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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

, 2010, 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 Robert L. and Barbara Zorich Family Foundation

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

1100 Louisiana Street 3150

City or town State ZIP code

Houston TX 77002

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method: Cash Accrual
 Other (specify)
► \$ 15,120,979. (Part I, column (d) must be on cash basis)

A Employer identification number

76-0664404

B Telephone number (see the instructions)

(713) 659-6100

C If exemption application is pending, check here ►
 D 1 Foreign organizations, check here ►
 2 Foreign organizations meeting the 85% test, check here and attach computation ►
 E If private foundation status was terminated under section 507(b)(1)(A), check here ►
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I: Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)	3,000,000.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	394,715.	394,715.	394,715.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	110,408.			
	b Gross sales price for all assets on line 6a	1,294,539.			
	7 Capital gain net income (from Part IV, line 2)		110,408.		
	8 Net short-term capital gain			56,355.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	3,505,123.	505,123.	451,070.	RECEIVED MAY 16 2011 DEN	
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest . .				
	18 Taxes (attach schedule)(see instr)	4,368.	4,368.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Line 23 Stmt	31,921.	31,921.		
24 Total operating and administrative expenses. Add lines 13 through 23	36,289.	36,289.			
25 Contributions, gifts, grants paid	614,500.			614,500.	
26 Total expenses and disbursements. Add lines 24 and 25	650,789.	36,289.		614,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,854,334.				
b Net investment income (if negative, enter -0)		468,834.			
c Adjusted net income (if negative, enter -0)			451,070.		

Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	1 Cash – non-interest-bearing	2,181,834.	748,621.	748,621.
	2	2 Savings and temporary cash investments			
	3	3 Accounts receivable			
		Less allowance for doubtful accounts			
	4	4 Pledges receivable			
		Less allowance for doubtful accounts			
	5	5 Grants receivable			
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	7 Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	8 Inventories for sale or use			
	9	9 Prepaid expenses and deferred charges			
	10a	10a Investments – U S and state government obligations (attach schedule)			
	b	b Investments – corporate stock (attach schedule)	0.		
	c	c Investments – corporate bonds (attach schedule)			
	11	11 Investments – land, buildings, and equipment: basis			
	Less accumulated depreciation (attach schedule)				
12	12 Investments – mortgage loans				
13	13 Investments – other (attach schedule)	7,917,360.	12,219,884.	14,370,858.	
14	14 Land, buildings, and equipment: basis				
	Less accumulated depreciation (attach schedule)				
15	15 Other assets (describe ▶ L-15 Stmt)	0.	1,500.	1,500.	
16	16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item l)	10,099,194.	12,970,005.	15,120,979.	
LIABILITIES	17	17 Accounts payable and accrued expenses			
	18	18 Grants payable			
	19	19 Deferred revenue			
	20	20 Loans from officers, directors, trustees, & other disqualified persons			
	21	21 Mortgages and other notes payable (attach schedule)			
	22	22 Other liabilities (describe ▶)			
	23	23 Total liabilities (add lines 17 through 22)			
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>		
	24	24 Unrestricted			
	25	25 Temporarily restricted			
	26	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>		
	27	27 Capital stock, trust principal, or current funds	10,099,194.	12,970,005.	
	28	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29	29 Retained earnings, accumulated income, endowment, or other funds			
	30	30 Total net assets or fund balances (see the instructions)	10,099,194.	12,970,005.	
	31	31 Total liabilities and net assets/fund balances (see the instructions)	10,099,194.	12,970,005.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,099,194.
2	Enter amount from Part I, line 27a	2	2,854,334.
3	3 Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	16,477.
4	4 Add lines 1, 2, and 3	4	12,970,005.
5	5 Decreases not included in line 2 (itemize) ▶ Partnership GAAP Income in excess of Taxable Income	5	
6	6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	12,970,005.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement Attached		P	Various	Various
b Long Term Gain from Schedule K-1		P	Various	Various
c Short Term Gain from Schedule K-1		P	Various	Various
d Mutual Fund Capital Gain Distributions		P	Various	Various
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 1,294,537.			1,273,709.	20,828.
b				15,836.
c				11,042.
d				62,702.
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				20,828.
b				15,836.
c				11,042.
d				62,702.
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]		2 110,408.
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) (see the instructions) If (loss), enter -0- in Part I, line 8]		3 56,355.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	372,200.	7,749,342.	0.048030
2008	401,116.	6,462,200.	0.062071
2007	235,000.	4,721,597.	0.049771
2006	107,670.	2,091,986.	0.051468
2005	41,133.	582,272.	0.070642

2 Total of line 1, column (d)

2 0.281982

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 0.056396

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 10,829,184.

5 Multiply line 4 by line 3

5 610,723.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 4,688.

7 Add lines 5 and 6

7 615,411.

8 Enter qualifying distributions from Part XII, line 4

8 614,500.

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 the instructions)**

1 a 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 instr.)		
1 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	9,377.
1 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	9,377.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,377.
6 Credits/Payments:		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	4,500.
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	4,500.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,877.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ► 0. Refunded ► 11	11	

Part VII **Statements Regarding Activities**

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

Part VII-A Statements Regarding Activities (Continued)

11		X
12		X
13	X	
14	Robert L. Zorich 1100 Louisiana, Ste 3150 Houston, TX ZIP + 4 77002	Telephone no (713) 659-6100
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	
16	Yes X	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If 'Yes,' enter the name of the foreign country ►		

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

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

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 the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? Yes No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes No

If 'Yes,' list the years ► 20__, 20__, 20__, 20__.

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 the instructions.) Yes No

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__, 20__, 20__, 20__.

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes Nob 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) Yes No4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Yes Nob 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? Yes No

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

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

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

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

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

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

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

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?

5b

Organizations relying on a current notice regarding disaster assistance check here ►

<input type="checkbox"/> Yes	<input type="checkbox"/> No
------------------------------	-----------------------------

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?

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

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
------------------------------	--

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If 'Yes' to 6b, file Form 8870

6b

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

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
------------------------------	--

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

7b X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Robert L. Zorich 1100 Louisiana Street, Suite 3150 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Barbara L. Zorich 1100 Louisiana Street, Suite 3150 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Bret A. Zorich 1100 Louisiana Street, Suite 3150 Houston, TX 77002	Trustee 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

► None

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 ► None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
		0.
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1		
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		►

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Form 990-PF (2010)

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 10,701,799.
b Average of monthly cash balances	1b 292,296.
c Fair market value of all other assets (see instructions)	1c 0.
d Total (add lines 1a, b, and c)	1d 10,994,095.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2 0.
3 Subtract line 2 from line 1d	3 10,994,095.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 164,911.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 10,829,184.
6 Minimum investment return. Enter 5% of line 5	6 541,459.

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	1 541,459.
2a Tax on investment income for 2010 from Part VI, line 5	2a 9,377.
b Income tax for 2010. (This does not include the tax from Part VI)	2b
c Add lines 2a and 2b	2c 9,377.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 532,082.
4 Recoveries of amounts treated as qualifying distributions	4 0.
5 Add lines 3 and 4	5 532,082.
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	7 532,082.

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 614,500.
b Program-related investments – total from Part IX-B	1b
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	4 614,500.
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 (see instructions)	5 0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 614,500.

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				532,082.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			10,961.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005 41,133.				
b From 2006 0.				
c From 2007 0.				
d From 2008 93,716.				
e From 2009 0.				
f Total of lines 3a through e 134,849.				
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 614,500.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2010 distributable amount 532,082.				
e Remaining amount distributed out of corpus 82,418.				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 217,267.				
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 10,961.				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount – see instructions 0.				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 0.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 41,133.				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions) 176,134.				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 82,418.				
10 Analysis of line 9:				
a Excess from 2006 0.				
b Excess from 2007 0.				
c Excess from 2008 93,716.				
d Excess from 2009 0.				
e Excess from 2010 82,418.				

BAA

Form 990-PF (2010)

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

N/A

Part XVI **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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))

Robert L and Barbara Zorich

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:

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

c Any submission deadlines:

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

Part XVII **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 Attached				614,500.
Total				► 3a 614,500.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	394,715.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	110,408.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				505,123.	
13 Total. Add line 12, columns (b), (d), and (e)				505,123.	

(See worksheet in line 13 instructions to verify calculations)

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

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

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

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

2010

Name of the organization	Employer identification number
<u>The Robert L. and Barbara Zorich Family Foundation</u>	76-0664404
Organization type (check one)	
Form 990 or 990-EZ	Section: <input type="checkbox"/> 501(c)(____) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

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

Name of organization

The Robert L. and Barbara Zorich Family Foundation

Employer identification number

76-0664404

Part II Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Robert L. and Barbara Zorich 5106 Tangle Lane Houston TX 77056	\$ 3,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Investment Fees</u>	<u>24,920.</u>	<u>24,920.</u>		
<u>Miscellaneous</u>	<u>14.</u>	<u>14.</u>		
<u>Partnership Investment Expenses</u>	<u>6,987.</u>	<u>6,987.</u>		
 Total	 <u>31,921.</u>	 <u>31,921.</u>		

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

<u>Refund of 2010 Form 990-PF Excise tax</u>	<u>11,194.</u>
<u>Partnership Unrealized Gain Recorded for Books</u>	<u>5,283.</u>
 Total	 <u>16,477.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> <u>Brynley Zorich Todd</u> <u>5106 Tangle Lane,</u> <u>Houston, TX 77002</u>	<u>Trustee</u> <u>5.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> <u>Robert M. Zorich</u> <u>1100 Louisiana Street, Suite 3150</u> <u>Houston, TX 77002</u>	<u>Trustee</u> <u>1.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
<u>Caymus Energy Fund</u>	<u>383,907.</u>	<u>383,907.</u>
<u>See Statement Attached</u>	<u>11,835,977.</u>	<u>13,986,951.</u>
Total	<u>12,219,884.</u>	<u>14,370,858.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning	End of Year	
	Year Book Value	Book Value	Fair Market Value
<u>Grant to be returned to Foundation</u>	0.	1,500.	1,500.
Total	<u>0.</u>	<u>1,500.</u>	<u>1,500.</u>

Quantity	Description	How Purchased		Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
		P-Purchased	D-Donated					
Short-Term Capital Gains and Losses								
2,400	Currencyshares Japane	P		6/1/2009	2/10/2010	264,818	247,257	17,561 00
2,440	Currencyshares Japane	P		1/11/2010	2/10/2010	269,231	263,231	6,000 00
463	Ishares MSCI Brazil I	P		4/9/2009	1/11/2010	35,640	20,502	15,138 00
38	Ishares MSCI Brazil I	P		6/30/2009	1/11/2010	2,890	2,033	857 00
142	Ishares MSCI Brazil I	P		1/4/2010	1/11/2010	10,920	10,846	74 00
7	Ishares MSCI Brazil I	P		1/7/2010	1/11/2010	551	549	2 00
543	Vanguard Pacific Stoc	P		12/21/2010	12/28/2010	5,851	5,793	58 00
27,452	Vanguard Short Term B	P		1/11/2010	5/10/2010	294,511	292,117	2,394 00
94	Vanguard Short Term B	P		1/29/2010	5/10/2010	1,010	1,007	3 00
130	Vanguard Short Term B	P		2/26/2010	5/10/2010	1,396	1,393	3 00
143	Vanguard Short Term B	P		3/31/2010	5/10/2010	1,537	1,534	3 00
140	Vanguard Short Term B	P		4/30/2010	5/10/2010	1,497	1,500	(3 00)
8,830	Vanguard Short Term B	P		1/11/2010	11/11/2010	95,939	93,964	1,975 00
87	Vanguard Short Term B	P		5/28/2010	11/11/2010	941	925	16 00
57	Vanguard Short Term B	P		6/30/2010	11/11/2010	619	612	7 00
58	Vanguard Short Term B	P		7/30/2010	11/11/2010	630	626	4 00
57	Vanguard Short Term B	P		8/31/2010	11/11/2010	617	616	1 00
55	Vanguard Short Term B	P		9/30/2010	11/11/2010	599	599	0 00
56	Vanguard Short Term B	P		10/29/2010	11/11/2010	606	608	(2 00)
10,706	Vanguard Short Term B	P		1/11/2010	12/14/2010	115,143	113,918	1,225 00
37	Vanguard Short Term B	P		11/30/2010	12/14/2010	402	405	(3 00)
Total Short-Term Capital Gains and Losses						1,105,348.00	1,060,035.00	45,313.00
Long-Term Capital Gains and Losses								
6,062	Vanguard Pacific Stoc	P		1/6/2006	12/28/2010	65,327	72,000	(6,673 00)
131	Vanguard Pacific Stoc	P		12/21/2006	12/28/2010	1,416	1,618	(202 00)
4,788	Vanguard Pacific Stoc	P		1/4/2007	12/28/2010	51,606	60,000	(8,394 00)
262	Vanguard Pacific Stoc	P		12/21/2007	12/28/2010	2,828	3,327	(499 00)
5,552	Vanguard Pacific Stoc	P		1/9/2008	12/28/2010	59,832	70,000	(10,168 00)
305	Vanguard Pacific Stoc	P		12/23/2008	12/28/2010	3,291	2,351	940 00
454	Vanguard Pacific Stoc	P		12/23/2009	12/28/2010	4,889	4,378	511 00
Total Long-Term Capital Gains and Losses						189,189.00	213,674.00	(24,485.00)
Total Gains and Losses						1,294,537.00	1,273,709.00	20,828.00

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
1 Acton Institute 161 Ottawa Ave. NW, Suite 301 Grand Rapids, MI 49503	N/A	Public Charity	Unrestricted use by Acton Institute	Person or Business 5,000.00 <input checked="" type="checkbox"/>
2 Adams Camp 6767 S. Spruce St #102 Centennial, CO 80112-1284	N/A	Public Charity	Unrestricted use by Adams Camp	Person or Business 10,000.00 <input checked="" type="checkbox"/>
3 American Heart Association 7272 Greenville Avenue Dallas, TX 75231	N/A	Public Charity	Unrestricted use by American Heart Association	Person or Business 5,000.00 <input checked="" type="checkbox"/>
4 Bo's Place 10050 Buffalo Speedway Houston, TX 77054	N/A	Public Charity	Unrestricted use by Bo's Place	Person or Business 1,000.00 <input checked="" type="checkbox"/>
5 Bridges To Life P.O. Box 19039 Houston, TX 77224-9039	N/A	Public Charity	Unrestricted use by Bridges To Life	Person or Business 10,000.00 <input checked="" type="checkbox"/>
6 CanCare 9575 Katy Freeway, Ste 428 Houston, TX 77024	N/A	Public Charity	Unrestricted use by CanCare	Person or Business 10,000.00 <input checked="" type="checkbox"/>
7 Central Asia Institute P.O. Box 7209 Bozeman, MT 59771	N/A	Public Charity	Unrestricted use by Central Asia Institute	Person or Business 27,500.00 <input checked="" type="checkbox"/>
8 Church of the Good Shepherd 15314 Wildwood Dr. Houston, TX 77083	N/A	Public Charity	Unrestricted use by Church of the Good Shepherd	Person or Business 1,500.00 <input checked="" type="checkbox"/>
9 Coalition to Salute American Heroes 12 Godfrey Place Wilton, CT 06897	N/A	Public Charity	Unrestricted use by Coalition to Salute American Heroes	Person or Business 10,000.00 <input checked="" type="checkbox"/>
10 Covenant House 1111 Lovett Blvd. Houston, Texas 77006-3898	N/A	Public Charity	Unrestricted use by Covenant House	Person or Business 15,000.00 <input checked="" type="checkbox"/>
11 Crohn's and Colitis Foundation 386 Park Avenue South 17th Floor New York, NY 10016	N/A	Public Charity	Unrestricted use by #REF!	Person or Business 5,000.00 <input checked="" type="checkbox"/>
12 Cystic Fibrosis Foundation 6931 Arlington Road, 2nd Floor Bethesda, MD 20814	N/A	Public Charity	Unrestricted use by Cystic Fibrosis Foundation	Person or Business 45,000.00 <input checked="" type="checkbox"/>
13 Goodfellows P.O. Box 4260 Houston, Texas 77098	N/A	Public Charity	Unrestricted use by Goodfellows	Person or Business 1,000.00 <input checked="" type="checkbox"/>
14 Holy Spirit Episcopal Church 12535 Perthshire Rd. Houston, Texas 77024	N/A	Public Charity	Unrestricted use by Holy Spirit Episcopal Church	Person or Business 125,500.00 <input checked="" type="checkbox"/>
15 Lords of the Streets 3401 Fannin Street Houston, TX 77004	N/A	Public Charity	Unrestricted use by Lords of the Streets	Person or Business 16,000.00 <input checked="" type="checkbox"/>
16 Marine Corps Scholarship Foundation 121 S. Saint Asaph St. Alexandria, VA 22314	N/A	Public Charity	Unrestricted use by Marine Corps Scholarship Foundation	Person or Business 15,000.00 <input checked="" type="checkbox"/>

	Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
17	MD Anderson Hospital 1515 Holcombe Boulevard Houston, TX 77030	N/A	Public Charity	Unrestricted use by MD Anderson Hospital	Person or Business 10,000.00
18	Memorial Assistance Ministries 1625 Blalock Road Houston, Texas 77080	N/A	Public Charity	Unrestricted use by Memorial Assistance Ministries	Person or Business 30,000.00
19	Memorial Hermann Foundation 929 Gessner Suite 2650 Houston, Texas 77024	N/A	Public Charity	Unrestricted use by Memorial Hermann Foundation	Person or Business 30,000.00
20	Operation Helmet 74 Greenview Street Montgomery, TX 77356	N/A	Public Charity	Unrestricted use by Operation Helmet	Person or Business 34,000.00
21	PKD Foundation 8330 Ward Parkway Suite 510 Kansas City, MO 64114-2000	N/A	Public Charity	Unrestricted use by PKD Foundation	Person or Business 500.00
22	Planned Parenthood of Orange Cnty 700 S. Tustin St. Orange, CA 92866	N/A	Public Charity	Unrestricted use by Planned Parenthood of Orange Cnty	Person or Business 1,500.00
23	Ronald McDonald House 1907 Holcombe Boulevard Houston, TX 77030-4123	N/A	Public Charity	Unrestricted use by Ronald McDonald House	Person or Business 10,000.00
24	Sigma Chi Foundation 1714 Hinman Ave. Evanston, IL 60201	N/A	Public Charity	Unrestricted use by Sigma Chi Foundation	Person or Business 10,000.00
25	Small Steps Nuturing Center 1709 DelPelchin Houston, TX 77007	N/A	Public Charity	Unrestricted use by Small Steps Nuturing Center	Person or Business 26,000.00
26	Star of Hope 6897 Ardmore Street Houston, TX 77054-2307	N/A	Public Charity	Unrestricted use by Star of Hope	Person or Business 10,000.00
27	The Women's Home 811 Westheimer Road Houston, TX 77006-3917	N/A	Public Charity	Unrestricted use by The Women's Home	Person or Business 15,000.00
28	Thunderbird School 15249 North 59th Ave. Glendale, AZ 85306-6000	N/A	Public Charity	Unrestricted use by Thunderbird School	Person or Business 30,000.00
29	United Way of Greater Houston 50 Waugh Drive Houston, TX 77007-5813	N/A	Public Charity	Unrestricted use by United Way of Greater Houston	Person or Business 20,000.00
30	Univ of California Santa Barbara Fnd UC Santa Barbara Santa Barbara, CA 93106-2013	N/A	Public Charity	Unrestricted use by Univ of California Santa Barbara Fnd	Person or Business 50,000.00
31	WorkFaith Connection 1500 North Post Oak Rd., Ste 150 Houston, Texas 77055	N/A	Public Charity	Unrestricted use by WorkFaith Connection	Person or Business 25,000.00
32	Young Life P.O. Box 520 Colorado Springs, CO 80901-0520	N/A	Public Charity	Unrestricted use by Young Life	Person or Business 10,000.00

Total

614,500.00

Quantity	Description	Book Value	Fair Market Value
3,795.0000	Cenveo Inc	13,420.37	20,265.30
7,230.0000	Currencyshares Australia	649,670.06	742,231.80
7,390.0000	Currencyshares Canadian Dollar	705,705.66	735,600.60
17,355.9654	Ishares MSCI Australia	283,814.21	441,535.76
5,831.6969	Ishares MSCI Brazil	299,591.60	451,373.34
14,333.3492	Ishares MSCI Canada	286,913.58	444,333.83
10,740.0000	SPDR Gold Trust	1,024,195.69	1,489,852.38
6,218.1860	Columbia Value and Restructuring	297,516.59	314,080.57
2,310.8770	Dodge & Cox Stock	80,810.79	82,521.20
1,437.9390	Harbor International Fund	80,093.72	87,067.21
88,073.1100	IVA Worldwide Fund	1,084,997.86	1,472,582.40
10,941.6300	Longleaf Partners Fund	323,806.40	309,210.46
11,622.4930	Longleaf Small Cap Fund	303,119.66	308,228.51
18,730.1030	Matthews Pacific Tiger Fund	317,851.58	439,033.61
14,859.1010	Mutual Shares Fund Cl Z	334,143.99	308,920.71
159,888.4290	PIMCO Commodity Real Return	1,310,373.52	1,485,363.51
70,014.5370	PIMCO Corporate Bond Fund	704,781.87	733,752.35
64,335.9720	PIMCO Real Return Bond	713,017.01	730,856.64
67,484.0960	PIMCO Total Return	716,902.93	732,202.44
23,435.4000	Royce Total Return Fund	293,386.36	308,648.70
7,504.2860	Selected American Shares	322,275.75	310,977.61
53,877.1080	Templeton Global Bond Fund	661,549.84	730,573.58
6,048.8070	Third Avenue Value Fund	318,927.86	313,086.25
2,760.7260	UMB Scout Worldwide Fund	63,856.83	89,392.31
8,456.8000	Van Eck Global Hard Assets Fun	325,949.07	442,544.34
18,733.4040	Van Eck Intl Investors Gold Fu	319,304.45	462,715.08
Totals		11,835,977.25	13,986,950.49