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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

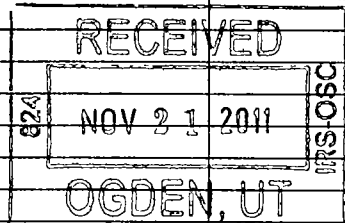
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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 <b>THE HELM FOUNDATION, INC.</b>		A Employer identification number <b>76-0419884</b>
Number and street (or P O box number if mail is not delivered to street address) <b>2901 WILCREST DR., SUITE 217</b>	Room/suite	B Telephone number <b>(713) 333-2640</b>
City or town, state, and ZIP code <b>HOUSTON, TX 77042</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>9,209,465.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	186.	186.		Statement 1
4 Dividends and interest from securities	215,445.	215,445.		Statement 2
5a Gross rents	106.	106.		Statement 3
b Net rental income or (loss)	106.			
6a Net gain or (loss) from sale of assets not on line 10	229,856.			
b Gross sales price for all assets on line 6a	4,772,777.			
7 Capital gain net income (from Part IV, line 2)		229,856.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	34,822.	19,878.		Statement 4
12 Total. Add lines 1 through 11	480,415.	465,471.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees Stmt 5	7,185.	3,593.		3,592.
c Other professional fees Stmt 6	48,684.	48,684.		0.
17 Interest	35,205.	35,205.		0.
18 Taxes Stmt 7	19,681.	4,681.		0.
19 Depreciation and depletion	7,980.	7,980.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 8	94,573.	87,243.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	213,308.	187,386.		3,592.
25 Contributions, gifts, grants paid	282,750.			282,750.
26 Total expenses and disbursements. Add lines 24 and 25	496,058.	187,386.		286,342.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-15,643.			
b Net investment income (if negative, enter -0-)		278,085.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	9,765.	43,377.	43,377.
	2 Savings and temporary cash investments	188,204.	1,900,202.	1,900,202.
	3 Accounts receivable ▶ 10,107.			
	Less: allowance for doubtful accounts ▶	4,733.	10,107.	10,107.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	5,240,516.	3,400,217.	3,303,499.
	c Investments - corporate bonds Stmt 10	580,446.	1,091,942.	995,815.
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 11	3,460,122.	3,022,298.	2,956,465.	
14 Land, buildings, and equipment: basis ▶ 11,759.				
Less accumulated depreciation Stmt 12 ▶ 11,759.				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>9,483,786.</b>	<b>9,468,143.</b>	<b>9,209,465.</b>	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	9,483,786.	9,468,143.		
<b>30 Total net assets or fund balances</b>	<b>9,483,786.</b>	<b>9,468,143.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>9,483,786.</b>	<b>9,468,143.</b>		

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	9,483,786.
2 Enter amount from Part I, line 27a	2	-15,643.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,468,143.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,468,143.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,772,777.		4,542,921.	229,856.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			229,856.

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	229,856.
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	319,748.	8,598,683.	.037186
2008	314,394.	9,815,529.	.032030
2007	410,536.	11,109,410.	.036954
2006	265,251.	10,403,141.	.025497
2005	282,819.	9,100,128.	.031079

2 Total of line 1, column (d)	2	.162746
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	.032549
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,915,713.
5 Multiply line 4 by line 3	5	290,198.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,781.
7 Add lines 5 and 6	7	292,979.
8 Enter qualifying distributions from Part XII, line 4 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.	8	286,342.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,562.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	5,562.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	5,562.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	19,832.
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	19,832.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,270.
11	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> 14,270. <b>Refunded</b> <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

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

N/A

**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>N/A</u>	13	X	
14	The books are in care of ► <u>MICAH MANAGEMENT LLC</u> Telephone no. ► <u>713 333 2641</u> Located at ► <u>2901 WILCREST DR., SUITE 217, Houston, TX</u> ZIP+4 ► <u>77042</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 ► 15   <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GLORA BEE HELM 2901 Wilcrest Dr., Suite 217 HOUSTON, TX 77042	DIR/CHAIRMAN 0.00	0.	0.	0.
CYRUS VARD HELM 2901 Wilcrest Dr., Suite 217 HOUSTON, TX 77042	DIR/PRESIDENT 0.00	0.	0.	0.
SUSAN HELM 2901 Wilcrest Dr., Suite 217 HOUSTON, TX 77042	DIR/SECRETARY 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,846,796.
b	Average of monthly cash balances	1b	1,030,123.
c	Fair market value of all other assets	1c	3,174,566.
d	Total (add lines 1a, b, and c)	1d	9,051,485.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,051,485.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135,772.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,915,713.
6	Minimum investment return. Enter 5% of line 5	6	445,786.

**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	445,786.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,562.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,562.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	440,224.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	440,224.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	440,224.

**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	286,342.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	286,342.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	286,342.

**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.

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**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				440,224.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			279,346.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 286,342.				
a Applied to 2009, but not more than line 2a			279,346.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				6,996.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				433,228.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶ \_\_\_\_\_  
 b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

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

**None**  
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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

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

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

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- c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Statement 13				
<b>Total</b>			▶ 3a	<b>282,750.</b>
<i>b Approved for future payment</i>				
None				
<b>Total</b>			▶ 3b	<b>0.</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns 'Yes' and 'No'. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is mostly N/A.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is N/A.

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

Sign Here: Signature of officer or trustee, Date 11-11-11, Title Chairman

Paid Preparer Use Only: Print/Type preparer's name Ray Frierson, CPA/PFS, CFP; Preparer's signature; Date 11.9.11; Check self-employed; PTIN P00652742; Firm's name Frierson Sola & Associates, PC; Firm's address 1415 Louisiana, Ste 3150 Houston, TX 77002-7354; Firm's EIN 76-0571567; Phone no. 713-651-9250

THE HELM FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a <b>Litigation Settlement</b>	P		
b See Statement D-1	P		
c See Statement D-2	P		
d See Statement D-3	P		
e See Statement D-4	P		
f See Statement D-5	P		
g FIDELITY #670 (CGD)	P		
h FIDELITY #992 (CGD)	P		
i COMMON SENSE PARTNERS II, LP (1256 GAIN)	P		
j COMMON SENSE PARTNERS II, LP (CAP GAIN)	P		
k COMMON SENSE PARTNERS II, LP (CAP LOSS)	P		
l FIRST RESERVE FUND IX, LP (CAP LOSS)	P		
m FR XI-B OFFSHORE AIV, LP #264 (CAP GAINS)	P		
n FR XI-D OFFSHORE AIV, LP #264 (CAP LOSS)	P		
o FR XI OFFSHORE AIV, LP #264 (CAP GAIN)	P		

(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 441.			441.
b 160,652.		134,608.	26,044.
c 3,662,997.		3,598,540.	64,457.
d 704,659.		485,716.	218,943.
e 123,707.		130,717.	-7,010.
f 40,500.		34,463.	6,037.
g 16,694.			16,694.
h 504.			504.
i		276.	-276.
j 26,111.			26,111.
k		17,086.	-17,086.
l		20.	-20.
m 1,273.			1,273.
n		31,482.	-31,482.
o 2,502.			2,502.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			441.
b			26,044.
c			64,457.
d			218,943.
e			-7,010.
f			6,037.
g			16,694.
h			504.
i			-276.
j			26,111.
k			-17,086.
l			-20.
m			1,273.
n			-31,482.
o			2,502.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

THE HELM FOUNDATION, INC.

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 FIRST RESERVE FUND XI, LP #264 (CAP GAIN)	P		
b FIRST RESERVE FUND XI, LP #264 (1231 LOSS)	P		
c FR XI-E ONSHORE AIV, LP #264 (CAP GAINS)	P		
d FR XI-B OFFSHORE AIV, LP #90 (CAP GAINS)	P		
e FR XI-D OFFSHORE AIV, LP #90 (CAP LOSS)	P		
f FR XI-E ONSHORE AIV, LP #90 (CAP GAINS)	P		
g FR XI OFFSHORE AIV, LP #90 (CAP GAIN)	P		
h FIRST RESERVE FUND XI, LP #90 (CAP GAIN)	P		
i FIRST RESERVE FUND XI, LP #90 (1231 LOSS)	P		
j FR XII-A PARALLEL VEHICLE, LP (CAP LOSS)	P		
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,313.			7,313.
b		169.	-169.
c 861.			861.
d 2,616.			2,616.
e		64,713.	-64,713.
f 1,771.			1,771.
g 5,144.			5,144.
h 15,032.			15,032.
i		341.	-341.
j		44,790.	-44,790.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			7,313.
b			-169.
c			861.
d			2,616.
e			-64,713.
f			1,771.
g			5,144.
h			15,032.
i			-341.
j			-44,790.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	229,856.
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

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
2	DESK, CHAIR AND CREDENZA	102301	200DB	7.00	17	4,558.			4,558.	4,558.		0.
4	OFFICE FURNITURE	051002	200DB	7.00	17	7,201.		2,160.	5,041.	5,041.		0.
	* Total 990-PF Pg 1 Depr					11,759.		2,160.	9,599.	9,599.	0.	0.

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

Source	Amount
FIDELITY #000	3.
FIDELITY #308	10.
FIDELITY #670	152.
FIDELITY #984	1.
FIDELITY #992	20.
Total to Form 990-PF, Part I, line 3, Column A	186.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
COMMON SENSE PARTNERS II, LP	10,561.	0.	10,561.
FIDELITY #000 (Dividends)	7,876.	0.	7,876.
FIDELITY #308 (Dividends)	6,862.	0.	6,862.
FIDELITY #308 (Interest from Securities)	812.	0.	812.
FIDELITY #670 (Dividends)	125,750.	0.	125,750.
FIDELITY #670 (Interest from Securities)	28,820.	0.	28,820.
FIDELITY #984 (Dividends)	5,605.	0.	5,605.
FIDELITY #992 (Dividends)	7,289.	0.	7,289.
FIRST RESERVE FUND IX, LP	1.	0.	1.
FIRST RESERVE FUND VIII, LP	3.	0.	3.
FIRST RESERVE FUND XI, LP #264	307.	0.	307.
FIRST RESERVE FUND XI, LP #90	637.	0.	637.
FR HORIZON AIV, LP #264	1.	0.	1.
FR HORIZON AIV, LP #90	3.	0.	3.
FR XI OFFSHORE AIV, LP #264	3,392.	0.	3,392.
FR XI OFFSHORE AIV, LP #90	6,972.	0.	6,972.
FR XI-B OFFSHORE AIV, LP #264	244.	0.	244.
FR XI-B OFFSHORE AIV, LP #90	502.	0.	502.
FR XI-D OFFSHORE AIV, LP #264	1.	0.	1.
FR XI-D OFFSHORE AIV, LP #90	1.	0.	1.
FR XI-E ONSHORE AIV, LP #264	2,696.	0.	2,696.
FR XI-E ONSHORE AIV, LP #90	5,543.	0.	5,543.
FR XII-A BRAVO AIV, LP	1,562.	0.	1,562.
FR XII-A PARALLEL VEHICLE, LP	5.	0.	5.
Total to Fm 990-PF, Part I, ln 4	215,445.	0.	215,445.

Form 990-PF	Rental Income	Statement	3
Kind and Location of Property	Activity Number	Gross Rental Income	
FIRST RESERVE FUND XI, LP #264	1	5.	
FIRST RESERVE FUND XI, LP #90	2	10.	
FR XII-A CHARLIE AIV, LP	3	37.	
FR XII-A PBF AIV, LP	4	54.	
Total to Form 990-PF, Part I, line 5a		106.	

Form 990-PF	Other Income	Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
COMMON SENSE PARTNERS II, LP	-32,860.	-32,860.	
COMMON SENSE PARTNERS II, LP (ROYALTIES)	4.	4.	
FR XI-E ONSHORE AIV, LP #264	-68.	-68.	
FR XI OFFSHORE AIV, LP #264	11.	11.	
FIRST RESERVE FUND XI, LP #264	5,539.	5,539.	
FR XI-E ONSHORE AIV, LP #90	-139.	-139.	
FR XI OFFSHORE AIV, LP #90	22.	22.	
TAX REFUND	23,787.	23,787.	
FIRST RESERVE FUND XI, LP #90	11,392.	11,392.	
FR XII-A CHARLIE AIV, LP	12,190.	12,190.	
COMMON SENSE PARTNERS II, LP (UBTI)	19,674.	0.	
FR XI-E ONSHORE AIV, LP #90 (UBTI)	3,400.	0.	
FIRST RESERVE FUND XI, LP #90 (UBTI)	-1,360.	0.	
FR XI-E ONSHORE AIV, LP #264 (UBTI)	1,654.	0.	
FIRST RESERVE FUND XI, LP #264 (UBTI)	-662.	0.	
FR XII-A CHARLIE AIV, LP (UBTI)	-7,762.	0.	
Total to Form 990-PF, Part I, line 11	34,822.	19,878.	

Form 990-PF	Accounting Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	7,185.	3,593.		3,592.
To Form 990-PF, Pg 1, ln 16b	7,185.	3,593.		3,592.

Form 990-PF	Other Professional Fees			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FIDELITY #984	1,221.	1,221.		0.
FIDELITY #000	2,249.	2,249.		0.
FIDELITY #670	16,463.	16,463.		0.
FIDELITY #308	553.	553.		0.
FIDELITY #992	6,362.	6,362.		0.
FIRST RESERVE XI-B OFFSHORE AIV #264	5.	5.		0.
FIRST RESERVE XI-D OFFSHORE AIV #264	317.	317.		0.
FIRST RESERVE XI-E ONSHORE AIV #264	140.	140.		0.
FR XI OFFSHORE AIV, LP #264	1,284.	1,284.		0.
FR HORIZON AIV, LP #264	434.	434.		0.
FIRST RESERVE XI-B OFFSHORE AIV #90	11.	11.		0.
FIRST RESERVE XI-D OFFSHORE AIV #90	651.	651.		0.
FIRST RESERVE XI-E ONSHORE AIV #90	286.	286.		0.
FR XI OFFSHORE AIV, LP #90	2,641.	2,641.		0.
FR HORIZON AIV, LP #90	892.	892.		0.
FR XII-A PARALLEL VEHICLE, LP	12,004.	12,004.		0.
FR XII-A BRAVO AIV, LP	2,173.	2,173.		0.
FR XII-A PBF AIV, LP	998.	998.		0.
To Form 990-PF, Pg 1, ln 16c	48,684.	48,684.		0.

Form 990-PF	Taxes			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FIDELITY #984-foreign tax	638.	638.		0.
FIDELITY #670-foreign tax	2,140.	2,140.		0.
FIDELITY #308-foreign tax	15.	15.		0.
FIDELITY #000-foreign tax	967.	967.		0.
PROPERTY TAX	198.	198.		0.
ESTIMATED TAX PAYMENT (990-PF)	15,000.	0.		0.
COMMON SENSE PARTNERS II, LP (FTC)	295.	295.		0.
FR XI OFFSHORE AIV, LP #264 (FTC)	140.	140.		0.
FIRST RESERVE FUND XI, LP #264 (FTC)	1.	1.		0.
FR XI OFFSHORE AIV, LP #90 (FTC)	286.	286.		0.
FIRST RESERVE FUND XI, LP #90 (FTC)	1.	1.		0.
To Form 990-PF, Pg 1, ln 18	19,681.	4,681.		0.

Form 990-PF	Other Expenses			Statement 8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK SERVICE CHARGE	30.	30.		0.
DELEWARE REGISTERED AGENT FEE	356.	356.		0.
COMMON SENSE PARTNERS II, LP	43,221.	43,221.		0.
FIRST RESERVE FUND IX, LP	71.	71.		0.
FIRST RESERVE FUND IX, LP - SYNDICATION COST WRITEOFF	239.	0.		0.
FIRST RESERVE FUND VIII, LP	83.	83.		0.
FIRST RESERVE FUND VIII, LP - SYNDICATION COST WRITEOFF	6,914.	0.		0.
FIRST RESERVE XI-E ONSHORE AIV, LP #264	480.	480.		0.
FR XI OFFSHORE AIV, LP #264	233.	233.		0.
FIRST RESERVE FUND XI, LP #264	8,277.	8,277.		0.
FIRST RESERVE FUND XI, LP #264 (NDE)	53.	0.		0.

FIRST RESERVE XI-E ONSHORE AIV, LP #90	984.	984.	0.
FR XI OFFSHORE AIV, LP #90	481.	481.	0.
FIRST RESERVE FUND XI, LP #90	17,015.	17,015.	0.
FIRST RESERVE FUND XI, LP #90 (NDE)	107.	0.	0.
FR XII-A CHARLIE AIV, LP	15,501.	15,501.	0.
FR XII-A CHARLIE AIV, LP (NDE)	5.	0.	0.
FR XII-A PARALLEL VEHICLE, LP	466.	466.	0.
FR XII-A BRAVO AIV, LP	7.	7.	0.
FR XII-A PBF AIV, LP	38.	38.	0.
COMMON SENSE PARTNERS II, LP (NDE)	12.	0.	0.
<b>To Form 990-PF, Pg 1, ln 23</b>	<b>94,573.</b>	<b>87,243.</b>	<b>0.</b>

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
CORPORATE STOCKS & ETFs (STATEMENT B)	3,400,217.	3,303,499.
<b>Total to Form 990-PF, Part II, line 10b</b>	<b>3,400,217.</b>	<b>3,303,499.</b>

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
CORPORATE & GOVERNMENT BONDS (STATEMENT A)	1,091,942.	995,815.
<b>Total to Form 990-PF, Part II, line 10c</b>	<b>1,091,942.</b>	<b>995,815.</b>

Form 990-PF	Other Investments	Statement	11
Description	Valuation Method	Book Value	Fair Market Value
MUTUAL FUNDS (STATEMENT C)	FMV	554,725.	488,892.
COMMON SENSE PARTNERS II, LP	FMV	1,141,622.	1,141,622.
FIRST RESERVE FUND IX, LP	FMV	0.	0.
FIRST RESERVE FUND VII, LP	FMV	0.	0.
FIRST RESERVE FUND XI, LP #264	FMV	400,401.	400,401.
FIRST RESERVE FUND XI, LP #90	FMV	558,633.	558,633.
FIRST RESERVE FUND XII, LP #264	FMV	366,917.	366,917.
Total to Form 990-PF, Part II, line 13		3,022,298.	2,956,465.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	12
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
DESK, CHAIR AND CREDENZA	4,558.	4,558.	0.
OFFICE FURNITURE	7,201.	7,201.	0.
Total To Fm 990-PF, Part II, ln 14	11,759.	11,759.	0.

Form 990-PF

Grants and Contributions  
Paid During the Year

Statement 13

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
BREAST CANCER NETWORK OF STRENGTH (Y-ME) 135 S LASALLE CHICAGO, IL 60603	N/A GENERAL FUND	SEC. 501(C)(3)	2,500.
DUKE UNIVERSITY BOX 90581 DURHAM, NC 27708-0581	N/A EDUCATION	SEC. 501(C)(3)	15,000.
FREE INDEED COMMUNITY WORKS 7111 HOMESTEAD ROAD HOUSTON, TX 77028	N/A GENERAL FUND	SEC. 501(C)(3)	1,750.
HOUSTON CHRISTIAN HIGH SCHOOL 2700 W. SAM HOUSTON PARKWAY NORTH HOUSTON, TX 77043	N/A EDUCATION	SEC. 501(C)(3)	18,750.
QUILLIAN CENTER 3663 WESTCENTER DR HOUSTON, TX 77042	N/A RELIGIOUS	SEC. 501(C)(3)	7,500.
ST. JAMES EPISCOPAL SCHOOL 1941 WEBBERVILLE RD. AUSTIN, TX 78721	N/A EDUCATION	SEC. 501(C)(3)	46,000.
ST. ROSE OF LIMA SCHOOL 3600 BRINKMAN HOUSTON, TX 77018	N/A EDUCATION	SEC. 501(C)(3)	35,000.
ST. STEPHEN'S EPISCOPAL SCHOOL 6500 ST. STEPHEN'S DRIVE AUSTIN, TX 78746	N/A EDUCATION	SEC. 501(C)(3)	60,000.

THE MARBRIDGE FOUNDATION PO BOX 2250 MANCHACA, TX 78652	N/A ANNUAL FUND, TUITION ASSISTANCE	SEC. 501(C)(3)	35,000.
THE SAMARITAN CENTER 17555 EL CAMINO REAL HOUSTON, TX 77058	N/A GENERAL FUND	SEC. 501(C)(3)	4,000.
WESLEY ACADEMY 10570 WESTPARK DR. HOUSTON, TX 77042	N/A EDUCATION	SEC. 501(C)(3)	44,200.
AMERICAN CANCER SOCIETY 6301 RICHMOND AVE. HOUSTON, TX 77057	N/A GENERAL FUND	SEC. 501(C)(3)	250.
CHRISTIAN COMMUNICATIONS INC. 9600 BELLAIRE BLVD. HOUSTON, TX 77036	N/A GENERAL FUND	SEC. 501(C)(3)	1,000.
COMMUNITY FOUNDATION OF GUNNISON VALEY P.O. BOX 7057 GUNNISON, CO 81230	N/A GENERAL FUND	SEC. 501(C)(3)	1,000.
HOUSTON AUDUBON SOCIETY 440 WILCHESTER BLVD. HOUSTON, TX 77079	N/A GENERAL FUND	SEC. 501(C)(3)	5,000.
RISE SCHOOL OF HOUSTON 8080 N. STADIUM DRIVE HOUSTON, TX 77054	N/A GENERAL FUND	SEC. 501(C)(3)	500.
SOARING EAGLE MINISTRIES P.O. BOX 47 SIMONTON, TX 77476	N/A GENERAL FUND	SEC. 501(C)(3)	5,000.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901	N/A GENERAL FUND	SEC. 501(C)(3)	300.

Total to Form 990-PF, Part XV, line 3a

282,750.

Helm Foundation  
76-0419884  
2010 Form 990-PF  
Statement A - Corporate & Government Bonds

Quantity	Security Description	End of Year Market Value
50000	SPRINT CAP CORP NT 7.625% 01/30/2011 ISIN#US852060AJ18 7.625% Due 01-30-11	50,125
37000	COMCAST CORP NEW NT 6.500% 01/15/2015 MAKEWHOLE 6.500% Due 01-15-15	42,133
100000	GANNETT CO INC NT 6.37500%04/01/2012 6.375% Due 04-01-12	103,000
30000	BERKSHIRE HATHAWAY FINCORP 4.85000%01/15/2015 GTDSR NT 4.850% Due 01-15-15	32,808
30000	HSBC FINANCE CORP SRNT 5.90000%06/19/2012 ISIN#US40429CFZ05 5.900% Due 06-19-12	31,799
30000	CREDIT SUISSE USA INC 4.87500%01/15/2015 SRNT 4.875% Due 01-15-15	32,344
36000	WASHINGTON MUT INC SUBNT 8.25000%04/01/2010 0.000% Due 12-01-99	44,280
30000	BURLINGTON NORTHN SANTAFE CP 4.87500%01/15/2015 SRNT 4.875% Due 01-15-15	32,664
15000	EI DU PONT DE NEMOUR NOTES 03.25000%01/15/2015 CALLMAKE WHOLE 3.250% Due 01-15-15	15,568
75000	UNITED STATES TREAS NTS 0.62500%12/31/2012 0.625% Due 12-31-12	74,871
150000	UNITED STATES TREAS NTS 1.37500%01/15/2013 1.375% Due 01-15-13	152,284
100000	UNITED STATES TREAS NTS 0.50000%10/15/2013 0.500% Due 10-15-13	98,883
5000	FEDERAL NATL MTG ASSNMTN 0.00000%09/23/2011 GENINT 0.000% Due 09-23-11	4,970
15000	FEDERAL FARM CR BKS CONSBD 4.70000%10/03/2011 4.700% Due 10-03-11	15,485
10000	FEDERAL FARM CR BKS CONSBD 4.35000%11/02/2011 4.350% Due 11-02-11	10,329
25283	CIT GROUP INC SEC DNT-A 7.00000%05/01/2013 7.000% Due 05-01-13	25,789
37925	CIT GROUP INC SEC DNT-A 7.00000%05/01/2014 ISIN#US125581FU76 7.000% Due 05-01-14	38,304
37925	CIT GROUP INC SEC DNT-A 7.00000%05/01/2015 ISIN#US125581FV59 7.000% Due 05-01-15	38,020
63208	CIT GROUP INC SEC DNT-A 7.00000%05/01/2016 ISIN#US125581FW33 7.000% Due 05-01-16	63,445
88492	CIT GROUP INC SEC DNT-A 7.00000%05/01/2017 ISIN#US125581FX16 7.000% Due 05-01-17	88,714
TOTAL		<u>995,815</u>

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Statement B - Stocks & ETFs

Quantity	Security Description	End of Year Market Value
1200	PLUM CREEK TIMBER CO REIT	44,940
0	21 CAPITOL FED FINL INC NEW	3
2735	PFIZER INC	47,890
890	LILLY ELI & CO	31,186
500	SELECT SECTOR SPDR TRCONSUMER DISCRETIONAR	18,705
120	WALGREEN COMPANY	4,675
1860	WINN DIXIE STORES NEW	13,355
4000	GUGGENHEIM S&P GLBL ETF S&P GLOBAL DIVIDEN	59,200
1000	ISHARES S&P EMERGINGMKTS INFRASTRUCTUREIND	34,320
750	PETROHAWK ENERGY CORP TENDER OFFER EXP. 8/	13,687
122	PETROLEO BRASILEIRO SA PETROBRAS SPONSORED	4,616
2249	BANK OF AMERICA CORP	30,002
105	DEUTSCHE BANK NEW F REGISTERED SHARES	5,465
680	S L GREEN REALTY CORP REIT	45,907
97	WELLS FARGO & CO NEW	3,006
160	TOTAL S A ADR F 1 ADR REP 1 ORD	8,557
300	BARCLAYS BANK PLC ADR F SPONSORED ADR 1 AD	4,956
725	ISHARES INC MSCI MEXICOINVESTABLE MARKETIN	44,892
3500	ISHARES MSCI CDA IDX FD CANADA INDEX FUND	108,500
2700	ISHARES MSCI EMERGING MKTS	128,633
1500	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FU	87,330
750	SPDR INDEX SHS FDS S&PEMERGING EUROPE ETF	37,160
2500	GLOBAL X FDS GLOBAL XCHINA CONSUMER ETF	45,225
700	ISHARES TRUST S&P GLOBALCONSUMER STAPLESIN	43,729
3700	ISHARES IBOXX HI YIELD CAP BOND	334,073
2100	ISHARES S&P U S PFD FUND S&P U S PFD STK I	81,480
1800	ISHARES TR BARCLAYS BOND BARCLAYS 1-3 YEAR	187,704
700	ISHARES TR BARCLAYS TIPS BOND FUND	75,264
125	ISHARES TR DOW JONES INTERNATIONAL SELECT	4,205
500	ISHARES TR MID VALUE INDEXFD	37,875
200	ISHARES TR MSCI ACWI INDEXFD	9,362
3294.03	ISHARES TR RUSSELL 2000 RUSSELL 2000 INDEX	257,725
1000	ISHARES TR RUSSELL MIDCAPGROWTH INDEX FD	56,610
700	ISHARES TR S&P ASIA 50 S & P ASIA 50 INDEX	32,862
200	ISHARES TRUST BARCLAYS BARCLAYS MBS FIXED	21,116
850	S P D R S&P 500 ETF TR EXPIRING 01/22/2118	106,887
800	SPDR DOW JONES INDL AVG INDUSTRIAL AVERAGE	92,504
3250	SPDR INDEX SHS FDS S&PBRIC 40 ETF	89,147
750	VANGUARD INTL EQUITY INDEXFDS MSCI EMERGIN	36,109
1950	WISDOMTREE EQUITY INCOMEFUND	75,874
500	WISDOMTREE TRUST AUSTRALIADIVIDEND FUND	30,206
2000	GLOBAL X FDS GLOBAL XCHINA ENERGY ETF	31,500

Helm Foundation  
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2010 Form 990-PF  
Statement B - Stocks & ETFs

<u>Quantity</u>	<u>Security Description</u>	<u>End of Year Market Value</u>
3250	MARKET VECTORS ETF TRGLOBAL ALTERNATIVEENE	65,032
2500	ISHARES FTSE NAREIT MTG PLUS CAPPED INDEX	38,975
5727	47 ISHARES TR COHEN & STEERSREALTY MAJORS IND	376,409
1850	ISHARES TR DOW JONES US FINL SVCS COMPOSIT	106,504
2400	ISHARES TR DOW JONES US REAL ESTATE INDEXF	134,304
2800	SPDR SER TR S&PREGL BKG ETF	74,060
1000	GLOBAL X FDS GLOBAL XCHINA INDUSTRIALS ETF	16,400
1200	ISHARES TR S&P GLOBALINDUSTRIALS INDEXFD	64,624
74852	ELOT INC (NEW)	749
TOTAL		<u>3,303,499</u>

Helm Foundation  
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2010 Form 990-PF  
Statement C - Mutual Funds

<u>Quantity</u>	<u>Security Description</u>	<u>End of Year Market Value</u>
4092.12	ALLIANZ NFJ SMALL CAPVALUE CLASS D	119,613
2823.52	ALPINE INTERNATIONAL REALESTATE EQUITY Y	71,362
11460.45	COLUMBIA EMERGING MARKETSCCLASS Z	131,566
8769.27	LOOMIS SAYLES BOND FUND CL R	124,699
1798.45	THIRD AVENUE REAL ESTATE VALUE FD INSTL	41,652
TOTAL		<u><u>488,892</u></u>

**STATEMENT D-1 - FIDELITY 672-693308 CAPITAL GAINS AND LOSSES**

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
Frac FRONTIER COMM CORP	VARIOUS	VARIOUS	3	0	3
70 CHEVRON CORP NEW	3/4/2004	5/10/2010	5,601	4,004	1,597
2400 COMCAST CORP NEW	3/4/2004	5/10/2010	41,473	34,491	6,982
750 ISHARES TR DOW JONES EPAC	11/3/2008	5/10/2010	22,320	16,349	5,971
800 JPMORGAN CHASE & CO	3/4/2004	5/10/2010	34,034	28,403	5,631
200 SOUTHERN CO	VARIOUS	5/10/2010	6,970	6,270	700
960 WAL-MART STORES	VARIOUS	5/10/2010	50,251	45,091	5,160
			<u>160,652</u>	<u>134,608</u>	<u>26,044</u>

STATEMENT D-2 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
182 ANGLO AMERICAN ADR EACH REPR 0.5 C	2/20/2007	12/3/2010	4,344	5,124	(780)
200 ABB LTD ADR EACH REPR 1 CHF2 50(SPC	8/17/2007	12/28/2010	4,382	4,351	30
150 ABB LTD ADR EACH REPR 1 CHF2 50(SPC	11/6/2007	12/28/2010	3,286	4,762	(1,476)
16.423 ISHARES BARCLAYS U S AGGREGATE BC	6/7/2007	10/14/2010	1,783	1,617	166
16 638 ISHARES BARCLAYS U S AGGREGATE BC	8/7/2007	10/14/2010	1,806	1,643	163
34.294 ISHARES BARCLAYS U S AGGREGATE BC	2/7/2007	10/14/2010	3,724	3,414	310
16 354 ISHARES BARCLAYS U S AGGREGATE BC	7/9/2007	10/14/2010	1,776	1,596	180
915 ISHARES BARCLAYS U S AGGREGATE BC	11/23/2009	10/14/2010	99,376	96,181	3,196
1.291 ISHARES BARCLAYS U S AGGREGATE BC	9/8/2006	10/14/2010	142	129	13
200 ISHARES BARCLAYS U S AGGREGATE BC	9/8/2006	10/19/2010	21,682	19,932	1,750
900 ISHARES BARCLAYS U S AGGREGATE BC	9/8/2006	10/19/2010	97,567	89,694	7,873
515 ISHARES BARCLAYS U S AGGREGATE BC	9/8/2006	12/28/2010	54,133	51,325	2,808
14.371 ISHARES BARCLAYS U S AGGREGATE BC	5/7/2007	12/28/2010	1,511	1,438	72
37.439 ISHARES BARCLAYS U S AGGREGATE BC	9/8/2006	12/28/2010	3,935	3,755	180
16.435 ISHARES BARCLAYS U S AGGREGATE BC	9/10/2007	12/28/2010	1,728	1,643	85
584 74 ISHARES BARCLAYS U S AGGREGATE BC	11/23/2009	12/28/2010	61,464	61,466	(2)
15 96 ISHARES BARCLAYS U S AGGREGATE BC	10/5/2007	12/28/2010	1,678	1,592	86
16 051 ISHARES BARCLAYS U S AGGREGATE BC	11/7/2007	12/28/2010	1,687	1,611	76
0 256 ISHARES BARCLAYS U S AGGREGATE BC	11/23/2009	12/31/2010	27	27	0
63 AGRIMUM INC COM NPV ISIN #CA008916108	2/2/2010	7/30/2010	3,899	3,753	146
300 ASSISTED LIVING CONCEPTS INC NEV NE	4/29/2008	11/4/2010	10,000	11,182	(1,182)
115 ASSISTED LIVING CONCEPTS INC NEV NE	4/29/2008	11/4/2010	3,829	4,287	(458)
3 ASSISTED LIVING CONCEPTS INC NEV NE	4/29/2008	11/4/2010	100	112	(12)
84 ASSISTED LIVING CONCEPTS INC NEV NE	6/9/2008	11/4/2010	2,797	2,583	214
304 ASSISTED LIVING CONCEPTS INC NEV NE	7/22/2008	11/4/2010	10,122	8,550	1,571
48 ASSISTED LIVING CONCEPTS INC NEV NE	6/26/2008	11/4/2010	1,598	1,404	194
55 AMGEN INC	10/15/2007	10/19/2010	3,187	3,554	(367)
200 AMGEN INC	10/15/2007	10/19/2010	11,588	10,904	684
50 AMGEN INC	10/15/2007	10/19/2010	2,897	3,479	(582)
65 AMGEN INC	10/15/2007	10/19/2010	3,766	3,710	56
40 AMGEN INC	10/15/2007	10/19/2010	2,318	2,002	316
70 AMGEN INC	10/15/2007	10/19/2010	4,056	3,576	480
173 AMERICA MOVIL SAB DECV ADR EACH RE	10/13/2009	8/30/2010	8,085	8,274	(189)
290 ASAHI GLASS CO ADR-EACH CNV INTO 1	10/14/2009	8/6/2010	3,037	2,564	473
300 ATLAS COPCO AB ADR-CNV INTO 1 SER E	7/19/2007	9/27/2010	5,029	4,935	94
100 ANGLOGOLD ASHANTI LTD LVL1 ADR EAC	9/1/2009	7/9/2010	4,093	3,614	478
300 AXA ADS-EACH REP 1 ORD EUR2.29	2/20/2007	12/28/2010	4,969	13,027	(8,058)
173 AXA ADS-EACH REP 1 ORD EUR2.29	6/24/2009	12/28/2010	2,865	3,288	(422)
168 ASTRAZENECA ADR EACHREP 1 ORD USI	12/18/2007	8/30/2010	8,398	7,478	920
100 ASTRAZENECA ADR EACHREP 1 ORD USI	7/18/2008	8/30/2010	4,999	4,548	450
75 ASTRAZENECA ADR EACHREP 1 ORD USI	8/15/2008	8/30/2010	3,749	3,665	84
299 BANK OF CHINA LTD (BEIJING) UNSP ADF	2/3/2010	8/30/2010	3,780	3,713	67
102 BASF SE ADR-EACH REPR 1 ORD NPV LE'	8/27/2009	9/13/2010	5,878	5,384	493
70 BASF SE ADR-EACH REPR 1 ORD NPV LE'	3/11/2010	9/13/2010	4,034	4,233	(199)
87 BHP BILLITON PLC SPONS ADR EACH REI	2/21/2007	7/9/2010	4,872	3,668	1,204
100 BOC HONG KONG(HLDGS)LTD SPONS AD	6/12/2008	8/30/2010	5,266	5,104	163

STATEMENT D-2 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
75 BOC HONG KONG(HLDGS)LTD SPONS AD	9/11/2009	8/30/2010	3,950	3,289	661
72 BANK OF MONTREAL COMNPV ISIN #CA01	8/27/2009	7/9/2010	4,147	3,573	574
73 BANK OF MONTREAL COMNPV ISIN #CA01	10/14/2009	7/9/2010	4,205	3,731	474
193 BNP PARIBAS ADR EACHREPR 1/2 ORD L'	2/21/2007	12/28/2010	6,166	10,466	(4,300)
200 BNP PARIBAS ADR EACHREPR 1/2 ORD L'	5/11/2010	12/28/2010	6,390	6,655	(266)
30 BRITISH AMERICAN TOBACCO LVL II ADR	3/17/2008	7/9/2010	2,002	2,270	(268)
50 BRITISH AMERICAN TOBACCO LVL II ADR	12/8/2008	7/9/2010	3,336	2,521	816
100 BRITISH AMERICAN TOBACCO LVL II ADR	2/20/2007	7/9/2010	6,673	6,182	491
20 BRITISH AMERICAN TOBACCO LVL II ADR	3/10/2009	7/9/2010	1,335	987	348
27 BRITISH AMERICAN TOBACCO LVL II ADR	1/5/2010	7/9/2010	1,803	1,755	47
73 BRITISH AMERICAN TOBACCO LVL II ADR	3/10/2009	7/9/2010	4,874	3,603	1,271
250 CITIGROUP INC	10/15/2007	12/3/2010	1,089	11,645	(10,556)
25 CITIGROUP INC	10/15/2007	12/3/2010	109	1,313	(1,204)
30 CITIGROUP INC	10/15/2007	12/3/2010	131	1,466	(1,335)
100 CANON INC ADR EACH REP 1 ORD NPV(M	7/16/2009	7/30/2010	4,335	3,347	988
75 CANON INC ADR EACH REP 1 ORD NPV(M	5/7/2010	7/30/2010	3,252	3,275	(23)
90 CENTRAL EUROPEAN DISTR CORP	4/13/2009	9/20/2010	2,219	1,542	677
75 CENTRAL EUROPEAN DISTR CORP	8/25/2009	9/20/2010	1,849	2,453	(604)
50 CENTRAL EUROPEAN DISTR CORP	5/24/2010	9/20/2010	1,233	1,242	(10)
25 CNOOC LIMITED ADS EACH REP 100 ORD	3/10/2010	8/30/2010	4,233	4,116	117
300 CAPITOL FED FINL INCCOM	2/14/2008	12/28/2010	3,515	4,592	(1,077)
100 CAPITOL FED FINL INCCOM	2/14/2008	12/28/2010	1,174	1,531	(356)
527 94 CAPITOL FED FINL INCCOM	2/14/2008	12/28/2010	6,200	8,082	(1,882)
181.06 CAPITOL FED FINL INCCOM	5/4/2009	12/28/2010	2,126	3,122	(996)
470 CHEUNG KONG (HOLDINGS) LTD ADR-EA	8/1/2008	9/27/2010	6,945	6,592	352
115 CHEUNG KONG (HOLDINGS) LTD ADR-EA	9/16/2009	9/27/2010	1,699	1,465	234
1000 GLOBAL X FDS GLOBAL X CHINA CONSUM	7/19/2010	9/13/2010	19,262	16,533	2,729
876 CIT GROUP INC NEW COM NEW	12/10/2009	9/1/2010	32,938	12	32,926
1300 CIT GROUP INC NEW COM NEW	12/10/2009	9/1/2010	48,897	17	48,880
1995 COMCAST CORP NEW CL A	10/15/2007	9/1/2010	35,750	34,795	955
547 COMPUTERSHARE LTD ADR EACH REPR	10/14/2009	11/3/2010	5,648	5,611	37
72 CANADIAN NATIONAL RAILWAYS CO COM	10/13/2009	7/30/2010	4,510	3,662	848
150 CABOT OIL & GAS CP COM	7/2/2009	12/17/2010	5,394	4,604	790
170 CABOT OIL & GAS CP COM	7/7/2009	12/17/2010	6,113	4,836	1,277
170 CABOT OIL & GAS CP COM	6/26/2009	12/17/2010	6,113	5,239	874
110 CABOT OIL & GAS CP COM	7/8/2009	12/17/2010	3,956	3,011	945
90 CABOT OIL & GAS CP COM	11/5/2009	12/17/2010	3,236	3,635	(399)
130 CABOT OIL & GAS CP COM	10/27/2009	12/17/2010	4,675	5,468	(793)
55 CONOCOPHILLIPS	10/15/2007	12/17/2010	3,585	3,673	(88)
395 CONOCOPHILLIPS	10/15/2007	12/17/2010	25,750	25,270	480
340 CONOCOPHILLIPS	10/15/2007	12/17/2010	22,164	22,392	(228)
55 CONOCOPHILLIPS	10/15/2007	12/17/2010	3,585	3,644	(59)
1800 ISHARES BARCLAYS 1-3YR CD BD FD	8/7/2008	8/25/2010	188,683	182,473	6,210
238 CENTURYLINK INC	2/14/2008	9/15/2010	8,938	8,184	754
1063 CENTURYLINK INC	2/14/2008	9/15/2010	39,962	36,554	3,408
136 95 CENTURYLINK INC	8/11/2008	9/15/2010	5,148	4,759	389

STATEMENT D-2 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
125 DBS GROUP HLDGS LTD SPONS ADR EAC	2/20/2007	12/17/2010	5,440	7,552	(2,111)
100 DBS GROUP HLDGS LTD SPONS ADR EAC	5/6/2009	12/17/2010	4,352	3,202	1,150
55 DIAGEO ADR EACH REPR4 ORD GBX28.9	9/12/2008	11/4/2010	4,176	4,128	48
100 WISDOMTREE TR SMALLCAP DIVID FD	10/23/2008	5/10/2010	4,358	3,311	1,047
200 WISDOMTREE TR SMALLCAP DIVID FD	10/23/2008	5/10/2010	8,719	6,622	2,097
700 WISDOMTREE TR SMALLCAP DIVID FD	10/23/2008	5/10/2010	30,509	23,199	7,310
600 WISDOMTREE TR SMALLCAP DIVID FD	11/23/2009	5/10/2010	26,150	22,502	3,648
100 WISDOMTREE TR SMALLCAP DIVID FD	11/23/2009	5/10/2010	4,358	3,759	599
154 SPDR SER TR DJ GLOBAL TITANS ETF	10/23/2008	9/20/2010	8,301	7,386	915
200 SPDR SER TR DJ GLOBAL TITANS ETF	10/23/2008	9/20/2010	10,780	9,583	1,198
646 SPDR SER TR DJ GLOBAL TITANS ETF	10/23/2008	9/20/2010	34,801	30,982	3,819
400 SPDR SER TR DJ GLOBAL TITANS ETF	6/29/2010	9/20/2010	21,549	19,574	1,975
100 SPDR SER TR DJ GLOBAL TITANS ETF	6/29/2010	9/20/2010	5,387	4,907	480
122 ENI ADR EACH REP 2 ORD EUR1(MGT)	1/22/2009	10/5/2010	5,391	5,258	134
21 ENI ADR EACH REP 2 ORD EUR1(MGT)	9/16/2009	10/5/2010	928	1,091	(163)
6855 ISHARES TR MSCI EMERGING MKTS INDE	9/6/2006	5/10/2010	279,350	214,316	65,034
19 ISHARES TR MSCI EMERGING MKTS INDE	6/29/2010	10/25/2010	888	721	167
6 ISHARES TR MSCI EMERGING MKTS INDE	6/29/2010	10/25/2010	281	228	53
200 ISHARES TR MSCI EMERGING MKTS INDE	6/29/2010	10/25/2010	9,352	7,590	1,762
1000 ISHARES TR MSCI EMERGING MKTS INDE	6/29/2010	10/25/2010	46,759	37,948	8,811
225 ISHARES TR MSCI EMERGING MKTS INDE	6/29/2010	10/25/2010	10,521	8,538	1,983
300 ISHARES TR MSCI EMERGING MKTS INDE	6/29/2010	10/25/2010	14,028	11,384	2,643
400 ISHARES TR MSCI EAFE INDEX FD	9/8/2006	5/10/2010	21,092	18,793	2,299
373 ISHARES TR MSCI EAFE INDEX FD	9/8/2006	5/10/2010	19,669	17,524	2,145
195 ISHARES TR MSCI EAFE INDEX FD	9/8/2006	5/10/2010	10,283	8,761	1,522
300 ISHARES TR MSCI EAFE INDEX FD	9/8/2006	5/10/2010	15,820	13,659	2,161
120 ISHARES TR MSCI EAFE INDEX FD	9/8/2006	5/10/2010	6,328	5,548	780
5409 9 EV PARAMETRIC TAX MGD EMERGING MI	12/24/2007	8/31/2010	233,703	212,582	21,121
54.588 EV PARAMETRIC TAX MGD EMERGING MI	12/30/2009	8/31/2010	2,358	2,145	213
95 ENBRIDGE INC COM NPVISIN #CA29250N	9/16/2009	7/9/2010	4,653	3,644	1,009
125 E.ON AG SPONS ADR EACH REPR 1 ORD	2/20/2007	12/28/2010	3,744	5,962	(2,217)
411 ISHARES INC MSCI CANADA INDEX FD	6/29/2010	10/19/2010	11,611	10,430	1,180
589 ISHARES INC MSCI CANADA INDEX FD	6/29/2010	10/19/2010	16,651	14,948	1,703
600 ISHARES TR S&P GLOBAL INDUSTRIALS I	10/23/2008	5/10/2010	28,576	20,226	8,350
113 FUJITSU ADR-EACH CNVINTO 5 ORD NPV	10/14/2009	8/30/2010	3,961	3,751	209
125 FOMENTO ECONOMICO MEXICANO S A B	2/20/2007	8/30/2010	6,193	5,379	815
70 FEDERAL NATL MTG ASSN	10/15/2007	12/3/2010	22	4,187	(4,165)
2570 FEDERAL NATL MTG ASSN	10/15/2007	12/3/2010	816	134,215	(133,399)
5 FEDERAL NATL MTG ASSN	10/15/2007	12/3/2010	2	329	(327)
10 FEDERAL NATL MTG ASSN	10/15/2007	12/3/2010	3	587	(584)
1 6875 FAIRPOINT COMMUNICATIONS INC NO S1	10/15/2007	8/25/2010	0	12	(12)
1.3125 FAIRPOINT COMMUNICATIONS INC NO S1	10/15/2007	8/25/2010	0	11	(11)
2354 1 SPARTAN INTERNATIONAL INDEX FUND /	10/25/2006	8/31/2010	72,271	57,091	15,180
59.783 SPARTAN INTERNATIONAL INDEX FUND /	4/16/2010	8/31/2010	1,835	1,450	386
38 FRONTIER COMMUNICATIONS CORP COM	Various	12/3/2010	349	0	349
125 FUJI FILM HOLDINGS CORPORATION ADF	12/16/2008	8/30/2010	3,817	2,855	962

STATEMENT D-2 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
150 FUJI FILM HOLDINGS CORPORATION ADF	12/9/2009	8/30/2010	4,580	4,327	253
50 FUJI FILM HOLDINGS CORPORATION ADF	4/23/2010	8/30/2010	1,527	1,705	(178)
75 GLAXOSMITHKLINE ADR EACH CNV INTO	11/11/2008	9/1/2010	2,902	2,857	45
75 GLAXOSMITHKLINE ADR EACH CNV INTO	2/10/2009	9/1/2010	2,902	2,725	177
280 GRANITE CONSTR INC	8/4/2008	12/28/2010	7,767	8,559	(792)
60 GRANITE CONSTR INC	9/23/2008	12/28/2010	1,664	2,252	(588)
80 GRANITE CONSTR INC	5/28/2009	12/28/2010	2,219	2,898	(679)
67 HSBC HOLDINGS PLC ADR EACH REPR 5	6/24/2008	12/28/2010	3,395	5,324	(1,929)
300 HUDSON CITY BANCORP INC	2/14/2008	12/28/2010	3,858	4,843	(985)
200 HUDSON CITY BANCORP INC	2/14/2008	12/28/2010	2,565	3,229	(664)
1780 HUDSON CITY BANCORP INC	2/14/2008	12/28/2010	22,899	28,735	(5,835)
230 HUDSON CITY BANCORP INC	5/4/2009	12/28/2010	2,959	2,878	81
100 HONDA MOTOR CO ADR-EACH CNV INTO	2/20/2007	9/16/2010	3,474	3,906	(432)
100 HONDA MOTOR CO ADR-EACH CNV INTO	2/20/2007	9/16/2010	3,467	3,906	(439)
178 HONDA MOTOR CO ADR-EACH CNV INTO	9/16/2009	9/16/2010	6,184	5,528	656
75 HONDA MOTOR CO ADR-EACH CNV INTO	2/10/2010	9/16/2010	2,605	2,578	27
125 DESARROLLADORA HOME XSAB DE CV AI	4/13/2009	8/30/2010	3,550	2,707	842
125 DESARROLLADORA HOME XSAB DE CV AI	2/9/2010	8/30/2010	3,550	3,748	(198)
1 ISHARES TR IBOXX \$ HIGH YIELD CORP E	7/8/2008	10/14/2010	90	97	(7)
200 ISHARES TR IBOXX \$ HIGH YIELD CORP E	7/8/2008	10/14/2010	18,021	18,562	(540)
499 ISHARES TR IBOXX \$ HIGH YIELD CORP E	7/8/2008	10/14/2010	44,963	46,319	(1,355)
178 INFOSYS TECHNOLOGI ESSPON ADR EA F	6/24/2009	7/9/2010	11,094	6,496	4,598
1980 INVESTORS BANCORP INC COM	2/14/2008	12/17/2010	25,912	29,429	(3,516)
820 INVESTORS BANCORP INC COM	5/4/2009	12/17/2010	10,731	6,980	3,751
331 ITAU UNIBANCO HOLDINGS S A. ADR EAC	5/15/2009	7/9/2010	7,108	4,054	3,054
124 IMPERIAL TOBACCO GROUP SPON ADR E	2/21/2007	12/28/2010	7,618	10,668	(3,050)
16 ISHARES TR RUSSELL 2000 INDEX FD	1/25/2010	10/19/2010	1,121	993	127
24 ISHARES TR RUSSELL 2000 INDEX FD	1/25/2010	10/19/2010	1,681	1,490	191
27 ISHARES TR RUSSELL 2000 INDEX FD	1/25/2010	10/19/2010	1,891	1,676	215
7 ISHARES TR RUSSELL 2000 INDEX FD	1/25/2010	10/19/2010	490	435	56
56 ISHARES TR RUSSELL 2000 INDEX FD	1/25/2010	10/19/2010	3,922	3,476	446
538 ISHARES TR RUSSELL 2000 INDEX FD	1/25/2010	10/19/2010	37,681	33,397	4,284
155 ISHARES TR RUSSELL 2000 INDEX FD	1/25/2010	10/19/2010	10,856	9,622	1,234
177 ISHARES TR RUSSELL 2000 INDEX FD	1/25/2010	10/19/2010	12,397	10,987	1,410
100 ISHARES TR RUSSELL 2000 VALUE INDEX	6/29/2010	9/20/2010	6,112	5,858	255
100 ISHARES TR RUSSELL 2000 VALUE INDEX	6/29/2010	9/20/2010	6,112	5,858	255
300 ISHARES TR RUSSELL 2000 VALUE INDEX	6/29/2010	9/20/2010	18,337	17,573	764
100 ISHARES TR RUSSELL 2000 VALUE INDEX	6/29/2010	9/20/2010	6,112	5,858	255
100 ISHARES TR RUSSELL 2000 VALUE INDEX	6/29/2010	9/20/2010	6,112	5,858	255
1000 ISHARES TR RUSSELL 2000 VALUE INDEX	7/30/2010	9/20/2010	61,120	59,860	1,260
200 ISHARES TR RUSSELL 2000 VALUE INDEX	7/19/2010	9/20/2010	12,224	11,414	810
800 ISHARES TR RUSSELL 2000 VALUE INDEX	7/19/2010	9/20/2010	48,896	45,656	3,240
100 JOHNSON & JOHNSON	10/15/2007	9/20/2010	6,178	5,949	230
200 JOHNSON & JOHNSON	10/15/2007	9/20/2010	12,372	11,897	475
365 JOHNSON & JOHNSON	10/15/2007	9/20/2010	22,579	21,712	867
500 SPDR SER TR BARCLAYSCAP HIGH YIELD	11/3/2008	9/13/2010	19,753	15,864	3,889

STATEMENT D-2 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
500 SPDR SER TR BARCLAYSCAP HIGH YIELD	11/3/2008	9/20/2010	19,848	15,864	3,984
50 KAISER ALUM CORP COMPAR \$0 01	11/4/2008	8/30/2010	1,873	1,821	53
50 KAISER ALUM CORP COMPAR \$0 01	10/29/2008	8/30/2010	1,873	1,482	391
100 KAISER ALUM CORP COMPAR \$0 01	11/6/2008	8/30/2010	3,747	3,205	542
200 KAISER ALUM CORP COMPAR \$0.01	6/3/2009	8/30/2010	7,494	6,658	836
325 KONINKLIJKE KPN NV SPON ADR EACH R	2/20/2007	10/5/2010	5,127	5,052	75
1000 KEPPEL CORP SPON ADR-EACH CNV INT	2/20/2007	9/1/2010	13,332	12,433	899
139 KUBOTA CORP ADR-EACHCNV INTO 5 OR	6/4/2008	9/20/2010	6,297	5,992	305
1000 ISHARES TRUST S&P GLOBAL CONSUME	11/3/2008	9/1/2010	56,751	48,645	8,106
300 ISHARES TRUST S&P GLOBAL CONSUME	11/3/2008	9/13/2010	17,488	14,594	2,894
20 LEHMAN BROS HLDGS CORP	10/15/2007	12/3/2010	1	1,539	(1,538)
30 LEHMAN BROS HLDGS CORP	10/15/2007	12/3/2010	2	2,199	(2,197)
320 LEHMAN BROS HLDGS CORP	10/15/2007	12/3/2010	16	21,959	(21,943)
90 LEHMAN BROS HLDGS CORP	10/15/2007	12/3/2010	5	6,625	(6,620)
15 LEHMAN BROS HLDGS CORP	10/15/2007	12/3/2010	1	850	(849)
15 LEHMAN BROS HLDGS CORP	10/15/2007	12/3/2010	1	1,100	(1,099)
15 LOWES COMPANIES	10/15/2007	12/17/2010	383	460	(77)
1030 LOWES COMPANIES	10/15/2007	12/17/2010	26,289	28,736	(2,447)
50 LOWES COMPANIES	10/15/2007	12/17/2010	1,276	1,532	(256)
30 LOWES COMPANIES	10/15/2007	12/17/2010	766	811	(45)
60 LOWES COMPANIES	10/15/2007	12/17/2010	1,531	1,678	(147)
214 LG DISPLAY CO LTD ADR EA REP 1/2 KRV	1/5/2010	12/3/2010	3,779	3,894	(115)
661 LEUCADIA NATL CORP	2/14/2008	12/28/2010	19,327	30,249	(10,922)
689 LEUCADIA NATL CORP	2/14/2008	12/28/2010	20,145	31,531	(11,386)
180 LEUCADIA NATL CORP	9/10/2008	12/28/2010	5,263	7,623	(2,359)
60 LEUCADIA NATL CORP	11/11/2008	12/28/2010	1,754	1,313	442
60 LUKOIL OIL CO SPONS ADR ISIN #US6778	5/15/2009	9/1/2010	3,234	2,828	406
40 LUKOIL OIL CO SPONS ADR ISIN #US6778	8/27/2009	9/1/2010	2,156	1,988	168
304 MARKS & SPENCER GROUP ADR EACH R	2/3/2010	9/15/2010	3,582	3,466	116
238 MAKITA CORP ADR-EACHCNV INTO 1 ORI	2/21/2007	12/17/2010	9,471	8,810	662
10 MORGAN STANLEY	10/15/2007	12/3/2010	244	630	(386)
7 ARCELORMITTAL NY REGISTRY SHARES	10/14/2009	12/28/2010	259	283	(23)
93 ARCELORMITTAL NY REGISTRY SHARES	2/21/2007	12/28/2010	3,447	4,692	(1,245)
93 ARCELORMITTAL NY REGISTRY SHARES	10/14/2009	12/28/2010	3,455	3,759	(304)
95 ARCELORMITTAL NY REGISTRY SHARES	2/9/2010	12/28/2010	3,530	3,756	(227)
70 VAIL RESORTS INC	4/15/2008	12/17/2010	3,668	3,190	478
730 VAIL RESORTS INC	2/14/2008	12/17/2010	38,253	35,261	2,993
70 VAIL RESORTS INC	9/19/2008	12/17/2010	3,668	2,910	759
130 VAIL RESORTS INC	8/25/2009	12/17/2010	6,812	4,090	2,722
80 VAIL RESORTS INC	5/28/2009	12/17/2010	4,192	2,181	2,011
243 MTR CORPORATION LTD ADS EACH REP	10/13/2009	9/1/2010	8,723	8,626	97
100 MITSUBISHI UFJ FINANCIAL GROUP INC A	3/17/2008	12/28/2010	534	813	(279)
500 MITSUBISHI UFJ FINANCIAL GROUP INC A	3/17/2008	12/28/2010	2,666	4,066	(1,400)
350 MITSUBISHI UFJ FINANCIAL GROUP INC A	5/9/2008	12/28/2010	1,866	3,726	(1,860)
200 MENS WEARHOUSE INC	9/11/2008	9/20/2010	4,730	4,737	(7)
580 MENS WEARHOUSE INC	9/9/2008	9/20/2010	13,717	13,788	(71)

STATEMENT D-2 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
270 MENS WEARHOUSE INC	9/22/2008	9/20/2010	6,385	6,292	93
90 MENS WEARHOUSE INC	9/23/2008	9/20/2010	2,128	2,021	108
50 NIDEC CORPORATION ADR EACH REPR C	4/23/2010	12/3/2010	1,299	1,282	17
100 NIDEC CORPORATION ADR EACH REPR C	4/23/2010	12/3/2010	2,613	2,565	48
250 NISSAN MOTOR CO SPONS ADR(CNV INT	12/9/2009	9/13/2010	4,034	4,008	26
209 NINTENDO CO LTD ADR(8 CNV INTO 1 OR	9/16/2009	7/9/2010	7,726	7,091	635
38 NINTENDO CO LTD ADR(8 CNV INTO 1 OR	1/5/2010	7/9/2010	1,405	1,202	203
13 NIPPON TEL & TEL CORP SPONS ADR-RE	9/16/2009	12/28/2010	292	374	(82)
87 NIPPON TEL & TEL CORP SPONS ADR-RE	2/21/2007	12/28/2010	1,956	2,362	(406)
118 NIPPON TEL & TEL CORP SPONS ADR-RE	9/16/2009	12/28/2010	2,648	3,399	(751)
38 NIPPON TEL & TEL CORP SPONS ADR-RE	1/5/2010	12/28/2010	853	789	63
36 NIPPON TEL & TEL CORP SPONS ADR-RE	9/16/2009	12/28/2010	808	828	(20)
103 NOVARTIS AG ADR-EACHREPR 1 CHF0 5(	2/6/2008	8/31/2010	5,414	5,049	365
100 NOVARTIS AG ADR-EACHREPR 1 CHF0 5(	2/20/2007	8/31/2010	5,248	5,882	(634)
100 NOVARTIS AG ADR-EACHREPR 1 CHF0 5(	5/9/2008	8/31/2010	5,256	5,088	168
83 NOVARTIS AG ADR-EACHREPR 1 CHF0 5(	9/16/2009	8/31/2010	4,362	4,038	324
75 NOVARTIS AG ADR-EACHREPR 1 CHF0 5(	8/28/2008	8/31/2010	3,942	4,199	(257)
105 GAZPROM O A O SPONSORED ADR ISIN #	9/16/2009	12/3/2010	2,576	2,498	78
180 ONEOK INC	6/30/2008	10/7/2010	8,639	8,761	(123)
110 ONEOK INC	7/21/2008	10/7/2010	5,279	5,048	231
530 ONEOK INC	4/24/2008	10/7/2010	25,436	26,177	(742)
90 ONEOK INC	7/23/2008	10/7/2010	4,319	4,099	220
130 ONEOK INC	11/25/2008	10/7/2010	6,239	3,593	2,646
40 ONEOK INC	8/14/2008	10/7/2010	1,920	1,712	208
630 OVERSEAS SHIPHOLDINGGROUP INC	2/14/2008	12/28/2010	22,258	41,336	(19,078)
80 OVERSEAS SHIPHOLDINGGROUP INC	9/10/2008	12/28/2010	2,826	5,452	(2,626)
90 OVERSEAS SHIPHOLDINGGROUP INC	3/13/2009	12/28/2010	3,180	1,974	1,205
42 POSCO ADR EACH REP 1/4 ORD KRW500(	2/21/2007	7/9/2010	4,430	4,100	330
1910 PMA CAP CORP MONTHLY INCOME SR N	10/15/2007	8/31/2010	19,459	19,100	359
227 ROGERS COMMUNICATIONS INC CLASS I	2/21/2007	9/1/2010	7,995	7,760	235
31 ROGERS COMMUNICATIONS INC CLASS I	9/16/2009	9/1/2010	1,092	884	208
19 ROYAL DUTCH SHELL ADR EA REP 2 CL A	2/21/2007	11/3/2010	1,263	1,249	14
182 ROYAL DUTCH SHELL ADR EA REP 2 CL A	2/21/2007	11/3/2010	12,095	11,965	131
18 ROYAL DUTCH SHELL ADR EA REP 2 CL A	1/5/2010	11/3/2010	1,196	1,128	68
508 KONINKLIJKE DSM NV ADR-EACH 4 CNV II	10/14/2009	9/13/2010	5,834	5,747	87
233 REPSOL YPF SA ADR-EACH CNV INTO 1 C	2/21/2007	12/28/2010	6,337	7,635	(1,298)
150 ROCHE HOLDINGS AG SPN ADR EACH RE	2/20/2007	12/28/2010	5,483	7,014	(1,530)
100 ISHARES TR FTSE NAREIT RETAIL CAPPE	10/23/2008	5/10/2010	2,557	1,884	672
1900 ISHARES TR FTSE NAREIT RETAIL CAPPE	10/23/2008	5/10/2010	48,536	35,655	12,881
100 RWE AG ADR EACH REPR1 ORD NPV	2/20/2007	12/28/2010	6,537	10,676	(4,139)
60 RWE AG ADR EACH REPR1 ORD NPV	2/21/2007	12/28/2010	3,922	6,203	(2,281)
141 SAP AG SPON ADR EACHREP 1 ORD NPV	6/27/2008	10/21/2010	7,431	7,414	16
25 SAP AG SPON ADR EACHREP 1 ORD NPV	1/5/2010	10/21/2010	1,318	1,175	143
386 SCHNEIDER ELECTRIC UNSPON ADR EA	2/11/2009	7/9/2010	4,141	2,656	1,486
250 SOCIETE GENERALE SPON ADR-EACH 5 (	10/14/2009	12/28/2010	2,707	3,796	(1,089)
653 SANDVIK AB ADR-EACH REPR 1 ORD SEK	9/16/2009	9/1/2010	7,939	7,367	572

STATEMENT D-2 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
243 SINGAPORE TELECOMMUNICATIONS NEI	9/23/2008	9/1/2010	5,547	5,929	(382)
82 SINGAPORE TELECOMMUNICATIONS NEI	4/8/2009	9/1/2010	1,872	1,388	483
212 SK TELECOM ADR EACH REPR 0.11111 S	6/24/2009	9/1/2010	3,475	3,230	245
100 SANOFI-AVENTIS SPON ADR ECH REP 1/2	2/21/2007	12/28/2010	3,189	4,384	(1,195)
52 SANOFI-AVENTIS SPON ADR ECH REP 1/2	2/21/2007	12/28/2010	1,662	2,280	(617)
100 SANOFI-AVENTIS SPON ADR ECH REP 1/2	9/12/2008	12/28/2010	3,197	3,587	(390)
170 SPDR S&P 500 ETF TRUST UNIT SER 1 S8	7/13/2010	10/14/2010	20,027	18,560	1,467
385 SPDR S&P 500 ETF TRUST UNIT SER 1 S8	7/13/2010	10/14/2010	45,356	42,034	3,323
50 SPDR S&P 500 ETF TRUST UNIT SER 1 S8	7/13/2010	10/14/2010	5,890	5,459	432
500 SPDR S&P 500 ETF TRUST UNIT SER 1 S8	6/29/2010	10/14/2010	58,898	52,522	6,375
145 SPDR S&P 500 ETF TRUST UNIT SER 1 S8	7/13/2010	10/14/2010	17,081	15,831	1,250
250 SPDR S&P 500 ETF TRUST UNIT SER 1 S8	7/13/2010	10/21/2010	29,630	27,294	2,336
50 SPDR S&P 500 ETF TRUST UNIT SER 1 S8	5/4/2010	10/21/2010	5,926	5,872	54
575 SUMITOMO CORP SPONS ADR EACH REF	4/21/2009	8/30/2010	6,756	5,352	1,403
151 SUMITOMO CORP SPONS ADR EACH REF	1/5/2010	8/30/2010	1,774	1,624	150
130 SUMITOMO TRUST & BANKING CO ADR E	2/6/2009	8/30/2010	714	621	92
1143 SUMITOMO TRUST & BANKING CO ADR E	2/6/2009	10/5/2010	5,903	5,461	441
275 SUMITOMO TRUST & BANKING CO ADR E	1/5/2010	10/5/2010	1,420	1,394	26
206 BANCO SANTANDER SA ADR EACH 1 REF	6/4/2008	12/28/2010	2,138	4,113	(1,975)
254 BANCO SANTANDER SA ADR EACH 1 REF	6/24/2008	12/28/2010	2,636	4,730	(2,093)
112 BANCO SANTANDER SA ADR EACH 1 REF	1/5/2010	12/28/2010	1,163	1,913	(750)
270 SUNTRUST BANKS INC	10/15/2007	12/28/2010	8,009	19,789	(11,780)
148 STATOIL ASA SPON ADREACH REP 1 ORI	10/11/2007	12/28/2010	3,450	5,011	(1,562)
75 SWISS REINSURANCE COMPANY SPON A	1/14/2010	11/4/2010	3,891	3,766	125
126 SWISS REINSURANCE COMPANY SPON A	2/17/2010	11/4/2010	6,537	5,480	1,057
1305 AT&T INC COM	10/15/2007	8/30/2010	34,965	32,008	2,957
300 THOMPSON CREEK METALS CO INC COM	8/31/2009	10/19/2010	3,253	3,462	(209)
65 TELEFONICA SA ADR EACH REPR 3 ORD	10/16/2007	12/28/2010	4,372	6,117	(1,744)
45 TELEFONICA SA ADR EACH REPR 3 ORD	12/18/2007	12/28/2010	3,027	4,360	(1,333)
25 TELEFONICA SA ADR EACH REPR 3 ORD	3/3/2009	12/28/2010	1,682	1,383	298
99 TEVA PHARMACEUTICAL INDUSTRIES AD	12/19/2008	8/30/2010	4,984	4,445	539
41 TEVA PHARMACEUTICAL INDUSTRIES AD	9/16/2009	8/30/2010	2,064	2,107	(43)
100 TURKCELL ILETISIM HIZMET ADS EACH R	5/25/2007	9/20/2010	1,673	1,541	132
200 TURKCELL ILETISIM HIZMET ADS EACH R	5/25/2007	9/20/2010	3,343	3,082	261
250 TURKCELL ILETISIM HIZMET ADS EACH R	9/14/2007	9/20/2010	4,178	4,516	(338)
67 TOKIO MARINE HOLDINGS INC ADR EACH	9/16/2009	12/17/2010	1,979	2,865	(886)
44 TOKIO MARINE HOLDINGS INC ADR EACH	2/5/2008	12/17/2010	1,299	1,776	(477)
100 TOKIO MARINE HOLDINGS INC ADR EACH	10/17/2008	12/17/2010	2,953	3,249	(296)
154 TOKIO MARINE HOLDINGS INC ADR EACH	6/29/2009	12/17/2010	4,548	4,274	274
125 TOKIO MARINE HOLDINGS INC ADR EACH	12/12/2008	12/17/2010	3,692	3,246	446
497 TALISMAN ENERGY INC COM NPV ISIN #C	4/17/2009	7/9/2010	7,944	6,304	1,640
170 TRINITY INDS INC DELFRMLY TEXAS	7/22/2008	12/28/2010	4,414	6,139	(1,725)
60 TRINITY INDS INC DELFRMLY TEXAS	7/24/2008	12/28/2010	1,558	2,082	(524)
500 TRINITY INDS INC DELFRMLY TEXAS	7/22/2008	12/28/2010	12,977	18,056	(5,079)
320 TRINITY INDS INC DELFRMLY TEXAS	7/30/2008	12/28/2010	8,308	11,207	(2,899)
360 TRINITY INDS INC DELFRMLY TEXAS	11/25/2008	12/28/2010	9,346	4,587	4,759

STATEMENT D-2 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
220 TRINITY INDS INC DELFRMLY TEXAS	9/10/2008	12/28/2010	5,712	7,202	(1,490)
318 UNILEVER NV EURO.16(NEW YORK SHARI	5/13/2009	7/9/2010	9,150	7,639	1,511
72 UNITED OVERSEAS BANKLTD SPRD ADR-	2/21/2007	7/9/2010	2,050	2,032	17
162 UNITED OVERSEAS BANKLTD SPRD ADR-	2/6/2008	7/9/2010	4,611	4,021	590
20 ULTRA PETROLEUM CORPCOM NPV	1/7/2010	12/28/2010	935	1,058	(123)
100 ULTRA PETROLEUM CORPCOM NPV	1/7/2010	12/28/2010	4,665	5,289	(624)
120 ULTRA PETROLEUM CORPCOM NPV	1/8/2010	12/28/2010	5,608	6,303	(695)
70 ULTRA PETROLEUM CORPCOM NPV	1/22/2010	12/28/2010	3,271	3,628	(357)
50 ULTRA PETROLEUM CORPCOM NPV	1/14/2010	12/28/2010	2,337	2,635	(299)
100 VALE S A. SPONS ADR REPR 1 COM NPV	6/27/2008	12/3/2010	3,397	3,574	(177)
28 VALE S A. SPONS ADR REPR 1 COM NPV	6/27/2008	12/3/2010	943	1,001	(57)
300 VOLVO(AB) ADR EACH REPR 1 B SEK6	4/27/2010	9/13/2010	3,922	3,894	28
90 VERIZON COMMUNICATIONS	10/15/2007	12/3/2010	2,936	2,813	122
70 VERIZON COMMUNICATIONS	10/15/2007	12/3/2010	2,283	2,619	(336)
27 WESTPAC BANKING CORPORATION ADR	9/16/2009	9/20/2010	3,001	2,916	84
10 WESTPAC BANKING CORPORATION ADR	1/5/2010	9/20/2010	1,111	1,172	(61)
248 WAL-MART DE MEXICO SAB DE CV ADR E	1/5/2010	9/27/2010	6,162	5,873	289
5 WHITE MOUNTAINS INSURANCE GROUP	12/1/2008	12/28/2010	1,680	1,295	385
100 WHITE MOUNTAINS INSURANCE GROUP	2/14/2008	12/28/2010	33,604	48,752	(15,148)
30 WHITE MOUNTAINS INSURANCE GROUP	3/16/2009	12/28/2010	10,081	4,966	5,115
20 WHITE MOUNTAINS INSURANCE GROUP	5/4/2009	12/28/2010	6,721	5,765	956
			3,662,997	3,598,540	64,457

STATEMENT D-3 - FIDELITY 672-685992 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
330 ALLEGHENY TECH INC	Various	3/8/2010	16,218	9,955	6,263
1630 AMERICREDIT CORP CASP PYMT	Various	3/8/2010	37,487	21,777	15,710
120 AMERON INTL CORP DEL	Various	3/8/2010	8,613	6,938	1,675
60 AVNET INC	6/19/2009	3/8/2010	1,681	1,317	364
700 BRINKS HOME SEC HLDG INC	Various	1/20/2010	27,574	16,656	10,918
70 CASEYS GEN STORES INC	6/19/2009	5/12/2010	2,630	1,894	736
859 DENBURY RES INC DEL COM	Various	5/12/2010	14,941	9,440	5,501
1910 FIFTH THIRD BANCORP	Various	5/12/2010	28,149	19,071	9,078
2390 FOOT LOCKER INC	Various	5/12/2010	36,321	25,444	10,877
330 MOLEX INC CL A	8/26/2009	5/12/2010	6,261	5,618	643
1030 RAYMOND JAMES FINL INC	Various	3/8/2010	28,432	22,971	5,461
4180 REGIONS FINL CORP	Various	5/12/2010	36,609	27,361	9,248
450 SOTHEBYS HLDGS INC DEL	8/11/2009	3/8/2010	13,848	6,849	6,999
2420 TELLABS INC	9/10/2009	5/12/2010	30,812	23,783	7,029
60 UMB FINL CORP	6/2/2009	3/8/2010	2,445	2,432	13
2760 ADC TELECOMM INC	Various	5/12/2010	22,326	16,820	5,506
600 ALLEGHENY TECH INC	Various	3/8/2010	27,028	11,988	15,040
300 AMERCO COM	Various	5/12/2010	18,067	11,468	6,599
235 AMERON INTL CORP DEL	Various	3/8/2010	16,866	11,564	5,302
1340 AVNET INC	Various	3/8/2010	37,544	20,895	16,649
360 BERKLEY WR CORP	Various	5/12/2010	9,889	8,209	1,680
960 CNX GAS CORP COM	Various	5/12/2010	36,677	31,455	5,222
670 CASEYS GEN STORES INC	Various	5/12/2010	25,170	17,921	7,249
1290 COMMERCIAL METALS CO	Various	5/12/2010	19,862	14,379	5,483
1625 3 DENBURY RES INC DEL COM	Various	5/12/2010	25,763	13,898	11,865
1470 ENCORE WIRE CORP	Various	5/12/2010	31,725	27,268	4,457
1090 JEFFERIES GROUP INC	Various	3/8/2010	27,420	19,018	8,402
660 MOLEX INC CL A	Various	5/12/2010	12,528	8,556	3,972
490 SCHNITZER STL INDS	Various	5/12/2010	26,949	14,016	12,933
930 SOTHEBYS HLDGS INC DEL	Various	3/8/2010	27,240	9,261	17,979
1040 TFS FINL CORP	2/14/2008	2/2/2010	13,361	13,095	266
840 UMB FINL CORP	Various	3/8/2010	34,223	34,399	(176)
			<u>704,659</u>	<u>485,716</u>	<u>218,943</u>

**STATEMENT D-4 - FIDELITY 672-686000 CAPITAL GAINS AND LOSSES**

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
200 BANCO SANTANDER SA ADR	6/9/2009	5/7/2010	1,954	2,223	(269)
275 INTESA SANPAOLO SPA ADR	Various	3/11/2010	6,326	6,361	(35)
30 MITSUI & CO ADR	Various	5/27/2010	8,732	7,886	846
200 MTN GROUP LTD ADR	4/30/2009	2/10/2010	2,856	2,656	200
1500 NATIONAL BANK OF GREECE ADR	7/30/2009	4/27/2010	5,036	8,904	(3,868)
100 ORIX CORPORATION SPON ADR	8/18/2009	5/27/2010	3,975	3,298	677
80 RIO TINTO ADR	8/17/2009	5/17/2010	3,669	2,978	691
100 STERLITE INDUSTRIES ADS	8/27/2009	5/27/2010	1,400	1,396	4
200 TENARIS S A SPONS ADR	Various	6/8/2010	6,973	8,280	(1,307)
110 CENTRAL EUROPEAN MEDIA ENT	4/13/2009	5/27/2010	2,864	1,764	1,100
125 AGRIMUM INC COM	2/20/2007	5/27/2010	6,906	4,949	1,957
800 BANCO SANTANDER SA ADR	2/20/2007	5/7/2010	8,088	15,472	(7,384)
50 FOMENTO ECONOMICO MEXICANO	2/20/2007	1/13/2010	2,194	2,151	43
175 FRANCE TELECOM ADR	Various	1/13/2010	4,429	6,340	(1,911)
10 MITSUI & CO ADR	3/27/2009	5/27/2010	2,911	2,155	756
150 NATIONAL GRID NEW ADR	Various	2/9/2010	7,351	10,126	(2,775)
325 NESTLE SA SPON ADR	Various	5/27/2010	14,731	12,794	1,937
250 PETROLEO BRASILEIRO SA	2/20/2007	5/27/2010	7,582	5,243	2,339
100 STERLITE INDUSTRIES ADS	5/6/2009	5/27/2010	1,400	960	440
65 TOTAL ADR EACH REP 1	2/20/2007	3/10/2010	3,783	4,511	(728)
50 TOYOTA MOTOR CORP ADR	2/20/2007	2/9/2010	3,757	6,834	(3,077)
260 UNILEVER PLC ADS-EA REPR	Various	5/27/2010	6,942	5,977	965
300 VALE S A ADR REPSTG	2/20/2007	5/27/2010	6,811	4,694	2,117
150 ZURICH FINANCIAL SVCS	12/3/2008	5/27/2010	3,037	2,765	272
			123,707	130,717	(7,010)

**STATEMENT D-5 - FIDELITY 672-685984 CAPITAL GAINS AND LOSSES**

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
89 ANGLOGOLD ASHANTI LTD LVL1 ADR EAC	9/1/2009	2/1/2010	3,268	3,217	52
31 ASTRAZENECA ADR EACHREP 1 ORD USI	12/18/2007	1/5/2010	1,428	1,380	48
15 BHP BILLITON PLC SPONS ADR EACH REI	2/21/2007	1/5/2010	991	632	359
100 DELHAIZE GROUP ADR REP 1 ORD COM I	4/9/2009	1/5/2010	7,872	6,510	1,362
133 HSBC HOLDINGS PLC ADR EACH REPR 5	6/24/2008	2/3/2010	7,157	6,988	169
146 INTESA SANPAOLO S.P.A. ADR EACH REF	2/6/2009	1/5/2010	3,921	2,709	1,212
136 ITAU UNIBANCO HOLDINGS S.A. ADR EAC	5/15/2009	1/5/2010	3,177	1,666	1,511
44 NOVARTIS AG ADR-EACHREPR 1 CHF0 5(	2/6/2008	1/5/2010	2,294	2,157	137
24 POSCO ADR EACH REP 1/4 ORD KRW500(	2/21/2007	1/5/2010	3,230	2,343	887
43 VALE S.A. SPONS ADR REPR 1 COM NPV	6/27/2008	1/5/2010	1,293	1,537	(244)
205 ZURICH FINANCIAL SERVICES AG SPON /	12/22/2008	2/17/2010	4,700	4,157	543
51 ZURICH FINANCIAL SERVICES AG SPON /	1/5/2010	2/17/2010	1,169	1,168	1
			40,500	34,463	6,037