, INC.	10/24/2008	2/18/2010	4,000.00	175,890.96	82,543.56	93,347.40	.00
CITRIX SYSTEMS, INC.	10/24/2008	3/25/2010	4,000.00	194,757.52	82,543.55	112,213.97	.00
COMCAST CORP.	5/31/2008	2/18/2010	28,502.00	444,839.30	606,723.18	.00	161,883.88
COMCAST CORP.	5/31/2008	3/25/2010	28,498.00	524,926.48	606,590.54	.00	81,664.06
COMPUTER SCIENCES CORP.	7/29/2008	2/18/2010	3,000.00	156,232.01	140,098.50	16,133.51	.00
COMPUTER SCIENCES CORP.	7/29/2008	3/25/2010	3,000.00	164,778.01	140,098.50	24,679.51	.00
COMPUWARE CORP.	5/31/2008	2/18/2010	18,000.00	129,519.14	182,340.00	.00	52,820.86
COMPUWARE CORP.	5/31/2008	3/25/2010	18,000.00	152,278.05	182,340.00	.00	30,061.95

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COVIDIEN LIMITED	5/31/2008	2/18/2010	3,626.00	183,726.35	180,647.32	3,079.03	.00
COVIDIEN LIMITED	5/31/2008	3/25/2010	3,624.00	181,252.06	180,529.56	722.50	.00
DOW CHEM CO.	5/31/2008	2/18/2010	12,000.00	345,284.81	482,760.00	.00	137,475.19
DOW CHEM CO.	5/31/2008	3/25/2010	12,000.00	366,547.34	482,760.00	.00	116,212.66
EBAY INC.	5/31/2008	2/18/2010	7,000.00	158,407.98	195,831.89	.00	37,423.91
EBAY INC.	5/31/2008	3/25/2010	7,000.00	194,381.23	195,831.86	.00	1,450.63
FEDEX CORP.	5/31/2008	2/18/2010	4,500.00	357,784.60	411,525.00	.00	53,740.40
FEDEX CORP.	5/31/2008	3/25/2010	4,500.00	408,281.16	411,525.00	.00	3,243.84
GENERAL ELEC CO.	5/31/2008	2/18/2010	19,000.00	306,500.30	526,364.09	.00	219,863.79
GENERAL ELEC CO.	5/31/2008	3/25/2010	19,000.00	352,232.71	526,364.06	.00	174,131.35
GLAXO WELLCOME PLC	7/22/2008	2/18/2010	11,800.00	460,014.79	534,352.76	.00	74,337.97
GLAXO WELLCOME PLC	7/22/2008	3/25/2010	11,800.00	454,311.92	534,352.74	.00	80,040.82
HEWLETT PACKARD CO.	5/31/2008	2/18/2010	12,500.00	628,833.26	559,276.76	69,556.50	.00
HEWLETT PACKARD CO.	5/31/2008	3/25/2010	12,500.00	666,991.52	559,276.74	107,714.78	.00
HOME DEPOT INC.	7/11/2008	2/18/2010	6,000.00	179,662.91	132,299.40	47,363.51	.00
HOME DEPOT INC.	7/11/2008	3/25/2010	6,000.00	195,463.11	132,299.40	63,163.71	.00
HSBC HOLDINGS PLC	5/31/2008	2/18/2010	2,344.00	125,381.77	195,539.04	.00	70,157.27
HSBC HOLDINGS PLC	5/31/2008	3/25/2010	2,338.00	120,251.16	195,066.50	.00	74,815.34
INTERPUBLIC GROUP COS INC	7/11/2008	2/18/2010	12,500.00	86,507.64	96,360.00	.00	9,852.36
INTERPUBLIC GROUP COS INC	7/11/2008	3/25/2010	12,500.00	105,608.65	96,360.00	9,248.65	.00
ISHARES TR RUSSELL 2000	6/30/2008	7/06/2010	20,000.00	1,216,919.42	1,400,810.00	.00	183,890.58
ISHARES TR RUSSELL 2000	6/30/2008	7/15/2010	6,000.00	382,478.53	420,243.00	.00	37,764.47
ISHARES TR RUSSELL 2000	6/30/2008	8/05/2010	9,000.00	589,141.74	630,364.50	.00	41,222.76
ISHARES TR RUSSELL 2000	7/01/2008	8/05/2010	735.00	48,113.24	50,288.26	.00	2,175.02
LEGG MASON, INC.	7/24/2008	2/18/2010	6,000.00	156,832.00	202,866.92	.00	46,034.92

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LEGG MASON, INC.	7/24/2008	3/25/2010	6,000.00	181,181.50	202,866.88	.00	21,685.38
LIBERTY MEDIA HOLDING COR	10/15/2008	2/18/2010	4,500.00	49,828.76	31,146.76	18,682.00	.00
LIBERTY MEDIA HOLDING COR	10/15/2008	3/25/2010	4,500.00	67,229.14	31,146.74	36,082.40	.00
MACY'S INC.	9/29/2008	2/18/2010	10,750.00	191,357.24	156,827.85	34,529.39	.00
MACY'S INC.	9/29/2008	3/25/2010	10,750.00	233,537.56	156,827.84	76,709.72	.00
MOLEX INC.	7/11/2008	2/18/2010	8,000.00	140,903.82	178,249.30	.00	37,345.48
MOLEX INC.	7/11/2008	3/25/2010	8,000.00	142,631.78	178,249.30	.00	35,617.52
MOTOROLA INC.	5/31/2008	2/18/2010	32,501.00	228,817.11	245,564.36	.00	16,747.25
MOTOROLA INC.	5/31/2008	3/25/2010	32,499.00	239,462.57	245,611.52	.00	6,148.95
NEWS CORP.	5/31/2008	2/18/2010	32,000.00	425,421.78	576,560.00	.00	151,138.22
NEWS CORP.	5/31/2008	3/25/2010	32,000.00	469,683.61	576,560.00	.00	106,876.39
NOVARTIS AG SPNSRD ADR	7/11/2008	2/18/2010	10,000.00	547,631.04	545,806.50	1,824.54	.00
NOVARTIS AG SPNSRD ADR	7/11/2008	3/25/2010	10,000.00	545,810.06	545,806.50	3.56	.00
OCCIDENTAL PETE CORP.	7/29/2008	2/18/2010	5,000.00	402,773.88	292,933.95	109,839.93	.00
OCCIDENTAL PETE CORP.	7/29/2008	3/25/2010	5,000.00	418,441.18	292,933.93	125,507.25	.00
PANASONIC CORPORATION	5/31/2008	2/18/2010	14,000.00	201,002.44	317,485.00	.00	116,482.56
PANASONIC CORPORATION	5/31/2008	3/25/2010	14,000.00	211,414.11	317,485.00	.00	106,070.89
PFIZER INC.	5/31/2008	2/18/2010	17,026.00	299,956.84	328,942.32	.00	28,985.48
PFIZER INC.	5/31/2008	3/25/2010	17,024.00	296,494.72	328,903.68	.00	32,408.96
PITNEY BOWES INC.	5/31/2008	2/18/2010	5,000.00	112,110.08	181,037.50	.00	68,927.42
PITNEY BOWES INC.	5/31/2008	3/25/2010	5,000.00	122,228.44	181,037.50	.00	58,809.06
SANOFI-AVENTIS ADR	5/31/2008	2/18/2010	10,000.00	370,448.29	370,150.00	298.29	.00
SANOFI-AVENTIS ADR	5/31/2008	3/25/2010	10,000.00	375,015.23	370,150.00	4,865.23	.00
SCHLUMBERGER LTD	10/15/2008	2/18/2010	3,000.00	196,280.60	190,434.00	5,846.60	.00
SCHLUMBERGER LTD	10/15/2008	3/25/2010	3,000.00	186,927.92	190,434.00	.00	3,506.08

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SONY CORP.	5/31/2008	2/18/2010	10,000.00	344,482.62	510,987.50	.00	166,504.88
SONY CORP.	5/31/2008	3/25/2010	10,000.00	379,467.17	510,987.50	.00	131,520.33
SPRINT CORP.	7/11/2008	2/18/2010	40,500.00	129,185.23	342,035.56	.00	212,850.33
SPRINT CORP.	7/11/2008	3/25/2010	40,500.00	157,547.02	342,035.54	.00	184,488.52
SYNOPSIS INC.	10/15/2008	2/18/2010	7,500.00	163,647.92	134,983.50	28,664.42	.00
SYNOPSIS INC.	10/15/2008	3/25/2010	7,500.00	171,018.07	134,983.50	36,034.57	.00
TIME WARNER INC. NEW	5/31/2008	2/18/2010	10,252.00	294,799.69	334,396.64	.00	39,596.95
TIME WARNER INC. NEW	5/31/2008	3/25/2010	10,248.00	323,422.77	334,263.99	.00	10,841.22
TIME WARNER CABLE INC.	5/31/2008	2/18/2010	3,264.00	150,122.18	150,238.62	.00	116.44
TIME WARNER CABLE INC.	5/31/2008	3/25/2010	3,262.00	166,903.66	150,149.82	16,753.84	.00
TYCO ELECTRONICS LTD F	5/31/2008	2/18/2010	5,452.00	142,328.10	210,717.03	.00	68,388.93
TYCO ELECTRONICS LTD F	5/31/2008	3/25/2010	5,448.00	153,461.13	210,573.78	.00	57,112.65
TYCO INTERNATIONAL LTD NE	5/31/2008	2/18/2010	5,002.00	175,673.01	210,332.96	.00	34,659.95
TYCO INTERNATIONAL LTD NE	5/31/2008	3/25/2010	4,998.00	186,538.98	210,178.52	.00	23,639.54
UNITEDHEALTH GROUP INC.	10/15/2008	2/18/2010	5,500.00	177,412.89	123,296.21	54,116.68	.00
UNITEDHEALTH GROUP INC.	10/15/2008	3/25/2010	5,500.00	181,701.74	123,296.19	58,405.55	.00
VANGUARD FTSE ALLWORLD EX	6/30/2008	7/01/2010	47,000.00	1,802,175.10	2,491,987.00	.00	689,811.90
VANGUARD FTSE ALLWORLD EX	7/01/2008	7/01/2010	199.00	7,630.49	10,341.39	.00	2,710.90
WAL MART STORES INC.	5/31/2008	2/18/2010	5,500.00	291,586.49	316,373.76	.00	24,787.27
WAL MART STORES INC.	5/31/2008	3/25/2010	5,500.00	306,676.65	316,373.74	.00	9,697.09
WALGREEN CO.	7/29/2008	2/18/2010	5,700.00	195,247.03	167,333.14	27,913.89	.00
WALGREEN CO.	7/29/2008	3/25/2010	5,700.00	204,801.82	167,333.12	37,468.70	.00
WELLPOINT INC.	5/31/2008	2/18/2010	3,750.00	220,616.45	209,593.13	11,023.32	.00
WELLPOINT INC.	5/31/2008	3/25/2010	3,750.00	239,313.34	209,593.12	29,720.22	.00
WELLS FARGO & CO NEW	5/31/2008	2/18/2010	19,562.00	535,043.23	976,148.75	.00	441,105.52

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WELLS FARGO & CO NEW	5/31/2008	3/25/2010	19,562.00	620,933.02	976,148.74	.00	355,215.72
XEROX CORP.	5/31/2008	2/18/2010	18,000.00	160,102.56	243,765.00	.00	83,662.44
XEROX CORP.	5/31/2008	3/25/2010	18,000.00	176,577.74	243,765.00	.00	67,187.26
*** CORPORATE STOCK-LUTHER KING	***		1,110,227.00	28,469,345.31	32,693,614.22	.00	4,224,268.91
U. S. GOVERNMENT SECURITY							
FANNIE MAE 4.65% 5/17/10	6/16/2006	5/17/2010	.00	500,000.00	485,700.00	14,300.00	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	1/15/2010	.00	16,769.84	16,757.53	12.31	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	2/16/2010	.00	15,482.15	15,470.79	11.36	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	3/15/2010	.00	22,336.81	22,320.42	16.39	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	4/15/2010	.00	15,924.12	15,912.43	11.69	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	5/17/2010	.00	10,697.81	10,689.96	7.85	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	6/15/2010	.00	11,762.79	11,754.16	8.63	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	7/15/2010	.00	12,170.21	12,161.28	8.93	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	8/16/2010	.00	12,563.33	12,554.11	9.22	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	9/15/2010	.00	12,488.21	12,479.04	9.17	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	10/15/2010	.00	12,397.81	12,388.71	9.10	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	11/15/2010	.00	15,203.43	15,192.27	11.16	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	12/15/2010	.00	14,689.72	14,678.94	10.78	.00
FHLB 5.15% 5/21/2012-10	5/15/2007	5/21/2010	.00	1,000,000.00	1,000,000.00	.00	.00
FANNIE MAE 5.4% 6/1/2012/	5/31/2007	6/07/2010	.00	1,000,000.00	1,000,000.00	.00	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	1/15/2010	.00	21,223.10	20,815.22	407.88	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	2/16/2010	.00	16,762.34	16,440.19	322.15	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	3/15/2010	.00	23,830.18	23,372.19	457.99	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	4/15/2010	.00	16,773.40	16,451.04	322.36	.00

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FHLMC #G12718 5.5% 7/2/20	7/09/2007	5/17/2010	.00	11,310.01	11,092.65	217.36	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	6/15/2010	.00	11,475.30	11,254.76	220.54	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	7/15/2010	.00	14,648.59	14,367.06	281.53	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	8/16/2010	.00	11,322.45	11,104.85	217.60	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	9/15/2010	.00	9,872.54	9,682.80	189.74	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	10/15/2010	.00	21,157.45	20,750.83	406.62	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	11/15/2010	.00	13,728.55	13,464.71	263.84	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	12/15/2010	.00	13,507.19	13,247.60	259.59	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	1/15/2010	.00	26,823.00	26,755.94	67.06	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	2/16/2010	.00	21,694.44	21,640.20	54.24	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	3/15/2010	.00	20,595.42	20,543.93	51.49	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	4/15/2010	.00	25,302.14	25,238.88	63.26	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	5/17/2010	.00	28,027.95	27,957.88	70.07	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	6/15/2010	.00	17,743.53	17,699.17	44.36	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	7/15/2010	.00	17,611.50	17,567.47	44.03	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	8/16/2010	.00	27,639.45	27,570.35	69.10	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	9/15/2010	.00	35,317.46	35,229.17	88.29	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	10/15/2010	.00	38,156.99	38,061.60	95.39	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	11/15/2010	.00	49,187.25	49,064.28	122.97	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	12/15/2010	.00	45,336.89	45,223.55	113.34	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	1/15/2010	.00	19,923.33	19,889.09	34.24	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	2/16/2010	.00	19,277.31	19,244.18	33.13	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	3/15/2010	.00	38,711.51	38,644.97	66.54	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	4/15/2010	.00	24,156.83	24,115.31	41.52	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	5/17/2010	.00	17,945.23	17,914.39	30.84	.00

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F MAC #G12806 5.5% 9/1/20	7/18/2008	6/15/2010	.00	17,634.65	17,604.34	30.31	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	7/15/2010	.00	14,683.36	14,658.12	25.24	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	8/16/2010	.00	16,183.25	16,155.43	27.82	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	9/15/2010	.00	16,035.49	16,007.93	27.56	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	10/15/2010	.00	19,059.71	19,026.95	32.76	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	11/15/2010	.00	16,691.09	16,662.40	28.69	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	12/15/2010	.00	18,313.45	18,281.97	31.48	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	1/15/2010	.00	32,313.38	32,126.57	186.81	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	2/16/2010	.00	27,398.78	27,240.38	158.40	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	3/15/2010	.00	31,718.52	31,535.15	183.37	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	4/15/2010	.00	18,970.50	18,860.83	109.67	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	5/17/2010	.00	17,599.01	17,497.26	101.75	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	6/15/2010	.00	26,229.50	26,077.86	151.64	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	7/15/2010	.00	10,559.42	10,498.37	61.05	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	8/16/2010	.00	27,581.48	27,422.02	159.46	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	9/15/2010	.00	26,248.65	26,096.90	151.75	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	10/15/2010	.00	32,177.90	31,991.87	186.03	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	11/15/2010	.00	40,932.42	40,695.78	236.64	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	12/15/2010	.00	24,238.31	24,098.18	140.13	.00
FHLMC 2.03% 12/29/2011-10	6/09/2009	6/29/2010	.00	1,000,000.00	1,000,000.00	.00	.00
FHLB 5.0% 4/22/2013-10	9/17/2009	10/22/2010	.00	500,000.00	500,000.00	.00	.00
FHLB 1.85% 12/21/2012-10	12/07/2009	12/21/2010	.00	1,000,000.00	1,000,000.00	.00	.00
FANNIE MAE 2.125% 6/24/20	12/07/2009	12/24/2010	.00	1,000,000.00	999,930.00	70.00	.00
*** U. S. GOVERNMENT SECURITY	***		.00	7,266,116.43	7,244,932.21	21,184.22	.00
GRAND TOTALS			1,208,887.70	39,434,412.55	43,839,438.12	.00	4,405,025.57

Schedule 4

**Contributions Paid
The Priddy Foundation TIN 75-6029882
Year Ending December 31, 2010**

Grantee Organization	Project Title	Payment Amount
4 Kidz Sake of Wichita Falls 919 Indiana Wichita Falls, TX 76301 Wichita	Encore Theatre 4 Kidz 2010	\$20,000.00
American National Red Cross/American Red Cross of North Central Texas 1809 5th Street Wichita Falls, TX 76301 Wichita	Local Disaster Relief 2010 (President's Grant)	\$15,000.00
American National Red Cross/American Red Cross of North Central Texas 1809 5th Street Wichita Falls, TX 76301 Wichita	Disaster Relief 2010-2011	\$75,000 00
Armed Services YMCA of the USA, Lawton Chapter 201 SW 4th Street Lawton, OK 73501 Comanche	Childcare Assistance Fund 2010	\$60,000 00
Arts Council Wichita Falls Area Inc. dba Kemp Center for the Arts 1300 Lamar Wichita Falls, TX 76301	Kemp Center Expansion	\$65,000.00
Association of Small Foundations ASF Membership Office P O. Box 117 Underhill, VT 05489-0117	Underwriting for Annual Conference 2010	\$1,500.00
Big Brothers Big Sisters of North Texas 450 E. Carpenter Fwy Irving, TX 75062 Dallas	Program Services Support 2010	\$30,000.00
Boy Scouts of America Council 3604 Maplewood Wichita Falls, TX 76308	Camp Support 2010	\$25,000 00
Boys and Girls Club of Vernon, Inc. P. O. Box 1785 Vernon, TX 76385	Teen Outreach 2010	\$45,000.00

Grantee Organization	Project Title	Payment Amount
Boys Club of Burkburnett P. O. Box 2 Burkburnett, TX 76354	Gymnasium Air Conditioning 2010-11 (& Need Based Scholarships)	\$62,500.00
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	Project Learn 2009-10	\$150,000.00
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	Wichita County Teen Court 2009, 2010 & 2011	\$10,000.00
Burkburnett Blacksox, Inc PO Box 606 Burkburnett, TX 76354 Wichita	Van Replacement	\$20,000 00
Burkburnett Blacksox, Inc. PO Box 606 Burkburnett, TX 76354 Wichita	Van Replacement	\$20,000 00
Burkburnett Independent School District 416 Glendale Street Burkburnett, TX 76354-2499	Advanced Placement Incentive Program 2009-10/2010-11 (Payable over 2 Years)	\$26,400.00
Cameron University 2800 West Gore Blvd. Lawton, OK 73505	Simulations Training Technology	\$48,000.00
Camp Fire USA North Texas Council 2414 Ninth Street Wichita Falls, TX 76301 Wichita	Special Services 2010	\$60,000 00
Camp Fire USA North Texas Council 2414 Ninth Street Wichita Falls, TX 76301 Wichita	Special Services 2009	\$25,000.00
Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204-5910	Certificate in Nonprofit Management Program in Wichita Falls 2010-2011	\$46,300.00
Child Advocates CASA of Archer, Clay, Montague & Wichita Counties 808 Austin Wichita Falls, TX 76301 Wichita	CASA Program Operations Support 2010-2011	\$50,000 00

Grantee Organization	Project Title	Payment Amount
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Flexible Funds for Child Care Gaps 2010	\$20,000.00
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Flexible Funds for Child Care Gaps 2010	\$75,000.00
Child Welfare Board of Wichita County Inc./Community Partners of North Texas 1411 10th Street, Suite A Wichita Falls, TX 76301	Program Support and Salary 2009/2010 & 2010/2011	\$30,000 00
Chisholm Trail Heritage Center Association 1000 Chisholm Trail Parkway Duncan, OK 73533	Education Program 2010	\$25,000.00
Christian Service Foundation, Inc P O Box 41 Wichita Falls, TX 76307 Wichita	Tower Relocation 2009	\$25,658.00
Christmas in Action Wichita TX Inc. P. O. Box 8464 Wichita Falls, TX 76307	Building Materials/Executive Director 2010	\$32,500.00
Christ's Home Place Ministries, Inc. 1420 Twin Oaks Wichita Falls, TX 76302	Benevolent Subsidy (Fee Assistance) 2010	\$36,000.00
Christ's Home Place Ministries, Inc. 1420 Twin Oaks Wichita Falls, TX 76302	Capital Campaign (Building Acquisition)	\$35,000.00
City View Independent School District 1025 City View Drive Wichita Falls, TX 76306	Advanced Placement Incentive Program 2009-10/2010-11 (Payable over 2 Years)	\$13,250.00
Clay County Senior Citizens Inc. P. O. Box 533 Henrietta, TX 76365	Operating Grant 2009-10	\$20,000.00
Conference of Southwest Foundations 624 N Good-Latimer Expressway Suite 100 Dallas, TX 75204	Underwriting Annual Conference Speaker Expenses 2010	\$1,000.00
Conference of Southwest Foundations 624 N Good-Latimer Expressway Suite 100 Dallas, TX 75204	Support Membership Fee for 2010 (President's Grant)	\$3,000 00

Grantee Organization	Project Title	Payment Amount
Dallas Opera Winspear Opera House 2403 Flora Street, Suite 500 Dallas, TX 75201	Instructional Series School Performances 2009-2010	\$25,000 00
Dallas Opera Winspear Opera House 2403 Flora Street, Suite 500 Dallas, TX 75201	Instructional Series School Performances 2010-2011	\$25,000.00
Duncan Regional Hospital, Inc. P. O. Box 2000 Duncan, OK 73534 Stephens	Life Line Equipment Upgrade	\$7,322 00
Electra Service Corporation 503 W Michigan Electra, TX 76360 Wichita	Senior Center Kitchen Upgrade	\$11,000.00
First Step of Wichita Falls, Inc. P. O. Box 4085 Wichita Falls, TX 76308 Wichita	Shelter Renovations 2010	\$45,000 00
General Council of the Assemblies of God/Evangel Temple 3800 Barnett Rd Wichita Falls, TX 76310 Wichita	Haiti Medical Mission 2010 (President's Grant)	\$10,000.00
Habitat for Humanity of Wichita Falls, Inc. 1206 Lamar Wichita Falls, TX 76301 Wichita	Collegiate Challenge 2010	\$45,000 00
Horizon Communities Corp 405 El Camino Real, Suite 106 Menlo Park, CA 94025	Horizon Faith-Based Community at Allred Prison 2010	\$60,000 00
Hospice of Southwest Oklahoma, Inc. P. O. Box 2074 Lawton, OK 73502 Comanche	Uninsured Patient Care Fund 2010	\$25,000.00
Hospice of Southwest Oklahoma, Inc. P. O. Box 2074 Lawton, OK 73502 Comanche	Uninsured Patient Care Fund 2010	\$50,000 00

Grantee Organization	Project Title	Payment Amount
Inheritance Adoptions 1007 11th Street Wichita Falls, TX 76301 Wichita	Healthy Beginnings 2009-2010	\$20,000.00
Interfaith Ministries of Wichita Falls, Inc. 1101 11th Street Wichita Falls, TX 76301	Rent Assistance 2010	\$17,000.00
Iowa Park Recreational Activities Club, Inc. P. O. Box 129 Iowa Park, TX 76367 Wichita	RAC Renovations	\$10,000.00
Jack County Fair Association, Inc. C/O Texas AgriLife Extension 100 North Main, Suite 109 Jacksboro, TX 76458 Jack	Jack County Fair Barn Phase II	\$20,000.00
Kairos Prison Ministry International, Inc. 2 Brandon Court Iowa Park, TX 76367	Kairos Outside of Wichita Falls 2010	\$8,000.00
Midwestern State University 3410 Taft Boulevard Wichita Falls, TX 76308 Wichita	WF Museum of Art Facility Renovation 2010	\$50,000.00
Midwestern State University 3410 Taft Boulevard Wichita Falls, TX 76308 Wichita	Sikes Lake Property 2010	\$100,000.00
Miscellaneous Contributions 807 8th Street #1010 Wichita Falls, TX 76301	Miscellaneous Contributions 2010 - 2012 (President's Grant)	\$50.00
Miscellaneous Contributions 807 8th Street #1010 Wichita Falls, TX 76301	Various Miscellaneous Contributions 2006-2010	\$17.96
Miscellaneous Contributions 807 8th Street #1010 Wichita Falls, TX 76301	Miscellaneous Contributions 2010 - 2012 (President's Grant)	\$82.04
Montague County Disaster Recovery Board P. O. Box 475 Montague, TX 76251	Wildfire Disaster 2009-10 Phase I (President's Grant)	\$22,155.00

Grantee Organization	Project Title	Payment Amount
Nocona Grace Place P.O. Box 214 Nocona, TX 76255 Montague	Food Distribution Program 2009	\$450.00
Nocona Grace Place P O Box 214 Nocona, TX 76255 Montague	A Hand Up Food Distribution Program 2010	\$17,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Core Mission Grant 2010	\$25,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Executive Director Transition 2010 (Approved by Administrative Committee 8/12/10)	\$52,108.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Nonprofit Management Institute 2010	\$27,000.00
North Central Texas Medical Foundation 1301 Thurd Street, Suite 200 Wichita Falls, TX 76301	Zale Heath Science Center Renovation Project	\$25,000.00
North Texas Area United Way Inc. P. O. Box 660 1105 Holliday Street Wichita Falls, TX 76307-0660	Project Back to School	\$20,000.00
North Texas Area United Way Inc. P O. Box 660 1105 Holliday Street Wichita Falls, TX 76307-0660	Sustainability Plan 2011	\$9,000.00
North Texas Area United Way Inc. P O. Box 660 1105 Holliday Street Wichita Falls, TX 76307-0660	Organizational Capacity Building 2009-2010 (Payable Over Two Years)	\$52,400.00
North Texas Rehabilitation Center, Inc. 1005 Midwestern Parkway Wichita Falls, TX 76302-2211	Sustaining Sponsored Service Level	\$50,000.00
Olney Hamilton Hospital District P. O. Box 158 Olney, TX 76374	Defibrillator Purchase 2010	\$37,691.00

Grantee Organization	Project Title	Payment Amount
Olney Hamilton Hospital District P. O. Box 158 Olney, TX 76374	Ambulance Purchase	\$15,000.00
Pets Low Cost Spay and Neuter Clinic P. O. Box 4669 Wichita Falls, TX 76308 Wichita	P.E.T.S. Helping People III 2010	\$20,000.00
Philanthropy Roundtable 1150 17th Street NW, Suite 503 Washington, DC 20036	Leadership Level Support 2010-2011 (President's Grant)	\$1,000.00
River Bend Nature Works 2200 Thrd Street Wichita Falls, TX 76301 Wichita	Operational Support 2009 - 2010	\$150,000.00
Senior Citizens Activity Center of Burkburnett, Inc. P. O. Box 954 Burkburnett, TX 76354 Wichita	Facility and Equipment Upgrade 2010	\$17,750.00
Senior Citizens Services of North Texas, Inc. P. O. Box 1655 Wichita Falls, TX 76307 Wichita	Meals on Wheels 2009-2010	\$35,000.00
Stonewall County Senior Citizens, Inc P O Box L Aspermont, TX 79502 Stonewall	HVAC/Dishwasher Purchase 2010	\$22,000.00
Three Rivers Foundation for the Arts and Sciences, Inc. P O Box 79 112 S Main Crowell, TX 79227 Foard	Project Prairie Wild Education Program	\$25,000.00
United Regional Health Care Foundation 1600 Eleventh Street Wichita Falls, TX 76301 Wichita	Galileo Mission Phase III (Children's Miracle Network Equipment 2010)	\$200,000.00
Vernon Regional Junior College 4400 College Drive Vernon, TX 76384	New Beginnings 2010-2011	\$90,000.00

Grantee Organization	Project Title	Payment Amount
Whispers of Hope Horse Farm 3545 Parkhill Road Wichita Falls, TX 76310 Wichita	Facility Upgrades and Summer Camp Salaries	\$4,739 00
Wichita Falls Area Food Bank P. O. Box 623 Wichita Falls, TX 76307 Wichita	Good-Buy Hunger Replenishable Food Purchase Fund 2009 & 2010	\$25,000 00
Wichita Falls Area Food Bank P. O. Box 623 Wichita Falls, TX 76307 Wichita	Warehouse Expansion	\$220,000 00
Wichita Falls Ballet Theater, Inc. 1717 Grant Street Wichita Falls, TX 76309	Technical/Rental Support/Guest Artists 2010	\$20,000 00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Advanced Placement Incentive Program 2009-10/2010-11 (Payable over 2 Years)	\$75,000.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Sixth Grade Opera Project 2009-2010	\$21,330 00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Academic Success Project 2007 - 2010 (Payable over 3 yrs)	\$43,000.00
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	New Horizons in Music Concert 2010	\$15,000.00
Wichita-Archer-Clay Christian Womens Job Corps 2301 Ninth Street Wichita Falls, TX 76301	Christian Mens Job Corps Operation Support 2011 (President's Grant)	\$5,000.00
Wichita-Archer-Clay Christian Womens Job Corps 2301 Ninth Street Wichita Falls, TX 76301	Operating Support 2010	\$20,000 00
Young Mens Christian Association of Lawton, Oklahoma 5 S W. 5th Street Lawton, OK 73501 Comanche	Miracle League of Lawton-Fort Sill	\$35,000.00
Grand Totals (85 items)		\$3,097,203.00

Schedule 5

BALANCE SHEETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2010

		Beginning of Year Book Value	End of Year	
	Units/ Shares		Book Value	Fair Market Value
ASSETS				
Cash				
American National Bank		\$ 8,506 52	\$ 7,911.21	\$ 7,911 21
Petty Cash		200 00	200 00	200 00
Money Funds		8,241,385 36	8,375,669 73	8,375,669 73
Deposits & checks in transit		(1,998,393.33)	(33,923 18)	(33,923 18)
Totals		\$ 6,251,698 55	\$ 8,349,857 76	\$ 8,349,857 76
Accounts receivable				
Purchased interest		\$	\$ 13,788 30	\$ 13,788 30
Accrued interest				80,245 68
Totals		\$	\$ 13,788 30	\$ 94,033 98
Prepaid expenses				
Excise tax		\$ 25,382 21	\$ 1,152 61	\$ 1,152 61
U S Government Securities				
FHLMC #G12718 5 5% 7/2/2022	534,602/348,991	\$ 524,327 37	\$ 342,283 47	\$ 374,236 60
FHLMC 2 03% 12/29/2011-10	1,000,000/0	1,000,000 00		
FHLMC 2 14% 1/18/2013-11	1,000,000	1,000,000 00	1,000,000 00	1,000,690 00
FHLB 5 625% 11/15/2011	1,000,000	1,009,920 99	1,004,948 25	1,045,150 00
FHLB 4 875% 6/8/2012	1,000,000	986,820 00	986,820 00	1,062,090 00
FHLB 5 15% 5/21/2012-10	1,000,000/0	1,000,000 00		
FHLB 4.75% 12/09/2011	1,000,000	969,590 00	969,590 00	1,039,450 00
FHLB 5 0% 4/22/2013-10	500,000/0	522,403 86		
FHLB 1 85% 12/21/2012-10	1,000,000/0	1,000,000 00		
FHLM 2 15% 10/1/13	1,500,000		1,498,500 00	1,505,655 00
FHLMC 3 25% 3/18/2014-11	1,500,000		1,516,282 50	1,508,280 00
Fannie Mae 4 65% 05/17/10	500,000/0	485,700 00		
Fannie Mae 5 4% 6/7/2012-10	1,000,000/0	1,000,000 00		
Fannie Mae 2 125% 6/24/2013	1,000,000/0	999,930.00		
Fannie Mae 2 0% 1/15/2013/10	1,000,000/0	1,000,000 00		
Fannie Mae 2 05% 4/26/2013/11	2,250,000		2,269,757 34	2,259,945 00
Fannie Mae 3 0% 4/28/2015/11	1,000,000		1,016,174 91	1,008,980 00
Fannie Mae 4 125% 2/11/2015/11	710,000		721,658 20	713,003 30
Fannie Mae 1 125% 9/17/2013/11	1,000,000		997,790 00	997,690 00
Fannie Mae 1 85% 3/25/2013/11	1,000,000		1,005,588 00	1,002,850 00
Fannie Mae 2 0% 4/15/2013/11	2,050,000		2,064,481 20	2,058,077 00
Fannie Mae 1 0% 11/29/2013/11	1,000,000		1,000,000 00	992,250 00
Fannie Mae 1 0% 6/27/2013/11	1,000,000		999,500 00	995,070 00

		Beginning	End of Year	
	Units/ Shares	of Year Book Value	Book Value	Fair Market Value
Fannie Mae 1 25% 12/20/2013/11	1,500,000		1,499,250 00	1,488,840 00
Freddie Mac 5 5% 5/1/2022	486,331/313,845	485,973 92	313,614 28	336,745 88
FGPC230401BE Gold Program	1,017,924/664,488	1,015,379 53	662,827 11	701,972 17
Freddie Mac #G12806 5 5% 9/1/2022	729,860/491,245	728,605.66	490,400 58	526,781.57
Federal Govt G18265 5 5% 7/1/2023	950,294/634,326	944,800 13	630,658 96	680,213 39
Totals		\$ 14,673,451 46	\$ 20,990,124 80	\$ 21,297,969 91
Corporate Stocks				
Dodge				
Aegon NV	12511/27500	\$ 176,311 91	\$ 270,577 13	\$ 168,575 00
AOL Inc	1423/3200	30,864 15	72,924 66	75,872 00
Amgen Inc.	9000	427,040 35	427,040 35	494,100 00
BB&T Corporation	7600/6200	169,438 54	135,110 54	162,998.00
BMC Software	3100	43,310 58	43,310.58	146,134 00
Baker Hughes, Inc.	7800/6400	188,776.00	142,208 79	365,888 00
Bank of New York Mellon Corp.	8600/14500	238,551 14	406,058 86	437,900 00
Boston Scientific Corp	20700/30500	297,296 87	372,884 27	230,885 00
Cadence Design Systems Inc	49000/15000	253,122.10	59,883 10	123,900 00
Capital One Financial Corp	15500	608,800 59	608,800 59	659,680 00
Carefusion Corp	5050	153,136 73	153,136 73	129,785 00
Carmax Inc	5000/3100	85,400 20	41,785 70	98,828 00
Cemex Sab De CV Spon ADR 5 Ord	7372/7666	167,312 10	167,286 08	82,102 86
Chevron Corp New	4300	135,475 73	135,475 73	392,375 00
Citrix Systems Inc	5500/0	155,992 46		
Comcast Corp	37300/37150	636,668 83	633,861 94	816,185 50
Computer Sciences Corp	3600	106,175 70	106,175 70	178,560 00
Compuware Corp	11400	45,464 34	45,464 34	133,038 00
Covidien Limited	3000	98,717 74	98,717 74	136,980 00
Credit Suisse Group ADR	1500	79,712 10	79,712 10	60,615 00
Diageo PLC	1500		101,421 45	111,495 00
Dish Network Corp	3500	87,286 47	87,286 47	68,810 00
Directv	1900/1000	22,381 06	11,733 85	39,930 00
Domtar Corp	566	52,795 10	52,795 10	42,970 72
Dow Chemical Co.	13400/11800	420,943 93	347,335 93	402,852 00
Dun & Bradstreet Corp	500		34,737 25	41,045 00
Eaton Corporation	2500/0	115,289 17		
EBay Inc	11000	309,450.03	309,450 03	306,130 00
Electronic Arts	5000/11500	95,055 37	209,604 87	188,370 00
Ericsson L M Tel Co	11500	73,427 50	73,427 50	132,595 00
Fedex Corp	6000/5500	226,630 76	180,483.26	511,555 00
General Elec Co	35000/38700	801,273 80	864,671 82	707,823 00
Gilead Sciences Inc.Com	1500		53,402 58	54,360 00
Glaxo Wellcome	13000	609,017 68	609,017 68	509,860 00
Hewlett Packard	19000/20500	281,199 49	340,336 84	863,050 00
Home Depot Inc	11000/9100	332,212 21	260,280 17	319,046 00
HSBC Holdings PLC	3942/3000	275,479 38	188,012 33	153,120 00
Interpublic Group Cos Inc	10500	114,046 75	114,046 75	111,510 00
Koninklijke Philips Electrs	2400/0	81,477 96		
Legg Mason, Inc	3000	167,997 41	167,997 41	108,810 00

	Units/ Shares	Beginning of Year Book Value	End of Year	
			Book Value	Fair Market Value
Liberty Global C	1000	35,366 04	35,366 04	33,890 00
Liberty Global Inc Class A	1200	45,065 40	45,065 40	42,456 00
Liberty Media Holding Corp Interactive	18300/13300	264,528 81	180,862 22	209,741 00
Liberty Media Corp New Starz Com Ser A	190/0	3,502 05		
Macys Inc	11000/0	303,195 92		
Maxim Integrated Prods Inc	11500	172,270 16	172,270 16	271,630 00
McGraw Hill Cos Inc.	2100		76,057 19	76,461 00
Medtronic Inc	2700	100,449 55	100,449 55	100,143 00
Merck & Co Inc.	16000/17000	411,310 45	447,985 45	612,680 00
Molex Inc Class A	16500/11500	315,907 17	188,766 03	217,005 00
Motorola, Inc.	59000	757,605 62	757,605 62	535,130 00
News Corp. Class A	39000	346,625 45	346,625.45	567,840 00
Nokia Corp	12800	169,480 99	169,480 99	132,096 00
Novartis Ag Spnsd Adr	11700/11100	643,299.73	609,639 51	654,345 00
Occidental Petroleum Corp.	6200	128,679 45	128,679 45	608,220 00
Panasonic Corp	14900	122,232 90	122,232 90	210,090 00
Pfizer, Inc	23000/31000	447,920 87	585,230 47	542,810 00
Pitney Bowes Inc	6000	147,499 13	147,499 13	145,080 00
Roche Holding Ltd	5700		205,914 48	209,446 50
Royal Dutch Shell PLC	2200	103,730 12	103,730 12	146,916.00
Sanofi-Aventis ADR	9300/13000	397,952 37	527,062 40	418,990 00
SLM Corp	11700	290,361 34	290,361 34	147,303 00
Schlumberger	9500/8800	377,553 56	341,968.14	734,800 00
Schwab Charles Corp	12700		212,683 95	217,297 00
Sony Corp	10000/9000	286,878.58	254,806 28	321,390 00
Sprint Corp Com Fon Group	50100	692,619 41	692,619 41	211,923 00
Suntrust Bks. Inc	4300/3600	93,254 53	78,073 56	106,236 00
Symantec Com	18700		285,315 60	313,038 00
Synopsys Inc	5000/7000	86,143 38	128,493 38	188,370 00
Time Warner Inc	15662	439,575 68	439,575 68	503,846 54
Time Warner Cable Inc	5900/5700	209,459 88	198,485 97	376,371 00
Travelers Cos Inc	3600/3000	108,847 44	88,833 66	167,130 00
Tyco Electronics Ltd	10000	242,404 54	242,404 54	354,000 00
Tyco Intl LTD New	5000	186,136 12	186,136 12	207,200.00
US Bancorp	3900	91,700 31	91,700 31	105,183 00
UnitedHealth Group Inc	9700/0	273,422 06		
Vodafone Group PLC New	8200/13500	184,024 62	295,965 35	356,940 00
Vulcan Materials Co	1200/2700	89,104 00	143,529 66	119,772.00
Wal Mart Stores Inc	3800	167,873 00	167,873.00	204,934 00
Walgreen Co.	3600/6100	130,891 83	198,382 63	237,656 00
Wellpoint Inc	6700/0	164,300 99		
Wells Fargo & Co New	21100/25500	686,243 35	799,716 95	790,245 00
Xerox Corp	30000	174,637 59	174,637 59	345,600 00
Totals - Dodge		\$ 18,055,586 62	\$ 18,268,541 90	\$ 21,311,937 12
Sarofim				
Abbott Labs	7800/8800	\$ 268,830 78	\$ 320,020 78	\$ 421,608 00
Altria Group, Inc	18000	189,102 76	189,102 76	443,160 00
American Express Co	5000	162,086.30	162,086 30	214,600 00

	Units/ Shares	Beginning of Year Book Value	End of Year	
			Book Value	Fair Market Value
Apple Computer Inc	2400	323,156 00	323,156 00	774,144 00
Automatic Data Processing	8000	328,137 28	328,137 28	370,240 00
Bank of America Corp	10000/0	385,764 00		
Becton Dickinson & Co	1600/2000	107,650 44	138,926 44	169,040 00
Caterpillar Inc	4000	282,916 00	282,916 00	374,640 00
Chevron Corp New	7600	291,054 50	291,054 50	693,500 00
Cisco Sys Inc	12500	364,785 00	364,785 00	252,875 00
Coca Cola Co	14000/15000	770,059 80	822,380 80	986,550 00
ConocoPhillips	9500	465,199 50	465,199 50	646,950 00
Disney Walt Co	4000		134,190 80	150,040 00
Exxon Mobil Corp	27000	907,497 39	907,497 39	1,974,240 00
Fluor Corp New	3000/0	174,975 00		
Fomento Economico Mexicano Sab	5000/3000	212,222 50	127,333 50	167,760 00
Franklin Resources Inc	2000	190,706 50	190,706 50	222,420 00
Freeport Copper & Gold	2400/3000	258,420 60	297,045 60	360,270 00
General Dynamics Corp	2400	200,804 00	200,804 00	170,304 00
General Electric Co.	27000	743,281.00	743,281 00	493,830 00
Halliburton Co	7000	238,749 70	238,749 70	285,810 00
Home Depot Inc.	7000	263,079.20	263,079 20	245,420 00
HSBC Holdings	8670/0	550,206 14		
Intel Corp	20000	428,926 25	428,926 25	420,600 00
International Business Mach	3000		383,648 10	440,280 00
J P. Morgan Chase & Co.	7000	237,364 00	237,364 00	296,940 00
Johnson & Johnson	12000/14000	448,064 00	571,320 00	865,900 00
Kraft Foods Inc Cl. A	8000		255,064 00	252,080.00
Lilly Eli & Co.	8000/4000	596,176.00	269,854 00	140,160 00
McDonalds Corp	6500	368,252 00	368,252 00	498,940 00
McGraw Hill Companies, Inc	10000	283,461 25	283,461 25	364,100 00
Medtronic Inc	5000	232,968 60	232,968 60	185,450 00
Merck & Co Inc New	4000/6000	113,076 00	177,756 40	216,240 00
Microsoft Corp	15000	445,585 00	445,585 00	418,650 00
Nestle S A Sponsored Adr	17500	348,600 00	348,600 00	1,027,915 00
News Corp Class A	17000	249,832 80	249,832.80	247,520 00
Novo Nordisk A/S	3000	195,306 90	195,306 90	337,710 00
Occidental Pete Corp	4000	119,980 00	119,980 00	392,400 00
Patriot Coal Corp	800/0	12,581 18		
Peabody Energy Corp	4000/0	187,756 03		
PepsiCo, Inc	10500	418,924 22	418,924 22	685,965 00
Philip Morris International Inc	20000	496,606 29	496,606 29	1,170,600 00
Praxair Inc	4000	191,612 00	191,612 00	381,880 00
Procter & Gamble Co	15000/13000	611,298 53	519,248 53	836,290 00
Qualcomm Inc	5000	199,947 00	199,947 00	247,450 00
Rio Tinto PLC	4000	300,473 92	300,473.92	286,640 00
Roche Holding Ltd Sponsored Adr	9000		347,093 60	330,705 00
Sysco Corp	6000	213,959 00	213,959.00	176,400 00
Target Corp	10000/7000	365,909.00	227,660 00	420,910 00
Texas Instruments	7000	210,280 00	210,280 00	227,500.00
Total S A	6000	348,941 18	348,941 18	320,880 00
Transocean Inc New	1899/0	159,562 00		

	Units/ Shares	Beginning of Year Book Value	End of Year	
			Book Value	Fair Market Value
United Technologies Corp	5800	426,051 25	426,051 25	456,576 00
Wal Mart Stores, Inc	5000	241,129 50	241,129 50	269,650 00
Walgreen Co.	12000	221,388 00	221,388 00	467,520 00
Totals - Sarofim		\$ 16,352,696 29	\$ 15,721,686 84	\$ 21,801,252 00
Luther King				
Adobe Sys Inc	17000	\$	\$ 492,671 00	\$ 523,260 00
Amazon Com Inc	3600		430,339 24	648,000 00
Anadarko Petr Corp	10500		524,364 65	799,680 00
Apple Computer Inc	1500		379,664.50	483,840 00
Bank of America Corporation	38500		558,120.40	513,590 00
Brocade Communications System Inc	90000		515,535 00	476,100 00
Carnival Corp	12000		391,658 34	553,320 00
Celgene Corp	9500		497,241 45	561,830 00
Cisco Sys Inc	20000		444,078 44	404,600 00
Coca Cola Co	10000		536,112 00	657,700 00
Colgate Palmolive Co	7000		560,254 73	562,590 00
Covidien Limited	12500		483,538 65	570,750 00
Cullen Frost Bk Inc	8000		421,756 50	488,960.00
Danaher Corp	11000		415,813 20	518,870.00
Disney Walt Co	12500		415,795 00	468,875 00
E M C Corp	24000		474,513 28	549,600 00
EOG Resources Inc	5500		543,182 60	502,755 00
Emerson Elec Co	8500		400,229 80	485,945 00
Express Scripts Inc.	11000		508,164 90	594,550 00
Exxon Mobil Corp	10000		591,340 20	731,200 00
FMC Corporation	6000		367,006 85	479,340 00
General Elec Co	32500		487,367.55	594,425 00
Glacier Bancorp Inc	27000		401,573 40	407,970 00
Goldman Sachs Group Inc	3800		534,590 56	639,008 00
Google Inc	1100		515,151 62	653,367 00
Guess? Inc	12500		434,559 25	591,500 00
Halliburton Co	20000		557,006 75	816,600 00
JPMorgan Chase & Co	14500		550,310 85	615,090 00
Kroger Co	19500		451,969 20	436,020 00
Monsanto Co.	8000		399,289 00	557,120 00
National Fuel Gas Co	11000		513,268 38	721,820 00
National Instrument Corp	14000		440,386 10	526,960 00
Nuance Communications Inc	30000		479,264 76	545,400.00
Oracle Corp	20000		472,388 30	626,000 00
Oreilly Automotive Inc.	6500		316,440 45	394,160 00
Pfizer Inc	29000		422,444 10	507,790 00
Praxair Inc	3500		280,646 50	334,145 00
Procter & Gamble Co	7000		431,163.60	450,310 00
Prudential Finl Inc	8000		439,661 42	469,680 00

	Units/ Shares	Beginning of Year Book Value	End of Year	
			Book Value	Fair Market Value
Robert Half International Inc	17000		437,187 89	520,200 00
Roper Industries Inc	7500		477,405 00	573,225 00
Teva Pharmaceutical Inds Ltd	9500		496,230.75	495,235 00
Thermo Electron Corp	10000		483,959 20	553,600 00
United Parcel Service	4000		278,290 00	290,320 00
Walgreen Co	15500		433,971 70	603,880 00
Totals - Luther King		\$	20,685,907 06	\$ 24,499,180 00
ETF				
Ishares Tr Russell 2000		\$ 2,501,705 76	\$	\$
Vanguard FTSE Allworld Ex-US		2,502,328 39		
Totals - ETF		\$ 5,004,034 15	\$	\$
Totals - Corporate Stock		\$ 39,412,317 06	\$ 54,676,135 80	\$ 67,612,369 12
Mutual Funds				
Dodge & Cox International Fund	204108/341625	\$ 6,323,599 89	\$ 10,490,370 46	\$ 12,199,438 61
Totals - Mutual Funds		\$ 6,323,599.89	\$ 10,490,370 46	\$ 12,199,438 61
Nonperforming Bonds				
City of Irving - Texas Stadium	8/0	\$ 2,400 00	\$	\$
Depreciable assets:				
Furniture and equipment		\$ 101,516 13	\$ 116,596.18	\$
Accumulated depreciation		(92,475 57)	(96,146 68)	
Totals - Depreciable assets		\$ 9,040 56	\$ 20,449 50	\$ 20,449 50
Oil & gas royalties				
Producing		\$ 41,836.00	\$ 41,836 00	\$ 52,625.70
Accumulated depletion		(41,836 00)	(41,836 00)	
Nonproducing		5,149 00	5,149 00	5,149 00
Totals - Oil & gas royalties		\$ 5,149 00	\$ 5,149 00	\$ 57,774 70
Total assets		\$ 66,703,038 73	\$ 94,547,028 23	\$ 109,633,046 19
LIABILITIES AND FUND BALANCE				
Liabilities:				
Accounts payable		\$	30 98	
Total liabilities		\$	30 98	
Fund Balance				
Fund balance		\$ 66,703,038 73	\$ 94,546,997 25	
Total liabilities and fund balance		\$ 66,703,038 73	\$ 94,547,028 23	

Schedule 6

OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2010

<u>Officers and Trustees - Part VIII</u>		<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>
David Wolverton 807 8th Street, Suite 1010 Wichita Falls, TX 76301	President/ Treasurer/ Manager	\$ 250,113 78	\$ 20,475 00 (1)
Robert T Priddy 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emeritus		(2)
Berneice R Leath 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emerita		(2)
Paul Clark 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee/ Lead Trustee	4,500 00	(2)
Doug Armstrong 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,500 00	(2)
Murphy Davis 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Elect	1,000 00	(2)
David Flack 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Elect	1,000 00	(2)
Alice Huang 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,500 00	(2)
Jerry Johnson 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,500 00	(2)

<u>Officers and Trustees - Part VIII</u>		<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>
Nancy Marks	Trustee	4,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Liz Martin	Trustee	4,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Gale Richardson	Trustee	4,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Rick Schleider	Trustee	4,500.00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Shelley Sweatt	Trustee	4,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Patty Young	Trustee	4,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Sara Jane Snell Wood	Trustee	4,500 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
		<u>\$ 301,613 78</u>	<u>\$ 20,475 00</u>

Time devoted to business by above

- (1) Full-time (40 hours per week)
- (2) Part-time (average 1-2 hours per week)

Foundation Managers - Part XV

Walter Priddy - Date of Death 07-07-79
 Ashley Priddy - Date of Death 03-05-84
 Swannanoa Priddy - Date of Death 08-07-80
 Robert T Priddy

Schedule 7

PART XV - SUPPLEMENTARY INFORMATION

THE PRIDDY FOUNDATION - TIN 75-6029882

Year Ended December 31, 2010

- 2 (a) David Wolverton, President
The Priddy Foundation
807 Eighth Street, Suite 1010
Wichita Falls, Texas 76301
(817) 723-8720
- (b) Grant application should be made with the Foundation's grant application form that is available at the Foundation office. The following information should be submitted with the completed grant application.
1. Copy of the requesting organization's 501(c)(3) tax-exempt letter from the IRS.
 2. A list of officers and directors.
 3. A detailed project budget that includes administration costs, salaries, projected overhead expenses, etc.
 4. A copy of the organization's most recent audit.
 5. Latest financial statements.
- (c) Two meetings per year are held to consider grant requests. These meetings are in May and November. Deadlines for the initial grant reviews are February 1st for the May cycle, and July 15th for the November cycle. If the Board selects the application for further review, the deadlines for final application for grant reviews are March 15th and September 1st for the respective cycles
- (d) Organizations receiving grants must be tax-exempt 501(c)(3) entities. The primary grant categories are human services, education and the arts. This foundation concentrates its grants in Texas, with a further concentration on the Wichita Falls and North Texas area. Outside of the North Texas area, the Board of the Foundation believes in supporting activities that are statewide in nature

Schedule 8

LEGAL FEES, ACCOUNTING FEES AND PROFESSIONAL FEES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2010

Part 1, Line 16a, b, c:

Legal fees - Line 16a:

Sherrill, Crosnoe & Goff		<u>\$ 36,284.78</u>
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Accounting fees - Line 16b:

Freemon, Shapard & Story	\$ 37,000.00	
Mathis, West, Huffines & Co., PC	<u>13,500.00</u>	<u>\$ 50,500.00</u>

Other professional fees - Consulting - Line 16c:

Curtis W. Meadows, Jr		<u>\$ 6,775.00</u>
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Other professional fees - Investment - Line 16c:

American National Bank	\$ 47,428.79	
Dodge & Cox	75,343.00	
Miscellaneous	1,299.52	
Fayez Sarofim	75,415.00	
Luther King	52,002.00	
Sentry Management	<u>27,870.00</u>	<u>\$ 279,358.31</u>

Schedule 9

SCHEDULE B, PART II NONCASH PROPERTY

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2010

<u>Description of noncash property given</u>	<u>Shares</u>	<u>Fair Market Value</u>	<u>Date Received</u>
AOL, Inc.	931.00	\$ 46,794.85	02/03/10
Aegon NV	18,000.00	115,110 00	02/03/10
Amgen Inc.	8,600.00	508,604.00	02/03/10
BB&T Corp.	6,500.00	181,837.50	02/03/10
Baker Hughes Inc.	6,000.00	284,430 00	02/03/10
Bank of New York Mellon	5,500.00	158,620.00	02/03/10
Boston Scientific Corp.	16,950.00	141,193 50	02/03/10
Cadence Design Systems	39,500.00	239,370.00	02/03/10
Capital One Financial Corp.	12,000.00	442,320.00	02/03/10
Carefusion Corp	4,750.00	126,278.75	02/03/10
CarMax Inc.	7,750.00	166,276.25	02/03/10
Cemex, S.A.B. de C.V.	15,600.00	147,576.00	02/03/10
Chevron Corp.	4,500 00	331,672.50	02/03/10
Citrix Systems	4,000 00	168,800.00	02/03/10
Comcast Corp.	28,502.00	462,444 95	02/03/10
Computer Sciences Corp	3,000.00	158,460 00	02/03/10
Compuware Corp.	18,000.00	134,190 00	02/03/10
Covidien plc	3,626.00	184,345.84	02/03/10
Dow Chemical Co.	12,000.00	330,900 00	02/03/10
eBay, Inc	11,000 00	254,045.00	02/03/10
LM Ericsson Telephone	15,100 00	153,340.50	02/03/10
FedEx Corp	4,500.00	368,460.00	02/03/10
General Electric Co	28,000 00	471,100.00	02/03/10
Glaxo Smithkline plc	11,800 00	459,669.00	02/03/10
Hewlett Packard Co.	12,500.00	607,187 50	02/03/10
Home Depot	11,500.00	328,900 00	02/03/10
HSBC Holdings plc	5,544.00	301,953 96	02/03/10
Interpublic Group of Companies	24,000 00	161,640.00	02/03/10
Legg Mason Inc	6,000 00	157,830 00	02/03/10
Liberty Media Interactive	19,500.00	207,577 50	02/03/10

-2 Sch. 9 - Cont'd. - The Priddy Foundation - For the Year Ended December 31, 2010

<u>Description of noncash property given</u>	<u>Shares</u>	<u>Fair Market Value</u>	<u>Date Received</u>
Macy's Inc.	10,750.00	172,967.50	02/03/10
Medtronic Inc	200 00	8,818.00	02/03/10
Merck & Co.	11,000.00	428,395 00	02/03/10
Molex Inc	12,500.00	227,375.00	02/03/10
Motorola, Inc.	32,501 00	216,456.66	02/03/10
News Corp.	32,000 00	431,360 00	02/03/10
Nokia Corp.	12,000.00	171,660.00	02/03/10
Novartis AG	11,000 00	602,415.00	02/03/10
Occidental Petroleum	5,000.00	401,925.00	02/03/10
Panasonic Corp.	14,000 00	227,220 00	02/03/10
Pfizer Inc.	21,951.00	409,056 89	02/03/10
Pitney Bowes	6,000 00	128,700 00	02/03/10
Royal Dutch Shell CI A	3,850.00	218,988.00	02/03/10
Sanofi-Aventis	10,000.00	376,950.00	02/03/10
Schlumberger Limited	6,000.00	397,350.00	02/03/10
Sony Corporation	10,000.00	347,050.00	02/03/10
Sprint Nextel	40,500.00	146,205.00	02/03/10
Symantec Corp.	10,500 00	181,282.50	02/03/10
Synopsys Inc.	7,500.00	159,675.00	02/03/10
Time Warner Inc.	10,252 00	288,081.20	02/03/10
Time Warner Cable Inc.	6,002.00	269,549.82	02/03/10
Travelers Companies	3,250.00	164,498.75	02/03/10
Tyco Electronics, Ltd.	7,902.00	201,738.06	02/03/10
Tyco International Ltd.	5,002.00	183,373.32	02/03/10
Unitedhealth Group	5,500.00	183,892.50	02/03/10
Vodafone Group plc	7,000.00	150,745.00	02/03/10
Walgreen Co.	5,700.00	200,697.00	02/03/10
Wal-Mart Stores	5,500.00	297,385 00	02/03/10
Wellpoint Inc.	3,750.00	240,956.25	02/03/10
Wells Fargo & Company	19,562.00	555,169.56	02/03/10
Xerox Corp.	28,000.00	253,960.00	02/03/10
Total		<u>\$ 16,044,823.61</u>	
AOL, Inc.	930.00	\$ 23,705.70	03/19/10
Aegon NV	18,000.00	116,370.00	03/19/10
Amgen Inc.	8,600.00	515,527.00	03/19/10
BB&T Corp.	6,500.00	206,472.50	03/19/10
Baker Hughes Inc.	6,000 00	283,950 00	03/19/10

<u>Description of noncash property given</u>	<u>Shares</u>	<u>Fair Market Value</u>	<u>Date Received</u>
Bank of New York Mellon	5,500.00	168,712.50	03/19/10
Boston Scientific Corp.	16,950 00	119,582 25	03/19/10
Cadence Design Systems	39,500.00	266,625 00	03/19/10
Capital One Financial Corp.	12,000 00	480,120 00	03/19/10
Carefusion Corp	4,750.00	120,056 25	03/19/10
CarMax Inc.	7,750.00	183,946 25	03/19/10
Cemex, S A B. de C V.	15,600 00	164,970.00	03/19/10
Chevron Corp.	4,500.00	334,980.00	03/19/10
Citrix Systems	4,000 00	193,640.00	03/19/10
Comcast Corp.	28,498.00	502,704 72	03/19/10
Computer Sciences Corp.	3,000.00	163,755.00	03/19/10
Compuware Corp	18,000 00	156,150 00	03/19/10
Covidien plc	3,624.00	186,302 59	03/19/10
Diageo ADR Reptg 4 Ord Shs	2,400.00	158,940 00	03/19/10
Dow Chemical Co.	12,000.00	348,780.00	03/19/10
eBay, Inc	11,000.00	296,023.75	03/19/10
LM Ericsson Telephone	15,100 00	161,419.00	03/19/10
FedEx Corp	4,500 00	406,170 00	03/19/10
General Electric Co.	28,000.00	503,020.00	03/19/10
Glaxo Smithkline plc	11,800.00	460,141 00	03/19/10
Hewlett Packard Co.	12,500.00	657,312.50	03/19/10
Home Depot	11,500.00	373,347.50	03/19/10
HSBC Holdings plc	5,536.00	282,003.84	03/19/10
Interpublic Group of Companies	24,000.00	206,640.00	03/19/10
Legg Mason Inc.	6,000.00	175,569.00	03/19/10
Liberty Media Interactive	19,500.00	284,602.50	03/19/10
Macy's Inc.	10,750.00	229,512.50	03/19/10
Medtronic Inc.	200.00	9,142.00	03/19/10
Merck & Co.	11,000.00	423,885.00	03/19/10
Molex Inc.	12,500.00	223,562.50	03/19/10
Motorola, Inc.	32,499.00	234,642.78	03/19/10
News Corp.	32,000.00	444,160.00	03/19/10
Nokia Corp.	12,000.00	180,660 00	03/19/10
Novartis AG	11,000.00	599,995.00	03/19/10
Occidental Petroleum	5,000.00	410,250.00	03/19/10
Panasonic Corp.	14,000.00	209,790 00	03/19/10
Pfizer Inc.	21,949 00	375,657 14	03/19/10
Pitney Bowes	6,000.00	147,255.00	03/19/10
Royal Dutch Shell Cl A	3,850.00	223,146 00	03/19/10

<u>Description of noncash property given</u>	<u>Shares</u>	<u>Fair Market Value</u>	<u>Date Received</u>
Sanofi-Aventis	10,000.00	377,305.00	03/19/10
Schlumberger Limited	6,000.00	379,020.00	03/19/10
Sony Corporation	10,000.00	386,350.00	03/19/10
Sprint Nextel	40,500.00	149,445.00	03/19/10
Symantec Corp.	10,500.00	180,337.50	03/19/10
Synopsys Inc	7,500.00	170,062.50	03/19/10
Time Warner Inc.	10,248.00	318,712.80	03/19/10
Time Warner Cable Inc	5,998.00	292,672.41	03/19/10
Travelers Companies	3,250.00	173,485.00	03/19/10
Tyco Electronics, Ltd.	7,898.00	215,654.89	03/19/10
Tyco International Ltd.	4,998 00	184,251.27	03/19/10
Unitedhealth Group	5,500 00	188,017.50	03/19/10
Vodafone Group plc	7,000.00	156,380.00	03/19/10
Walgreen Co.	5,700.00	200,041.50	03/19/10
Wal-Mart Stores	5,500.00	305,723.55	03/19/10
Wellpoint Inc.	3,750.00	244,593.75	03/19/10
Wells Fargo & Company	19,562 00	593,119.84	03/19/10
Xerox Corp.	28,000 00	<u>270,760.00</u>	03/19/10
Total		<u>\$ 16,999,129.28</u>	
Totals - Combined		<u>\$ 33,043,952.89</u>	