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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010

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

, 20

G Check all that apply:

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

Name of foundation

THE SPRINGMEYER FOUNDATION

A Employer identification number

76-0664848

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

Room/suite

B Telephone number (see page 10 of the instructions)

6404 SEWANEE

(713) 529-3000

City or town, state, and ZIP code

HOUSTON, TX 77005

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

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

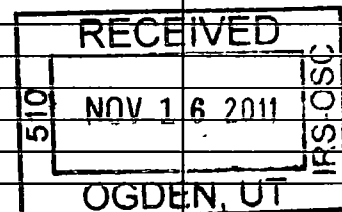
☐ Other (specify) _____

16) ▶ \$ 1,394,956.

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

E If private foundation status was terminated
under section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ▶ ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	0.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	242.	242.		ATCH 1
4	Dividends and interest from securities	27,951.	27,951.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-5,378.			
b	Gross sales price for all assets on line 6a	358,051.			
7	Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	22,815.	28,193.		
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	5,726.	2,863.		2,863.
c	Other professional fees (attach schedule)	7,127.	7,127.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	-268.	95.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	12,585.	10,085.		2,863.
25	Contributions, gifts, grants paid	115,377.			115,377.
26	Total expenses and disbursements. Add lines 24 and 25	127,962.	10,085.		118,240.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-105,147.			
b	Net investment income (if negative, enter -0-)		18,108.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED NOV 17 2011
Operating and Administrative Expenses

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

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* ATCH 4 JSA ** ATCH 5 Form 990-PF (2010)

CERT# 7010-1060-0000-2660-0746 PAGE 1

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	82,763.	72,824.	72,824.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 6	1,332,201.	1,236,993.	1,322,132.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,414,964.	1,309,817.	1,394,956.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)		0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	6,105,855.	6,105,855.		
	29	Retained earnings, accumulated income, endowment, or other funds	-4,690,891.	-4,796,038.		
	30	Total net assets or fund balances (see page 17 of the instructions)	1,414,964.	1,309,817.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,414,964.	1,309,817.		

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	1,414,964.
2	Enter amount from Part I, line 27a	2	-105,147.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,309,817.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,309,817.

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 SEE PART IV SCHEDULE					
b					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-941.	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,009,749.	855,961.	1.179667
2008	1,237,539.	1,560,516.	0.793032
2007	398,576.	1,623,320.	0.245531
2006	341,363.	1,231,086.	0.277286
2005	231,230.	847,720.	0.272767
2 Total of line 1, column (d)			2 2.768283
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 0.553657
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,289,309.
5 Multiply line 4 by line 3			5 713,835.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 181.
7 Add lines 5 and 6			7 714,016.
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 on page 18.			8 118,240.

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

1 a. Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.			
Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b.		1	362.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	362.
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	362.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010.	6a	1,521.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868).	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,521.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,159.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 362. Refunded ☐ 797.	11		

Part VII-A 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (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?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ JEFF SPRINGMEYER Telephone no ☐ 713/529-3000			
	Located at ☐ 1740 WESTHEIMER, SUITE 200, HOUSTON, TX ZIP + 4 ☐ 77098			
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	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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 ☐			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here	☐	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes	☒ No
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☒ Yes ☐ No

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 7		0.	0.	0.

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NOT APPLICABLE		
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NOT APPLICABLE	
2 NOT APPLICABLE	
All other program-related investments See page 24 of the instructions	
3 NOT APPLICABLE	
Total. Add lines 1 through 3	

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

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	1,241,046.
b	Average of monthly cash balances	1b	67,897.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,308,943.
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	1,308,943.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	19,634.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,289,309.
6	Minimum investment return. Enter 5% of line 5	6	64,465.

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

1	Minimum investment return from Part X, line 6	1	64,465.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	362.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	362.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,103.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	64,103.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	64,103.

Part XII Qualifying Distributions (see page 25 of the 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	118,240.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	118,240.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	118,240.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				64,103.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years. 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	191,863.			
b From 2006	290,420.			
c From 2007	331,850.			
d From 2008	1,161,347.			
e From 2009	968,347.			
f Total of lines 3a through e	2,943,827.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 118,240.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				64,103.
e Remaining amount distributed out of corpus	54,137.			
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	2,997,964.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	191,863.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,806,101.			
10 Analysis of line 9:				
a Excess from 2006	290,420.			
b Excess from 2007	331,850.			
c Excess from 2008	1,161,347.			
d Excess from 2009	968,347.			
e Excess from 2010	54,137.			

4942(j)(5)

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 8				
Total			▶ 3a	115,377.
b Approved for future payment				
Total			▶ 3b	

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

~~Preparer's signature~~

Date

PTIN

VICTOR E. HARRIS

Firm's name ► WERLEIN & HARRIS, P.C.

Firm's address ► 3355 WEST ALABAMA, SUITE 900
HOUSTON, TX

Check ☐ if self-employed

P00025194

Firm's EIN ▶ 74-1907314

Phone no 713-961-5544

Form 990-PF (2010)

FORM 990-PF - PART IV[illegible]

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF TEXAS MERRILL LYNCH	223. 19.	223. 19.
TOTAL	<u>242.</u>	<u>242.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH	27,951.	27,951.
TOTAL	<u>27,951.</u>	<u>27,951.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	5,726.	2,863.		2,863.
TOTALS	<u>5,726.</u>	<u>2,863.</u>	<u>0.</u>	<u>2,863.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	7,127.	7,127.
TOTALS	<u>7,127.</u>	<u>7,127.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN INCOME TAX WITHHELD	95.	95.
FEDERAL EXCISE TAX REFUND	-363.	
TOTALS	-268.	95.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
10,000 SHS BOK FINCL CORP NEW	538,500.	534,000.
CORE ACCOUNT - SEE ATCH 9	698,493.	788,132.
TOTALS	<u>1,236,993.</u>	<u>1,322,132.</u>

THE SPRINGMEYER FOUNDATION

76-0664848

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JEFF N. SPRINGMEYER 6404 SEWANEE HOUSTON, TX 77005	PRES, TREAS 1.00	0.	0.	0.
AMIE J. SPRINGMEYER 6404 SEWANEE HOUSTON, TX 77005	VP, SECR 1.00	0.	0.	0.
CRAIG R. SPRINGMEYER 2905 NORTH POINT SHREVEPORT, LA 71106	DIRECTOR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WEST UNIVERSITY UNITED METHODIST CHURCH 3611 UNIVERSITY BLVD. HOUSTON, TX 77005	NONE PUBLIC	GENERAL SUPPORT	500.
100 CLUB 5555 SAN FELIPE ST , SUITE 520 HOUSTON, TX 77056-2733	NONE PUBLIC	GENERAL SUPPORT	300.
FIRST BAPTIST CHURCH MINDEN, LA 71055	NONE PUBLIC	GENERAL SUPPORT	1,200.
ALL SAINTS FELLOWSHIP PROGRAM P.O. BOX 160248 AUSTIN, TX 78716	NONE PUBLIC	GENERAL SUPPORT	1,000.
TIGER ATHLETIC FOUNDATION P.O. BOX 711 BATON ROUGE, LA 70821	NONE PUBLIC	GENERAL SUPPORT	66,992.
LSU ALUMNI ASSOCIATION BATON ROUGE, LA 70808-4600	NONE PUBLIC	GENERAL SUPPORT	250.

FORM 990OFF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE KINKAID SCHOOL 201 KINKAID SCHOOL DRIVE HOUSTON, TX 77024	NONE PUBLIC	GENERAL SUPPORT	250.
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	NONE PUBLIC	GENERAL SUPPORT	2,500.
CAMPUS CRUSADE P.O. BOX 628222 ORLANDO, FL 32862-8222	NONE PUBLIC	GENERAL SUPPORT	2,400.
COASTAL BEACH & BAY FOUNDATION P.O. BOX 1017 GALVESTON, TX 77553-1017	NONE PUBLIC	GENERAL SUPPORT	750.
COLLEGE OF BIBLICAL STUDIES 7000 REGENCY SQUARE BLVD HOUSTON, TX 77036-3211	NONE PUBLIC	GENERAL SUPPORT	2,500.
CRISTO REY JESUIT 6700 MOUNT CARMEL STREET HOUSTON, TX 77087	NONE PUBLIC	GENERAL SUPPORT	250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FELLOWSHIP BIBLE CHURCH 1720 E. BROADWAY PEARLAND, TX 77581	NONE PUBLIC	GENERAL SUPPORT	500.
GEORGE W BUSH PRESIDENTIAL CENTER P.O. BOX 560887 DALLAS, TX 75356	NONE PUBLIC	GENERAL SUPPORT	250.
HABITAT FOR HUMANITY 4962 FLORIDA BLVD, SUITE 409 BATON ROUGE, LA 70806	NONE PUBLIC	GENERAL SUPPORT	100.
LLS 816 NASHVILLE AVE, UNIT L NEW ORLEANS, LA 70115	NONE PUBLIC	GENERAL SUPPORT	250.
SEG FOUNDATION P.O. BOX 3702740 TULSA, OK 74170-2740	NONE PUBLIC	GENERAL SUPPORT	10,000.
LSU FOUNDATION 3838 W. LAKESHORE DR BATON ROUGE, LA 70808	NONE PUBLIC	GENERAL SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE RISE SCHOOL OF HOUSTON 8080 NORTH STADIUM DRIVE HOUSTON, TX 77054	NONE PUBLIC	GENERAL SUPPORT	1,000.
NEHEMIAH CENTER 5015 FANNIN ST HOUSTON, TX 77004	NONE PUBLIC	GENERAL SUPPORT	1,000.
PINK RIBBONS PROJECT 2449 SOUTH BLVD, SUITE 100 HOUSTON, TX 77098	NONE PUBLIC	GENERAL SUPPORT	500.
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON, TX 77027	NONE PUBLIC	GENERAL SUPPORT	250.
CAMPANILE CHARITIES 3838 WEST LAKESHORE DRIVE BATON ROUGE, LA 70808	NONE PUBLIC	GENERAL SUPPORT	200.
ST. JUDE P.O. BOX 810 MEMPHIS, TN 38101	NONE PUBLIC	GENERAL SUPPORT	200.

FORM 990OFF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HCC ONE POTOMAC DRIVE HOUSTON, TX 77057	NONE PUBLIC	GENERAL SUPPORT	125.
HOUSTON CHRISTIAN HIGH SCHOOL 2700 W. SAM HOUSTON PARKWAY. N. HOUSTON, TX 77043	NONE PUBLIC	GENERAL SUPPORT	17,000.
ST LUKE'S UNITED METHODIST CHURCH - SLCCLE P.O. BOX 22013 HOUSTON, TX 77227	NONE PUBLIC	GENERAL SUPPORT	500.
LOYOLA COLLEGE 921 JORDAN STREET SHREVEPORT, LA 71101	NONE PUBLIC	GENERAL SUPPORT	250.
GREATER HOUSTON COMMUNITY FOUNDATION 4550 POST OAK PL HOUSTON, TX 77027	NONE PUBLIC	GENERAL SUPPORT	760.
THE ST. THERESA CATHOLIC CHURCH 6622 HASKELL ST HOUSTON, TX 77007	NONE PUBLIC	GENERAL SUPPORT	250.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS CHILDREN'S HOSPITAL - BLUE BIRD CIRCLE P.O. BOX 300630, SUITE 5214 HOUSTON, TX 77230-0630	NONE PUBLIC	GENERAL SUPPORT	250.
THE CENTER FOUNDATION 3550 WEST DALLAS HOUSTON, TX 77019	NONE PUBLIC	GENERAL SUPPORT	500.
THE PERIWINKLE FOUNDATION 3000 RICHMOND AVE, SUITE 340 HOUSTON, TX 77098	NONE PUBLIC	GENERAL SUPPORT	500.
THE SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010	NONE PUBLIC	GENERAL SUPPORT	500.
WEST UNIVERSITY LITTLE LEAGUE 3700 UNIVERSITY BLVD HOUSTON, TX 77005	NONE PUBLIC	GENERAL SUPPORT	250.
YOUNG TEXANS AGAINST CANCER P.O. BOX 22915 HOUSTON, TX 77227-2915	NONE PUBLIC	GENERAL SUPPORT	250.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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WEST UNIVERSITY ROTARY CLUB P.O. BOX 272727 HOUSTON, TX 77277	NONE PUBLIC	GENERAL SUPPORT	100.
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TOTAL CONTRIBUTIONS PAID 115,377.

Avalon Advisors, LLC
TAX LOTS LIST
THE SPRINGMEYER FOUNDATION - EQUITY ACCOUNT
ACCOUNT #16H80064
December 31, 2010

Security Symbol	Cusip	Quantity	Purchase Date	Unit Cost	Total Cost	Adj. Unit Cost	Total Adjusted Cost	Price	Market Value	Unrealized Gain/Loss (Adjusted)	Short Term (Unadjusted)	Long Term (Unadjusted)	Pct G/L
COMMON STOCK													
APPLE INC													
aspl	037833100	71	12-29-09	209.64	14,884.440	209.64	14,884.440	322.56	22,901.760	8,017.320	0.00	8,017.32	53.86
aspl	037833100	15	01-06-10	213.11	3,196.709	213.11	3,196.709	322.56	4,838.400	1,641.691	1,641.69	0.00	51.36
aspl	037833100	11	01-21-10	208.47	2,293.200	208.47	2,293.200	322.56	3,548.160	1,254.960	1,254.96	0.00	54.73
aspl	037833100	17	01-22-10	200.65	3,411.070	200.65	3,411.070	322.56	5,483.520	2,072.450	2,072.45	0.00	60.76
					23,785.419		23,785.419		36,771.840	12,986.421			54.60
ABBOTT LABS													
abt	002824100	122	01-05-07	49.78	6,072.649	49.78	6,072.649	47.91	5,845.020	-227.629	0.00	-227.63	-3.75
abt	002824100	81	12-29-09	54.40	4,406.400	54.40	4,406.400	47.91	3,880.710	-525.690	0.00	-525.69	-11.93
					10,479.049		10,479.049		9,725.730	-753.319			-7.19
AMGEN INC													
amgn	031162100	270	01-04-10	57.69	15,577.138	57.69	15,577.138	54.90	14,823.000	-754.138	-754.14	0.00	-4.84
AMAZON.COM INC COM													
amzn	023135106	29	08-08-08	79.08	2,293.235	79.08	2,293.235	180.00	5,220.000	2,926.765	0.00	2,926.77	127.63
amzn	023135106	30	09-26-08	69.01	2,070.170	69.01	2,070.170	180.00	5,400.000	3,329.830	0.00	3,329.83	160.85
					4,363.405		4,363.405		10,620.000	6,256.595			143.39
AMER EXPRESS COMPANY													
exp	025816109	190	11-03-10	41.87	7,954.630	41.87	7,954.630	42.92	8,154.800	200.170	200.17	0.00	2.52
exp	025816109	184	11-10-10	43.36	7,977.760	43.36	7,977.760	42.92	7,897.280	-80.480	-80.48	0.00	-1.01
					15,932.390		15,932.390		16,052.080	119.690			0.75
BHP BILLITON LTD SPONSORED ADR													
bhp	088606108	57	03-09-09	36.72	2,093.212	36.72	2,093.212	92.92	5,296.440	3,203.228	0.00	3,203.23	153.03
bhp	088606108	60	07-08-09	49.87	2,992.263	49.87	2,992.263	92.92	5,575.200	2,582.937	0.00	2,582.94	86.32
bhp	088606108	127	12-29-09	76.43	9,706.610	76.43	9,706.610	92.92	11,800.840	2,094.230	0.00	2,094.23	21.58
					14,792.085		14,792.085		22,672.480	7,880.395			53.27
BRISTOL-MYERS SQUIBB CO													
bmy	110122108	79	02-12-09	22.08	1,744.002	22.08	1,744.002	26.48	2,091.920	347.918	0.00	347.92	19.95
bmy	110122108	136	12-29-09	25.99	3,534.640	25.99	3,534.640	26.48	3,601.280	66.640	0.00	66.64	1.89

Avalon Advisors, LLC
TAX LOTS LIST
THE SPRINGMEYER FOUNDATION - EQUITY ACCOUNT
ACCOUNT #16H80064
December 31, 2010

Security Symbol	Cusip	Quantity	Purchase Date	Unit Cost	Total Cost	Adj. Unit Cost	Total Adjusted Cost	Price	Market Value	Unrealized Gain/Loss (Adjusted)	Short Term (Unadjusted)	Long Term (Unadjusted)	Pct G/L
bmy	110122108	392	01-21-10	25.04	9,816,420 15,095,062	25.04	9,816,420 15,095,062	26.48	10,380,160 16,073,360	563,740 978,298	563,740	0.00	5.74 6.48
CATERPILLAR INC													
cat	149123101	98	11-16-10	80.70	7,908,700	80.70	7,908,700	93.66	9,178,680	1,269,980	1,269,980	0.00	16.06
cat	149123101	94	11-19-10	83.44	7,843,080 15,751,780	83.44	7,843,080 15,751,780	93.66	8,804,040 17,982,720	960,960 2,230,940	960,960	0.00	12.25 14.16
CHUBB CORP													
cb	171232101	143	08-03-10	53.04	7,585,030	53.04	7,585,030	59.64	8,528,520	943,490	943,490	0.00	12.44
CONOCOPHILLIPS													
cop	20825c104	98	06-17-08	95.87	9,395,260	95.87	9,395,260	68.10	6,673,800	-2,721,460	0.00	-2,721.46	-28.97
cop	20825c104	105	12-29-09	50.98	5,352,400 14,747,660	50.98	5,352,400 14,747,660	68.10	7,150,500 13,824,300	1,798,100 -923,360	0.00	1,798.10	33.59 -6.26
COSTCO WHOLESALE CORP NEW													
cost	22160k105	162	06-17-08	70.24	11,378,880	70.24	11,378,880	72.21	11,698,020	319,140	0.00	319.14	2.80
cost	22160k105	109	12-29-09	60.33	6,575,970 17,954,850	60.33	6,575,970 17,954,850	72.21	7,870,890 19,568,910	1,294,920 1,614,060	0.00	1,294.92	19.69 8.99
CHEVRON CORP													
cvx	166764100	84	06-17-08	100.43	8,436,120	100.43	8,436,120	91.25	7,665,000	-771,120	0.00	-771.12	-9.14
cvx	166764100	56	12-29-09	77.39	4,333,840 12,769,960	77.39	4,333,840 12,769,960	91.25	5,110,000 12,775,000	776,160 5,040	0.00	776.16	17.91 0.04
DIAGEO PLC SPON ADR (NEW)													
deo	25243q205	49	03-01-07	78.06	3,823,084	78.06	3,823,084	74.33	3,642,170	-182,914	0.00	-182.91	-4.78
deo	25243q205	46	03-02-07	77.37	3,559,010	77.37	3,559,010	74.33	3,419,180	-139,830	0.00	-139.83	-3.93
deo	25243q205	19	12-29-09	69.26	1,315,940 8,700,034	69.26	1,315,940 8,700,034	74.33	1,412,270 8,473,620	96,330 -226,414	0.00	96.33	7.32 -2.60
EMERSON ELEC CO													
emr	291011104	147	11-03-10	54.42	7,999,030	54.42	7,999,030	57.17	8,403,990	404,960	404,960	0.00	5.06
FORD MOTOR CO NEW													
f	345370860	659	02-04-10	11.34	7,473,720	11.34	7,473,720	16.79	11,064,610	3,590,890	3,590,890	0.00	48.05
f	345370860	494	07-28-10	13.01	6,426,200	13.01	6,426,200	16.79	8,294,260	1,868,060	1,868,060	0.00	29.07
f	345370860	704	11-03-10	15.13	10,651,870 24,551,790	15.13	10,651,870 24,551,790	16.79	11,820,160 31,179,030	1,168,290 6,627,240	1,168,290	0.00	10.97 26.99

Avalon Advisors, LLC
TAX LOTS LIST
THE SPRINGMEYER FOUNDATION - EQUITY ACCOUNT
ACCOUNT #16H80064
December 31, 2010

Security Symbol	Cusip	Quantity	Purchase Date	Unit Cost	Total Cost	Adj. Unit Cost	Total Adjusted Cost	Price	Market Value	Unrealized Gain/Loss (Adjusted)	Unrealized Gain/Loss (Unadjusted)	Short Term (Unadjusted)	Long Term (Unadjusted)	Pct G/L
FLUOR CORP NEW COM														
flr	343412102	40	03-17-08	62.20	2,487,869	62.20	2,487,869	66.26	2,650,400	162,531	162,531	0.00	162.53	6.33
flr	343412102	21	10-01-08	50.98	1,070,490	50.98	1,070,490	66.26	1,391,460	320,970	320,970	0.00	320.97	29.98
flr	343412102	43	02-18-09	38.74	1,666,000	38.74	1,666,000	66.26	2,849,180	1,183,180	1,183,180	0.00	1,183.18	71.02
flr	343412102	112	12-29-09	45.56	5,102,720	45.56	5,102,720	66.26	7,421,120	2,318,400	2,318,400	0.00	2,318.40	45.43
					10,327,079		10,327,079		14,312,160	3,985,081	3,985,081			38.59
GENERAL ELECTRIC CO														
ge	369604103	938	07-28-10	16.05	15,050,770	16.05	15,050,770	18.29	17,156,020	2,105,250	2,105,250	2,105.25	0.00	13.99
GOOGLE INC CL A														
goog	38259508	19	02-03-09	607.86	11,549.34	607.86	11,549.34	593.97	11,285,430	-263.91	-263.91	0.00	-263.91	74.07
HOME DEPOT INC														
hd	437076102	190	01-22-09	21.83	4,147,715	21.83	4,147,715	35.06	6,661,400	2,513,685	2,513,685	0.00	2,513.68	60.60
hd	437076102	206	12-29-09	29.29	6,033,740	29.29	6,033,740	35.06	7,222,360	1,188,620	1,188,620	0.00	1,188.62	19.70
					10,181,455		10,181,455		13,883,760	3,702,305	3,702,305			36.36
HJ HEINZ CO														
hinz	423074103	54	10-24-08	39.63	2,140,068	39.63	2,140,068	49.46	2,670,840	530,772	530,772	0.00	530.77	24.80
hinz	423074103	60	01-27-09	36.77	2,206,420	36.77	2,206,420	49.46	2,967,600	761,180	761,180	0.00	761.18	34.50
hinz	423074103	125	12-29-09	43.15	5,393,750	43.15	5,393,750	49.46	6,182,500	788,750	788,750	0.00	788.75	14.62
					9,740,238		9,740,238		11,820,940	2,080,702	2,080,702			21.36
HEWLETT-PACKARD CO.CMN														
hpq	428236103	109	10-24-08	32.22	3,511,619	32.22	3,511,619	42.10	4,588,900	1,077,281	1,077,281	0.00	1,077.28	30.68
hpq	428236103	73	01-22-09	35.16	2,566,901	35.16	2,566,901	42.10	3,073,300	506,399	506,399	0.00	506.40	19.73
hpq	428236103	199	12-29-09	52.80	10,507,200	52.80	10,507,200	42.10	8,377,900	-2,129,300	-2,129,300	0.00	-2,129.30	-20.27
					16,585,720		16,585,720		16,040,100	-545,620	-545,620			-3.29
INTL BUSINESS MACHINES CORP														
ibm	459200101	79	06-17-08	125.26	9,895,540	125.26	9,895,540	146.76	11,594,040	1,698,500	1,698,500	0.00	1,698.50	17.16
ibm	459200101	12	02-12-09	93.53	1,122,330	93.53	1,122,330	146.76	1,761,120	638,790	638,790	0.00	638.79	56.92
ibm	459200101	11	03-05-09	88.08	968,860	88.08	968,860	146.76	1,614,360	645,500	645,500	0.00	645.50	66.62
ibm	459200101	68	12-29-09	132.10	8,982,800	132.10	8,982,800	146.76	9,979,680	996,880	996,880	0.00	996.88	11.10
					20,969,530		20,969,530		24,949,200	3,979,670	3,979,670			18.98
INTEL CORP														
intc	458140100	248	06-17-08	22.80	5,654,400	22.80	5,654,400	21.03	5,215,440	-438,960	-438,960	0.00	-438.96	-7.76
intc	458140100	324	12-29-09	20.42	6,616,080	20.42	6,616,080	21.03	6,813,720	197,640	197,640	0.00	197.64	2.99
intc	458140100	250	02-03-10	19.58	4,895,700	19.58	4,895,700	21.03	5,257,500	361,800	361,800	361.80	0.00	7.39

Avalon Advisors, LLC
TAX LOTS LIST
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Security Symbol	Cusip	Quantity	Purchase Date	Unit Cost	Total Cost	Adj. Unit Cost	Total Adjusted Cost	Price	Market Value	Unrealized Gain/Loss (Adjusted)	Short Term (Unadjusted)	Long Term (Unadjusted)	Pct G/L
INTC	458140100	181	02-10-10	19.86	3,594.190	19.86	3,594.190	21.03	3,806.430	212.240	212.24	0.00	5.91
					20,760.370		20,760.370		21,093.090	332.720			1.60
JOHNSON & JOHNSON													
JNJ	478160104	138	06-17-08	65.60	9,052.800	65.60	9,052.800	61.85	8,535.300	-517.500	0.00	-517.50	-5.72
JNJ	478160104	92	12-29-09	65.03	5,982.760	65.03	5,982.760	61.85	5,690.200	-292.560	0.00	-292.56	-4.89
					15,035.560		15,035.560		14,225.500	-810.060			-5.39
JP MORGAN CHASE & CO													
JPM	46625h100	147	08-21-08	36.24	5,327.542	36.24	5,327.542	42.42	6,235.740	908.198	0.00	908.20	17.05
JPM	46625h100	133	02-17-09	22.39	2,977.500	22.39	2,977.500	42.42	5,641.860	2,664.360	0.00	2,664.36	89.48
JPM	46625h100	80	06-03-09	34.51	2,761.100	34.51	2,761.100	42.42	3,393.600	632.500	0.00	632.50	22.91
JPM	46625h100	389	12-29-09	41.72	16,229.080	41.72	16,229.080	42.42	16,501.380	272.300	0.00	272.30	1.68
					27,295.222		27,295.222		31,772.580	4,477.358			16.40
COCA COLA CMN													
KO	191216100	100	06-17-08	54.20	5,420.000	54.20	5,420.000	65.77	6,577.000	1,157.000	0.00	1,157.00	21.35
KO	191216100	66	12-29-09	57.92	3,822.720	57.92	3,822.720	65.77	4,340.820	518.100	0.00	518.10	13.55
					9,242.720		9,242.720		10,917.820	1,675.100			18.12
KOHL'S CORP													
KSS	500255104	78	11-12-10	51.05	3,982.000	51.05	3,982.000	54.34	4,238.520	256.520	256.52	0.00	6.44
KSS	500255104	68	12-02-10	55.52	3,775.210	55.52	3,775.210	54.34	3,695.120	-80.090	-80.09	0.00	-2.12
					7,757.210		7,757.210		7,933.640	176.430			2.27
MCDONALDS CORP													
MCD	580135101	145	06-17-08	59.20	8,584.000	59.20	8,584.000	76.76	11,130.200	2,546.200	0.00	2,546.20	29.66
MCD	580135101	33	06-03-09	60.82	2,007.202	60.82	2,007.202	76.76	2,533.080	525.877	0.00	525.88	26.20
MCD	580135101	193	12-29-09	63.63	12,280.590	63.63	12,280.590	76.76	14,814.680	2,534.090	0.00	2,534.09	20.63
					22,871.792		22,871.792		28,477.960	5,606.167			24.51
MICROSOFT CORP													
MSFT	594918104	198	06-17-08	29.02	5,745.960	29.02	5,745.960	27.91	5,526.180	-219.780	0.00	-219.78	-3.82
MSFT	594918104	133	12-29-09	31.49	4,188.170	31.49	4,188.170	27.91	3,712.030	-476.140	0.00	-476.14	-11.37
MSFT	594918104	416	11-04-10	27.20	11,313.870	27.20	11,313.870	27.91	11,610.560	296.690	296.69	0.00	2.62
MSFT	594918104	328	11-16-10	25.82	8,470.010	25.82	8,470.010	27.91	9,154.480	684.470	684.47	0.00	8.08
					29,718.010		29,718.010		30,003.250	285.240			0.96
NORTHERN TR CORP													
NTRS	665859104	14	07-25-08	76.53	1,071.453	76.53	1,071.453	55.41	775.740	-295.713	0.00	-295.71	-27.60
NTRS	665859104	39	08-13-08	76.14	2,969.380	76.14	2,969.380	55.41	2,160.990	-808.390	0.00	-808.39	-27.22

Avalon Advisors, LLC
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Security Symbol	Cusip	Quantity	Purchase Date	Unit Cost	Total Cost	Adj. Unit Cost	Total Adjusted Cost	Price	Market Value	Unrealized Gain/Loss (Adjusted)	Short Term (Unadjusted)	Long Term (Unadjusted)	Pct C/L
ntsa	665859104	36	09-26-08	73.35	2,640.480	73.35	2,640.480	55.41	1,994.760	-645.720	0.00	-645.72	-24.45
ntsa	665859104	29	01-22-09	54.61	1,583.596	54.61	1,583.596	55.41	1,606.890	23.294	0.00	23.29	1.47
ntsa	665859104	141	12-29-09	52.43	7,392.630	52.43	7,392.630	55.41	7,812.810	420.180	0.00	420.18	5.68
ntsa	665859104	94	01-21-10	53.94	5,070.680	53.94	5,070.680	55.41	5,208.540	137.860	137.86	0.00	2.72
					20,728.219		20,728.219		19,559.730	-1,168.489			-5.64
NOVARTIS AG-ADR													
ntsa	66987v109	80	10-02-08	52.08	4,166.616	52.08	4,166.616	58.95	4,716.000	549.384	0.00	549.38	13.19
ntsa	66987v109	48	10-09-08	47.08	2,259.860	47.08	2,259.860	58.95	2,829.600	569.740	0.00	569.74	25.21
ntsa	66987v109	85	12-29-09	54.91	4,667.350	54.91	4,667.350	58.95	5,010.750	343.400	0.00	343.40	7.36
					11,093.826		11,093.826		12,556.350	1,462.524			13.18
ORACLE CORP													
orcl	68389x105	254	06-17-08	22.75	5,778.500	22.75	5,778.500	31.30	7,950.200	2,171.700	0.00	2,171.70	37.58
orcl	68389x105	103	07-08-09	20.58	2,120.220	20.58	2,120.220	31.30	3,223.900	1,103.680	0.00	1,103.68	52.05
orcl	68389x105	387	12-29-09	25.01	9,678.870	25.01	9,678.870	31.30	12,113.100	2,434.230	0.00	2,434.23	25.15
					17,577.590		17,577.590		23,287.200	5,709.610			32.48
OCCIDENTAL PETE CORP													
oxy	674599105	79	08-08-08	75.36	5,953.270	75.36	5,953.270	98.10	7,749.900	1,796.630	0.00	1,796.63	30.18
oxy	674599105	57	09-26-08	75.86	4,323.740	75.86	4,323.740	98.10	5,591.700	1,267.960	0.00	1,267.96	29.33
oxy	674599105	48	06-03-09	68.83	3,303.770	68.83	3,303.770	98.10	4,708.800	1,405.030	0.00	1,405.03	42.33
oxy	674599105	200	12-29-09	82.32	16,465.000	82.32	16,465.000	98.10	19,620.000	3,155.000	0.00	3,155.00	19.16
					30,045.780		30,045.780		37,670.400	7,624.620			25.38
PEPSICO INC													
pep	713448108	122	06-17-08	65.91	8,041.020	65.91	8,041.020	65.33	7,970.260	-70.760	0.00	-70.76	-0.88
PFIZER INC													
pfz	717081103	703	11-04-10	17.38	12,214.770	17.38	12,214.770	17.51	12,309.530	94.760	94.76	0.00	0.78
PHILIP MORRIS INTL INC COM													
pm	718172109	591	09-04-91	49.02	28,970.82	49.02	28,970.82	58.53	34,591.230	5,620.41	0.00	5,620.41	356.45
STARBUCKS CORP. CMN													
sbux	855244109	266	11-08-10	30.75	8,179.950	30.75	8,179.950	32.13	8,546.580	366.630	366.63	0.00	4.48
TEVA PHARMACEUTICAL INDS ADR													
teva	881624209	34	03-10-09	43.08	1,464.861	43.08	1,464.861	52.13	1,772.420	307.559	0.00	307.56	21.00
teva	881624209	56	06-03-09	46.36	2,596.140	46.36	2,596.140	52.13	2,919.280	323.140	0.00	323.14	12.45
teva	881624209	42	06-04-09	47.29	1,986.350	47.29	1,986.350	52.13	2,189.460	203.110	0.00	203.11	10.23

Avalon Advisors, LLC
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Security Symbol	Cusip	Quantity	Purchase Date	Unit Cost	Total Cost	Adj. Unit Cost	Total Adjusted Cost	Price	Market Value	Unrealized Gain/Loss (Adjusted)	Short Term (Unadjusted)	Long Term (Unadjusted)	Pct G/L
teva	881624209	31	06-05-09	48.10	1,491,024	48.10	1,491,024	52.13	1,616,030	125,006	0.00	125.00	8.38
teva	881624209	178	12-29-09	55.61	9,898,380	55.61	9,898,380	52.13	9,279,140	-619,440	0.00	-619.44	-6.26
					17,436,955		17,436,955		17,776,330	339,375			1.95
TRAVELERS COMPANIES COM													
trv	894176109	143	11-03-10	55.81	7,980,790	55.81	7,980,790	55.71	7,966,530	-14,260	-14.26	0.00	-0.18
UNITED PARCEL SERVICE CL B													
ups	911312106	62	03-06-08	72.20	4,476,679	72.20	4,476,679	72.58	4,499,960	23,281	0.00	23.28	0.52
ups	911312106	67	12-29-09	58.60	3,926,200	58.60	3,926,200	72.58	4,862,860	936,660	0.00	936.66	23.86
					8,402,879		8,402,879		9,362,820	959,941			11.42
UNITED TECHNOLOGIES CORP													
utx	913017109	93	10-21-08	51.25	4,766,317	51.25	4,766,317	78.72	7,320,960	2,554,643	0.00	2,554.64	53.60
utx	913017109	100	12-29-09	70.42	7,042,000	70.42	7,042,000	78.72	7,872,000	830,000	0.00	830.00	11.79
					11,808,317		11,808,317		15,192,960	3,384,643			28.66
WELLS FARGO & CO NEW													
wfc	949746101	62	08-14-08	29.90	1,853,915	29.90	1,853,915	30.99	1,921,380	67,465	0.00	67.46	3.64
wfc	949746101	107	08-18-08	28.99	3,102,210	28.99	3,102,210	30.99	3,315,930	213,720	0.00	213.72	6.89
wfc	949746101	110	08-20-08	28.36	3,119,930	28.36	3,119,930	30.99	3,408,900	288,970	0.00	288.97	9.26
wfc	949746101	304	12-29-09	26.72	8,122,880	26.72	8,122,880	30.99	9,420,960	1,298,080	0.00	1,298.08	15.98
wfc	949746101	298	11-19-10	27.36	8,153,250	27.36	8,153,250	30.99	9,235,020	1,081,770	1,081.77	0.00	13.27
					24,352,185		24,352,185		27,302,190	2,950,005			12.11
WAL-MART STORES INC													
wmt	931142103	154	06-17-08	58.63	9,029,020	58.63	9,029,020	53.93	8,305,220	-723,800	0.00	-723.80	-8.02
wmt	931142103	71	10-24-08	51.11	3,629,070	51.11	3,629,070	53.93	3,829,030	199,960	0.00	199.96	5.51
wmt	931142103	245	12-29-09	54.17	13,271,650	54.17	13,271,650	53.93	13,212,850	-58,800	0.00	-58.80	-0.44
					25,929,740		25,929,740		25,347,100	-582,640			-2.25
EXXON MOBIL CORP													
xom	302318102	154	06-17-08	88.57	13,639,227	88.57	13,639,227	73.12	11,260,480	-2,378,747	0.00	-2,378.75	-17.44
xom	302318102	87	12-29-09	69.02	6,004,740	69.02	6,004,740	73.12	6,361,440	356,700	0.00	356.70	5.94
xom	302318102	133	01-21-10	67.04	8,915,970	67.04	8,915,970	73.12	9,724,960	808,990	808.99	0.00	9.07
					28,559,937		28,559,937		27,346,880	-1,213,057			-4.25
					698,492.48		698,492.48		788,132,120	89,639.64			17.28

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE SPRINGMEYER FOUNDATION - EQUITY ACCOUNT
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From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	P or D	Proceeds	Gain Or Loss	
							Short Term	Long Term
12-29-09	01-06-10	112	AMAZON COM INC COM	15,596,000	P	14,838,670	(757,330)	
12-29-09	01-08-10	1	AMAZON COM INC COM	139,250		131,977	(7,273)	
08-18-08	01-08-10	24	AMAZON COM INC COM	2,018,543		3,167,460		1,148,917
08-08-08	01-08-10	39	AMAZON COM INC COM	3,084,006		5,147,123		2,063,117
01-07-09	01-08-10	12	GOOGLE INC CL A	3,871,270		7,201,612		3,330,342
02-03-09	01-08-10	4	GOOGLE INC CL A	1,364,920	D	2,400,538	1,035,618	
06-17-08	01-25-10	33	BURLINGTON NRTHN SANTA COM	3,389,760	P	3,275,320		(114,440)
06-17-08	01-28-10	15	BURLINGTON NRTHN SANTA COM	1,540,800		1,492,480		(48,320)
06-17-08	02-01-10	36	BURLINGTON NRTHN SANTA COM	3,697,920		3,586,140		(111,780)
12-29-09	02-03-10	52	VISA INC	4,554,680		4,318,670	(236,010)	
12-29-09	02-04-10	122	PEPSICO INC	7,473,720		7,331,659	(142,061)	
06-17-08	02-04-10	2	PEPSICO INC	131,820		120,191		(11,629)
12-29-09	02-04-10	68	SCHLUMBERGER LTD ADR	4,443,120		4,316,705	(126,415)	
06-18-08	02-04-10	15	SCHLUMBERGER LTD ADR	1,571,400		952,214		(619,186)
06-17-08	02-04-10	13	SCHLUMBERGER LTD ADR	1,344,330		825,252		(519,078)
03-20-08	02-04-10	34	SCHLUMBERGER LTD ADR	2,757,400		2,158,353		(599,047)
04-19-07	02-04-10	4	SCHLUMBERGER LTD ADR	297,160		253,924		(43,236)
04-05-07	02-04-10	13	SCHLUMBERGER LTD ADR	935,870		825,252		(110,618)
12-29-09	02-04-10	50	DIAGEO PLC SPON ADR (NEW)	3,463,000		3,230,130	(232,870)	
12-29-09	02-10-10	179	YUM BRANDS INC COM	6,324,070		5,916,627	(407,443)	
01-04-08	02-10-10	207	YUM BRANDS INC COM	7,571,958		6,842,133		(729,825)
06-17-08	03-29-10	52	APPLE INC	9,436,960		12,074,767		2,637,807
01-06-10	03-29-10	9	APPLE INC	1,918,025		2,089,863	171,838	
02-04-10	03-29-10	80	FORD MOTOR CO NEW	907,280		1,079,180	171,900	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
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Open Date	Close Date	Quantity	Security	Cost Basis	P or D	Proceeds	Short Term	Long Term
03-17-08	03-29-10	25	FLUOR CORP NEW COM	1,554,918	P	1,164,480		(390,438)
08-13-08	03-29-10	22	GENZYME CORPORATION	1,770,720		1,166,856		(603,864)
09-23-08	03-29-10	6	GENZYME CORPORATION	464,472		318,234		(146,238)
02-01-10	03-29-10	39	GILEAD SCIENCES INC	1,873,618		1,790,460	(83,158)	
02-03-09	03-29-10	3	GOOGLE INC CL A	1,023,690	D	1,684,130		660,440
02-10-10	03-29-10	46	GAP INC DELAWARE	914,912		1,060,280	145,368	
01-22-09	03-29-10	47	HOME DEPOT INC	1,026,014	P	1,527,940		501,926
10-24-08	03-29-10	29	HJ HEINZ CO	1,149,296		1,323,540		174,244
01-22-09	03-29-10	46	HEWLETT-PACKARD CO CMN	1,617,499		2,434,280		816,781
12-29-09	03-29-10	20	INTL BUSINESS MACHINES CORP	2,642,000		2,569,560	(72,440)	
06-17-08	03-29-10	125	INTEL CORP	2,850,000		2,777,450		(72,550)
12-29-09	03-29-10	27	JOHNSON & JOHNSON	1,755,810		1,748,760	(7,050)	
10-02-08	03-29-10	73	JP MORGAN CHASE & CO	3,571,269		3,255,013		(316,256)
08-21-08	03-29-10	16	JP MORGAN CHASE & CO	579,868		713,427		133,559
12-29-09	03-29-10	20	COCA COLA CMN	1,158,400		1,095,980	(62,420)	
10-03-08	03-29-10	83	LOWE'S COMPANIES INC	1,861,881		2,016,040		154,159
02-04-10	03-29-10	56	MACY'S INC COM	941,864		1,210,700		
10-02-08	03-29-10	25	MCDONALDS CORP COM	1,547,755		1,669,472	268,836	121,717
06-17-08	03-29-10	19	MCDONALDS CORP COM	1,124,800		1,268,798		143,998
12-29-09	03-29-10	15	MEDCO HEALTH SOLUTIONS INC	975,600		969,580	(6,020)	
12-29-09	03-29-10	20	MONSANTO CO NEW DEL COM	1,647,200		1,419,180	(228,020)	
12-29-09	03-29-10	72	MORGAN STANLEY	2,122,560		2,095,160	(27,400)	
12-29-09	03-29-10	39	MICROSOFT CORP	1,228,110		1,154,380	(73,730)	
07-25-08	03-29-10	44	NORTHERN TR CORP COM	3,367,424		2,415,560		(951,864)
12-29-09	03-29-10	26	NOVARTIS AG-ADR	1,427,660		1,400,340	(27,320)	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE SPRINGMEYER FOUNDATION - EQUITY ACCOUNT
ACCOUNT #16H80064
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	P or D	Gain Or Loss	
						Proceeds	Short Term Long Term
06-17-08	03-29-10	89	ORACLE CORP	2,024,750	P	2,265,010	240,260
08-14-08	03-29-10	40	OCCIDENTAL PETE CORP	3,065,400		3,347,139	281,739
09-26-08	03-29-10	6	OCCIDENTAL PETE CORP	455,130		502,071	46,941
06-17-08	03-29-10	16	PEPSICO INC	1,054,560		1,063,500	8,940
09-04-91	03-29-10	71	PHILIP MORRIS INTL INC COM	910,420	D	3,735,250	2,824,830
03-10-09	03-29-10	41	TEVA PHARMACEUTICAL INDS ADR	1,766,449	P	2,616,990	850,541
03-06-08	03-29-10	15	UNITED PARCEL SERVICE CL B	1,083,068		961,930	(121,138)
03-19-08	03-29-10	45	US BANCORP	1,492,790		1,164,130	(328,660)
10-21-08	03-29-10	23	UNITED TECHNOLOGIES CORP	1,178,767		1,701,740	522,973
06-17-08	03-29-10	45	VISA INC	3,807,900		4,059,830	251,930
08-15-08	03-29-10	62	WELLS FARGO & CO NEW	1,861,668		1,920,725	59,057
08-14-08	03-29-10	8	WELLS FARGO & CO NEW	239,215		247,835	8,620
06-17-08	03-29-10	56	WAL-MART STORES INC	3,283,280		3,111,310	(171,970)
12-29-09	03-29-10	47	EXXON MOBIL CORP	3,243,940		3,159,760	(84,180)
12-29-09	03-29-10	25	ABBOTT LABS	1,360,000		1,325,230	(34,770)
01-04-10	03-29-10	33	AMGEN INC	1,903,872		1,975,200	71,328
08-08-08	03-29-10	7	AMAZON COM INC COM	553,539		941,430	387,891
02-03-10	03-29-10	103	BANK OF AMERICA CORP	1,610,385		1,839,550	229,165
12-29-09	03-29-10	14	BECTON DICKINSON & CO	1,115,660		1,103,880	(11,780)
03-09-09	03-29-10	29	BHP BILLITON LTD SPONSORED ADR	1,064,968		2,330,690	1,265,722
02-12-09	03-29-10	77	BRISTOL-MYERS SQUIBB CO	1,699,850		2,075,880	376,030
06-17-08	03-29-10	24	CONOCOPHILLIPS	2,300,880		1,225,420	(1,075,460)

Avalon Advisors, LLC

REALIZED GAINS AND LOSSES

THE SPRINGMEYER FOUNDATION - EQUITY ACCOUNT

ACCOUNT #16H80064

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	P or D	Proceeds	Gain Or Loss	
							Short Term	Long Term
12-29-09	03-29-10	32	COSTCO WHOLESALE CORP NEW	1,930.560	P	1,922.530	(8.030)	
06-17-08	03-29-10	101	CISCO SYS INC	2,637.110		2,671.400		34.290
12-29-09	03-29-10	16	CHEVRON CORP	1,238.240		1,200.940	(37.300)	
12-29-09	03-29-10	14	DIAGEO PLC SPON ADR (NEW)	969.640		935.460	(34.180)	
02-10-10	07-22-10	372	GAP INC DELAWARE	7,398.858		6,787.960	(610.898)	
02-04-10	07-22-10	448	MACY'S INC COM	7,534.916		8,539.500	1,004.584	
03-19-08	07-23-10	181	US BANCORP	6,004.332		4,284.452		(1,719.880)
12-29-09	07-23-10	196	US BANCORP	4,390.400		4,639.518	249.118	
12-29-09	07-23-10	44	BECTON DICKINSON & CO.	3,506.360		2,930.095	(576.265)	
12-13-07	07-23-10	67	BECTON DICKINSON & CO.	5,531.013		4,461.735		(1,069.278)
12-29-09	07-23-10	51	MEDCO HEALTH SOLUTIONS INC	3,317.040		2,555.739	(761.301)	
07-09-09	07-23-10	76	MEDCO HEALTH SOLUTIONS INC	3,635.849		3,808.551		172.701
06-03-09	07-28-10	31	APPLE INC	4,338.770		8,117.514		3,778.744
03-29-10	07-28-10	37	APPLE INC	8,584.370		9,688.645	1,104.275	
01-06-10	07-28-10	4	APPLE INC	852.456		1,047.421	194.965	
12-29-09	10-06-10	67	MONSANTO CO NEW DEL COM	5,518.120		3,279.096	(2,239.024)	
03-12-09	10-06-10	30	MONSANTO CO NEW DEL COM	2,386.694		1,468.252	(918.442)	
01-21-09	10-06-10	70	MONSANTO CO NEW DEL COM	5,415.160		3,425.922	(1,989.238)	
12-29-09	10-06-10	239	MORGAN STANLEY	7,045.720		6,062.419	(983.301)	
07-08-09	10-06-10	79	MORGAN STANLEY	2,000.502		2,003.896		3.394
03-05-09	10-06-10	181	MORGAN STANLEY	3,223.250		4,591.204		1,367.954
03-09-09	10-06-10	99	MORGAN STANLEY	1,664.970		2,511.211		846.241
02-03-10	10-26-10	817	BANK OF AMERICA CORP	12,773.635		9,242.230	(3,531.405)	
02-01-10	10-27-10	48	GILEAD SCIENCES INC	2,305.992		1,885.316	(420.676)	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
THE SPRINGMEYER FOUNDATION - EQUITY ACCOUNT
ACCOUNT #16H80064
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	P or D	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-27-10	10-27-10	58	GILEAD SCIENCES INC	2,781,000	P	2,278,090	(502,910)	
12-29-09	10-27-10	95	GILEAD SCIENCES INC	4,136,300		3,731,355	(404,945)	
01-22-09	10-27-10	109	GILEAD SCIENCES INC	5,298,480		4,281,239	(1,017,241)	
12-29-09	10-28-10	363	LOWE'S COMPANIES INC	8,554,100		7,746,948	(807,152)	
10-03-08	10-28-10	36	LOWE'S COMPANIES INC	807,563		768,292	(39,271)	
10-03-08	10-29-10	34	LOWE'S COMPANIES INC	762,698		725,144	(37,554)	
10-09-08	10-29-10	65	LOWE'S COMPANIES INC	1,221,558		1,386,306	164,748	
10-09-08	11-01-10	201	LOWE'S COMPANIES INC	3,777,432		4,305,250	527,818	
12-29-09	11-11-10	262	CISCO SYS INC	6,327,300		5,435,755	(891,545)	
02-04-10	11-11-10	167	CISCO SYS INC	3,930,933		3,464,775	(466,158)	
02-04-10	11-17-10	22	CISCO SYS INC	517,847		430,675	(87,172)	
01-22-10	11-17-10	162	CISCO SYS INC	3,757,830		3,171,337	(586,493)	
06-17-08	11-17-10	201	CISCO SYS INC	5,248,110		3,934,808	(1,313,302)	
09-23-08	11-17-10	28	GENZYME CORPORATION	2,167,538		1,952,738	(214,800)	
01-08-08	11-17-10	84	GENZYME CORPORATION	6,460,331		5,858,214	(602,117)	
12-29-09	11-17-10	121	GENZYME CORPORATION	6,046,370		8,438,618	2,392,248	
12-29-09	12-01-10	146	VISA INC	12,788,140		10,968,600	(1,819,540)	
12-29-09	12-22-10	14	VISA INC	1,226,260		955,864	(270,396)	
06-17-08	12-22-10	91	VISA INC	7,700,420		6,213,119	(1,487,301)	
04-08-09	12-22-10	83	VISA INC	4,765,300		5,666,910	901,610	
03-05-09	12-22-10	26	VISA INC	1,404,990		1,775,177	370,187	
TOTAL GAINS							7,039,242	27,180,168
TOTAL LOSSES							(17,666,381)	(17,494,022)
TOTAL REALIZED GAIN/LOSS (940,992)							(10,627,139)	(9,686,146)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ☒ **X**
• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization THE SPRINGMEYER FOUNDATION	Employer identification number 76-0664848
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 6404 SEWANEE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77005	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► **JEFF SPRINGMEYER**

Telephone No. ► **713-529-3000**

FAX No. ► **713-529-5805**

- If the organization does not have an office or place of business in the United States, check this box ☐ **X**
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15**, 20 **11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 20 **10** or
► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,521
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,521
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

7010 0290 0000 0385 7080

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	THE SPRINGMEYER FOUNDATION	76-0664848
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	6404 SEWANEE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HOUSTON, TX 77005	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **JEFF SPRINGMEYER**

Telephone No. **713-529-3000**FAX No. **713-529-5805**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15**, 20 **11**.5 For calendar year **2010**, or other tax year beginning, 20, and ending, 206 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return☐ Change in accounting period

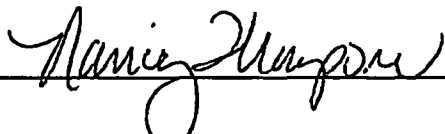
7 State in detail why you need the extension **PERTINENT INFORMATION IN THE CONTROL OF OUTSIDE THIRD PARTIES HAS NOT BEEN RECEIVED TO DATE. THEREFORE, AN ADDITIONAL EXTENSION OF TIME TO FILE IS RESPECTFULLY REQUESTED.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,521
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,521
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶



Title ▶ CPA

Date ▶ 08/12/11