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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 01-01-2010 , and ending 12-31-2010

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 TERRY AND LAURIE LEDBETTER
FOUNDATION

A Employer identification number

80-0188174

Number and street (or P O box number if mail is not delivered to street address)
11100 SANTA MONICA BOULEVARD
ROOM/SUITE 600

Room/suite

B Telephone number (see page 10 of the instructions)

(310) 806-4000

City or town, state, and ZIP code
LOS ANGELES, CA 90025

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

☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

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

☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

☒ \$ 3,461,791

J Accounting method

☒ Cash

☐ Accrual

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

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,425,496			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	14	14		
	4 Dividends and interest from securities.	2,811	2,682		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	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	3,428,321	2,696		
Operating and Administrative Expenses	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 schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	258	258		
	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	258	258		0
	25 Contributions, gifts, grants paid	0			0
	26 Total expenses and disbursements. Add lines 24 and 25	258	258		0
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,428,063			
	b Net investment income (if negative, enter -0-)		2,438		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2010)

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	1Cash—non-interest-bearing			
	2Savings and temporary cash investments	10,016	12,464	12,464
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)			
	bInvestments—corporate stock (attach schedule)		2,166,028	3,213,102
	cInvestments—corporate bonds (attach schedule).		239,076	236,225
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)			
	14Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15Other assets (describe ▶ _____)			
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,016	2,417,568	3,461,791
Liabilities	17Accounts payable and accrued expenses			
	18Grants payable			
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted			
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds			
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds	10,016	2,417,568	
	30Total net assets or fund balances (see page 17 of the instructions)	10,016	2,417,568	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,016	2,417,568	

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	10,016
2	Enter amount from Part I, line 27a	2	3,428,063
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,438,079
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,020,511
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,417,568

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				
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (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		7,804	
2008	9,536		
2007			
2006			
2005			
2 Total of line 1, column (d).			2
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
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.			4 149,600
5 Multiply line 4 by line 3.			5
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 24
7 Add lines 5 and 6.			7 24
8 Enter qualifying distributions from Part XII, line 4.			8 0

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic 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	49
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3Add lines 1 and 2.		3	49
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	49
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	100
d	Backup withholding erroneously withheld	6d	
7Total credits and payments Add lines 6a through 6d.		7	100
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	51
11Enter the amount of line 10 to be Credited to 2011 estimated tax 51 Refunded		11	

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		1a1b	NoNo
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
3Has 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		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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?		6	Yes
7Did 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		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX			
bIf 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 .		8b	Yes
9Is 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		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ASPIRIANT LLC Telephone no (310) 806-4000 Located at 11100 SANTA MONICA BLVD STE 600 LOS ANGELES CA ZIP+4 90025			
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		
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.				

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 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 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.).		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
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	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
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.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

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	
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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	141,753
b	Average of monthly cash balances.	1b	10,125
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	151,878
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	
3	Subtract line 2 from line 1d.	3	151,878
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	2,278
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	149,600
6	Minimum investment return. Enter 5% of line 5.	6	7,480

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	7,480
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	49
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	49
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	7,431
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	7,431
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	7,431

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	0
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	0
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	
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				7,431
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008. 9,146				
e From 2009.				
f Total of lines 3a through e.	9,146			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ _____				
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.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	7,431			7,431
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,715			
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				0
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)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,715			
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				
c Excess from 2008. 1,715				
d Excess from 2009.				
e Excess from 2010.				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

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

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2010)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

2011-07-08

Date

Title

Paid Preparer's Use Only

Preparer's Signature

RAYMOND EDWARDS

Date

2011-07-11

Check if self-employed ☐

PTIN

Firm's name

ASPIRIANT LLC

Firm's EIN

Firm's address

11100 SANTA MONICA BLVD STE 600
LOS ANGELES, CA 900253392

Phone no

(310) 806-4000

Form 990-PF (2010)

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	<div>OMB No 1545-0047</div>
		<div>2010</div>

<div>Name of organization</div> <div>THE TERRY AND LAURIE LEDBETTER FOUNDATION</div>	<div>Employer identification number</div> <div>80-0188174</div>
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on lin 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)

Name of organization THE TERRY AND LAURIE LEDBETTER FOUNDATION	Employer identification number 80-0188174
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Part I Contributors (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	TERRY L LEDBETTER 1900 L DON DODSON DRIVE BEDFORD, TX 76021	\$ 1,712,748	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	RETA L LEDBETTER 1900 L DON DODSON DRIVE BEDFORD, TX 76021	\$ 1,712,748	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE TERRY AND LAURIE LEDBETTER FOUNDATION	Employer identification number 80-0188174
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Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE STMT ATTACHED-MKT SECURITIES	\$ 1,712,748	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SEE STMT ATTACHED-MKT SECURITIES	\$ 1,712,748	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization THE TERRY AND LAURIE LEDBETTER FOUNDATION	Employer identification number 80-0188174
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

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






Additional Data

Software ID:
Software Version:

EIN: 80-0188174

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TERRY L LEDBETTER 	TREASR, DIR 0 00	0	0	0
11100 SANTA MONICA BLVD SUITE 600 LOS ANGELES, CA 90025				
RETA L LEDBETTER 	PRESID, DIR 0 00	0	0	0
11100 SANTA MONICA BLVD SUITE 600 LOS ANGELES, CA 90025				
TERRY L LEDBETTER JR 	DIRECTOR 0 00	0	0	0
11100 SANTA MONICA BLVD SUITE 600 LOS ANGELES, CA 90025				
BRADFORD L LEDBETTER 	DIRECTOR 0 00	0	0	0
11100 SANTA MONICA BLVD SUITE 600 LOS ANGELES, CA 90025				
KAY GAUDIN 	DIRECTOR 0 00	0	0	0
11100 SANTA MONICA BLVD SUITE 600 LOS ANGELES, CA 90025				

Form 990PF Part XV Line 1a - 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).

TERRY L LEDBETTER
RETA L LEDBETTER

TY 2010 Compensation Explanation

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

EIN: 80-0188174

Person Name	Explanation
TERRY L LEDBETTER	
RETA L LEDBETTER	
TERRY L LEDBETTER JR	
BRADFORD L LEDBETTER	
KAY GAUDIN	

TY 2010 Other Decreases Schedule

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

EIN: 80-0188174

Description	Amount
UNREALIZED GAIN FROM SECURITIES CONTRIBUTED	1,020,511

TY 2010 Taxes Schedule

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

EIN: 80-0188174

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	258	258		

May 2, 2011

Unrealized Gains and Losses

As of 12/31/2010

Terry & Laurie - Foundation Ledbetter Foundation Acct #: 1427-2037

<u>Symbol</u>	<u>Description</u>	<u>Original Trade Date</u>	<u>Quantity</u>	<u>Cost Basis</u>	<u>Unit Cost</u>	<u>Current Value</u>	<u>Current Price</u>	<u>Unrealized Gain (Loss)</u>	<u>% G/L</u>
Cash and Equivalents									
SWGXX	Schwab Govt. Money Fu			2,434.10		2,434.10			
Fixed Income									
NHMRX	Nuveen High Yield Muni	06/29/2009	0.002	0.03	15.00	0.03	14.54	0.00	0.0%
NHMRX	Nuveen High Yield Muni	04/06/2010	751.14	11,530.03	15.35	10,921.58	14.54	(608.45)	-5.3%
NHMRX	Nuveen High Yield Muni	04/30/2010	5.007	77.71	15.52	72.80	14.54	(4.91)	-6.3%
NHMRX	Nuveen High Yield Muni	05/28/2010	6.535	101.75	15.57	95.02	14.54	(6.73)	-6.6%
NHMRX	Nuveen High Yield Muni	06/30/2010	6.62	102.35	15.46	96.25	14.54	(6.10)	-6.0%
NHMRX	Nuveen High Yield Muni	07/30/2010	6.592	102.97	15.62	95.85	14.54	(7.12)	-6.9%
NHMRX	Nuveen High Yield Muni	08/31/2010	6.462	103.59	16.03	93.96	14.54	(9.63)	-9.3%
NHMRX	Nuveen High Yield Muni	09/30/2010	6.509	104.14	16.00	94.64	14.54	(9.50)	-9.1%
NHMRX	Nuveen High Yield Muni	10/29/2010	6.553	104.78	15.99	95.28	14.54	(9.50)	-9.1%
NHMRX	Nuveen High Yield Muni	11/30/2010	6.813	103.15	15.14	99.06	14.54	(4.09)	-4.0%
NHMRX	Nuveen High Yield Muni	12/02/2010	0.154	2.32	15.06	2.24	14.54	(0.08)	-3.4%
			802.387	12,332.82		11,666.71	14.54	(666.11)	-5.4%
VWAHX	Vanguard Hi Yield Muni	04/06/2010	4,604.06	47,698.01	10.36	46,501.01	10.10	(1,197.00)	-2.5%
VWAHX	Vanguard Hi Yield Muni	04/30/2010	19.918	208.14	10.45	201.17	10.10	(6.97)	-3.3%
VWAHX	Vanguard Hi Yield Muni	05/28/2010	25.645	268.76	10.48	259.01	10.10	(9.75)	-3.6%
VWAHX	Vanguard Hi Yield Muni	06/30/2010	24.963	260.36	10.43	252.13	10.10	(8.23)	-3.2%
VWAHX	Vanguard Hi Yield Muni	07/30/2010	25.381	267.01	10.52	256.35	10.10	(10.66)	-4.0%
VWAHX	Vanguard Hi Yield Muni	08/31/2010	24.704	265.82	10.76	249.51	10.10	(16.31)	-6.1%
VWAHX	Vanguard Hi Yield Muni	09/30/2010	24.028	257.82	10.73	242.68	10.10	(15.14)	-5.9%
VWAHX	Vanguard Hi Yield Muni	10/29/2010	24.88	265.47	10.67	251.29	10.10	(14.18)	-5.3%
VWAHX	Vanguard Hi Yield Muni	11/30/2010	24.987	258.62	10.35	252.37	10.10	(6.25)	-2.4%
VWAHX	Vanguard Hi Yield Muni	12/31/2010	3.1	31.31	10.10	31.31	10.10	0.00	0.0%
			4,801.666	49,781.32		48,496.83	10.10	(1,284.49)	-2.6%
VWIUX	Vanguard Interm Term	10/31/2007	831.56	10,968.33	13.19	11,034.80	13.27	66.47	0.6%
VWIUX	Vanguard Interm Term	03/25/2008	2,576.22	33,825.77	13.13	34,186.44	13.27	360.67	1.1%
VWIUX	Vanguard Interm Term	04/06/2010	7,214.66	96,965.00	13.44	95,738.54	13.27	(1,226.46)	-1.3%
VWIUX	Vanguard Interm Term	12/31/2010	5.602	74.34	13.27	74.34	13.27	0.00	0.0%
			10,628.042	141,833.44		141,034.12	13.27	(799.32)	-0.6%
VMLTX	Vanguard Limited Mat M	04/06/2010	3,114.56	34,353.59	11.03	34,260.16	11.00	(93.43)	-0.3%
VMLTX	Vanguard Limited Mat M	04/30/2010	7.073	78.16	11.05	77.80	11.00	(0.36)	-0.5%
VMLTX	Vanguard Limited Mat M	05/28/2010	9.213	101.99	11.07	101.34	11.00	(0.65)	-0.6%
VMLTX	Vanguard Limited Mat M	06/30/2010	8.934	98.90	11.07	98.27	11.00	(0.63)	-0.6%
VMLTX	Vanguard Limited Mat M	07/30/2010	8.943	99.63	11.14	98.37	11.00	(1.26)	-1.3%
VMLTX	Vanguard Limited Mat M	08/31/2010	8.71	97.55	11.20	95.81	11.00	(1.74)	-1.8%
VMLTX	Vanguard Limited Mat M	09/30/2010	8.453	94.34	11.16	92.98	11.00	(1.36)	-1.4%
VMLTX	Vanguard Limited Mat M	10/29/2010	8.772	97.81	11.15	96.49	11.00	(1.32)	-1.3%
VMLTX	Vanguard Limited Mat M	11/30/2010	8.592	95.11	11.07	94.51	11.00	(0.60)	-0.6%

Unrealized Gains and Losses

As of 12/31/2010

Terry & Laurie - Foundation Ledbetter Foundation Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
Fixed Income									
VMLTX	Vanguard Limited Mat M	12/31/2010	1.034	11.37	11.00	11.37	11.00	0.00	0.0%
			3,184.284	35,128.45		35,027.12	11.00	(101.33)	-0.3%
				239,076.03		236,224.78		(2,851.25)	-1.2%
Real Estate									
RRGIX	DWS RREEF Global Real	04/06/2010	38.06	272.15	7.15	285.45	7.50	13.30	4.9%
RRGIX	DWS RREEF Global Real	04/16/2010	16,423.57	114,965.00	7.00	123,176.78	7.50	8,211.78	7.1%
RRGIX	DWS RREEF Global Real	04/16/2010	27,852.14	195,000.00	7.00	208,891.05	7.50	13,891.05	7.1%
RRGIX	DWS RREEF Global Real	06/23/2010	164.97	1,097.05	6.65	1,237.28	7.50	140.23	12.8%
RRGIX	DWS RREEF Global Real	06/23/2010	190.567	1,267.27	6.65	1,429.25	7.50	161.98	12.8%
RRGIX	DWS RREEF Global Real	09/28/2010	1,442.32	10,716.42	7.43	10,817.40	7.50	100.98	0.9%
RRGIX	DWS RREEF Global Real	09/30/2010	1,058.17	7,862.17	7.43	7,936.28	7.50	74.11	0.9%
RRGIX	DWS RREEF Global Real	09/30/2010	2,435.63	18,068.00	7.42	18,267.23	7.50	199.23	1.1%
RRGIX	DWS RREEF Global Real	12/17/2010	1,242.5	8,946.01	7.20	9,318.75	7.50	372.74	4.2%
RRGIX	DWS RREEF Global Real	12/17/2010	0.003	0.02	6.67	0.02	7.50	0.00	0.0%
RRGIX	DWS RREEF Global Real	12/17/2010	1,567.7	11,287.46	7.20	11,757.75	7.50	470.29	4.2%
			52,415.63	369,481.55		393,117.23	7.50	23,635.68	6.4%
Large Cap - Domestic									
AKAM	Akamai Technologies	10/09/2008	36	487.08	13.53	1,693.80	47.05	1,206.72	247.7%
AMZN	Amazon Com Inc	03/16/2009	14	937.72	66.98	2,520.00	180.00	1,582.28	168.7%
AAPL	Apple Computer Inc.	11/10/2008	12	1,150.56	95.88	3,870.72	322.56	2,720.16	236.4%
AAPL	Apple Computer Inc.	02/12/2009	11	1,091.97	99.27	3,548.16	322.56	2,456.19	224.9%
AAPL	Apple Computer Inc.	04/16/2009	5	607.25	121.45	1,612.80	322.56	1,005.55	165.6%
			28	2,849.78		9,031.68	322.56	6,181.90	216.9%
ACI	Arch Coal Inc	03/16/2009	37	507.27	13.71	1,297.22	35.06	789.95	155.7%
AZO	AutoZone Inc.	07/18/2008	5	630.05	126.01	1,362.95	272.59	732.90	116.3%
AVY	Avery Dennison Corp	03/16/2009	33	654.06	19.82	1,397.22	42.34	743.16	113.6%
BAC	Bank of America Corp	03/16/2009	167	1,032.06	6.18	2,227.78	13.34	1,195.72	115.9%
BAC	Bank of America Corp	05/18/2009	49	574.77	11.73	653.66	13.34	78.89	13.7%
			216	1,606.83		2,881.44	13.34	1,274.61	79.3%
BRCM	Broadcom Corporation	03/19/2008	26	429.78	16.53	1,132.30	43.55	702.52	163.5%

Unrealized Gains and Losses

As of 12/31/2010

Terry & Laurie - Foundation Ledbetter Foundation Acct #: 1427-2037

<u>Symbol</u>	<u>Description</u>	<u>Original Trade Date</u>	<u>Quantity</u>	<u>Cost Basis</u>	<u>Unit Cost</u>	<u>Current Value</u>	<u>Current Price</u>	<u>Unrealized Gain (Loss)</u>	<u>% G/L</u>
Large Cap - Domestic									
CSX	C S X Corp	03/16/2009	37	911.68	24.64	2,390.57	64.61	1,478.89	162.2%
CAM	Cameron Int'l Corp	12/11/2008	29	602.33	20.77	1,471.17	50.73	868.84	144.2%
CAT	Caterpillar Inc	03/16/2009	38	1,003.96	26.42	3,559.08	93.66	2,555.12	254.5%
C	Citigroup Inc.	02/08/2010	273	859.95	3.15	1,291.29	4.73	431.34	50.2%
CTSH	Cognizant Tech Sol Cl A	03/16/2009	34	706.86	20.79	2,491.86	73.29	1,785.00	252.5%
CTV	Commscope Inc	03/16/2009	38	313.50	8.25	1,186.36	31.22	872.86	278.4%
CVLT	Commvault Systems Inc	11/10/2008	35	366.45	10.47	1,001.70	28.62	635.25	173.4%
CPX	Complete Prodn Svcs I	03/16/2009	56	147.84	2.64	1,654.80	29.55	1,506.96	1019.3%
CPWR	Compuware Corp.	03/16/2009	115	644.00	5.60	1,342.05	11.67	698.05	108.4%
CCI	Crown Castle Internatio	10/09/2008	39	783.90	20.10	1,709.37	43.83	925.47	118.1%
CMI	Cummins Inc	11/10/2008	18	403.92	22.44	1,980.18	110.01	1,576.26	390.2%
DDR	Developers Diversified R	07/20/2009	101	468.64	4.64	1,423.09	14.09	954.45	203.7%
DIS	Disney Walt Company D	03/16/2009	76	1,307.96	17.21	2,850.76	37.51	1,542.80	118.0%
DOW	Dow Chemical	03/16/2009	83	655.70	7.90	2,833.62	34.14	2,177.92	332.2%
DFT	Dupont Fabros Technolo	02/12/2009	54	297.00	5.50	1,148.58	21.27	851.58	286.7%
EMC	EMC Corp	11/10/2008	137	1,464.53	10.69	3,137.30	22.90	1,672.77	114.2%
ESL	Esterline Technologies C	03/16/2009	23	466.44	20.28	1,577.57	68.59	1,111.13	238.2%
FIS	Fidelity Natl Info Svcs	10/01/2009	45	520.20	11.56	1,232.55	27.39	712.35	136.9%
FO	Fortune Brands Inc	03/16/2009	28	617.40	22.05	1,687.00	60.25	1,069.60	173.2%
FCX	Freeport Mcmorn Cp&Gl	12/11/2008	16	365.28	22.83	1,921.44	120.09	1,556.16	426.0%
GS	Goldman Sachs Group I	12/11/2008	21	1,463.91	69.71	3,531.36	168.16	2,067.45	141.2%
GWW	Grainger (W. W.) Inc.	03/16/2009	11	707.63	64.33	1,519.21	138.11	811.58	114.7%
GMCR	Green Mtn Coffee Roast	12/11/2008	45	355.10	7.89	1,478.70	32.86	1,123.60	316.4%

Unrealized Gains and Losses

As of 12/31/2010

Terry & Laurie - Foundation Ledbetter Foundation Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
Large Cap - Domestic									
HAL	Halliburton Co Hldg Co	12/11/2008	47	796.18	16.94	1,919.01	40.83	1,122.83	141.0%
HGSI	Human Genome Science	05/18/2009	52	100.88	1.94	1,242.28	23.89	1,141.40	1131.4%
IDXX	Idexx Labs Inc	12/11/2008	18	561.96	31.22	1,245.96	69.22	684.00	121.7%
IPG	Interpublic Group	12/11/2008	147	517.44	3.52	1,561.14	10.62	1,043.70	201.7%
JCI	Johnson Controls	03/16/2009	62	597.68	9.64	2,368.40	38.20	1,770.72	296.3%
JOYG	Joy Global Inc	12/11/2008	23	506.23	22.01	1,995.25	86.75	1,489.02	294.1%
MTB	M & T Bank Corporation	03/16/2009	15	571.65	38.11	1,305.75	87.05	734.10	128.4%
MOT	Motorola	03/16/2009	211	770.15	3.65	1,913.77	9.07	1,143.62	148.5%
NFG	National Fuel Gas Co.	03/16/2009	23	656.42	28.54	1,509.26	65.62	852.84	129.9%
NTAP	Network Appliance	12/11/2008	46	621.46	13.51	2,528.16	54.96	1,906.70	306.8%
NFX	Newfield Exploration Co	03/16/2009	30	641.70	21.39	2,163.30	72.11	1,521.60	237.1%
NWSA	News Ltd Corp Adr Pfd	03/16/2009	149	895.49	6.01	2,169.44	14.56	1,273.95	142.3%
JWN	Nordstrom Inc	11/10/2008	33	463.32	14.04	1,398.54	42.38	935.22	201.9%
NSC	Norfolk Southern Corp	03/16/2009	33	1,024.32	31.04	2,073.06	62.82	1,048.74	102.4%
NVDA	Nvidia Corp	10/09/2008	90	622.80	6.92	1,386.00	15.40	763.20	122.5%
PPG	P P G Industries Inc.	03/16/2009	22	724.68	32.94	1,849.54	84.07	1,124.86	155.2%
PCLN	Priceline.Com	10/09/2008	6	353.76	58.96	2,397.30	399.55	2,043.54	577.7%
PDE	Pride Intl Inc Del	12/11/2008	37	579.42	15.66	1,221.00	33.00	641.58	110.7%
QEP	Qep Resources Inc Co	10/09/2008	29	492.14	16.97	1,052.99	36.31	560.85	114.0%
SWK	Stanley Works	03/16/2009	25	473.00	18.92	1,671.75	66.87	1,198.75	253.4%
SBUX	Starbucks Corp	12/11/2008	72	645.84	8.97	2,313.36	32.13	1,667.52	258.2%
TDC	Teradata Corp Del Co	03/16/2009	30	487.50	16.25	1,234.80	41.16	747.30	153.3%
TEX	Terex Corp	02/12/2009	41	387.45	9.45	1,272.64	31.04	885.19	228.5%

Unrealized Gains and Losses

As of 12/31/2010

Terry & Laurie - Foundation Ledbetter Foundation Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
Large Cap - Domestic									
TXN	Texas Instruments Inc	01/12/2009	87	1,281.51	14.73	2,827.50	32.50	1,545.99	120.6%
THS	Treehouse Foods Inc	03/19/2008	27	621.00	23.00	1,379.43	51.09	758.43	122.1%
VIAB	Viacom Inc Class B	02/12/2009	44	716.76	16.29	1,742.84	39.61	1,026.08	143.2%
XL	XI Capital Ltd A Shs	10/09/2008	75	300.75	4.01	1,636.50	21.82	1,335.75	444.1%
				39,948.24		113,115.19		73,166.95	183.2%
Blend									
DFQTX	DFA U.S. Core Equity 2	10/27/2008	56,025.937	373,728.00	6.67	614,604.53	10.97	240,876.53	64.5%
DFQTX	DFA U.S. Core Equity 2	04/13/2009	42,809.31	295,384.24	6.90	469,618.13	10.97	174,233.89	59.0%
DFQTX	DFA U.S. Core Equity 2	04/15/2009	11,176.357	76,126.13	6.81	122,604.64	10.97	46,478.51	61.1%
DFQTX	DFA U.S. Core Equity 2	08/11/2010	326.397	3,000.00	9.19	3,580.58	10.97	580.58	19.4%
DFQTX	DFA U.S. Core Equity 2	09/22/2010	1,047.219	10,000.00	9.55	11,487.99	10.97	1,487.99	14.9%
DFQTX	DFA U.S. Core Equity 2	10/20/2010	198	2,000.00	10.10	2,172.06	10.97	172.06	8.6%
			111,583.22	760,238.37		1,224,067.92	10.97	463,829.55	61.0%
Index									
SPY	S P D R TRUST Unit SR	10/20/2010	42	4,971.21	118.36	5,281.50	125.75	310.29	6.2%
Value									
DFMVX	DFA Tax-Managed Mark	12/16/2002	170.115	1,488.51	8.75	2,461.56	14.47	973.05	65.4%
DFMVX	DFA Tax-Managed Mark	12/20/2010	3,048.32	27,526.33	9.03	44,109.19	14.47	16,582.86	60.2%
DFMVX	DFA Tax-Managed Mark	12/29/2010	12,102.351	109,284.23	9.03	175,121.02	14.47	65,836.79	60.2%
			15,320.786	138,299.07		221,691.77	14.47	83,392.70	60.3%
				943,456.89		1,564,156.38		620,699.49	65.8%
Large Cap - Developed Overseas									
Blend									
DFIEX	DFA Intl Core Equity I	10/27/2008	21,219.565	136,689.00	6.44	238,932.30	11.26	102,243.30	74.8%
DFIEX	DFA Intl Core Equity I	04/13/2009	17,423.39	124,054.52	7.12	196,187.37	11.26	72,132.85	58.1%
DFIEX	DFA Intl Core Equity I	04/15/2009	11,312.256	81,257.00	7.18	127,376.00	11.26	46,119.00	56.8%
DFIEX	DFA Intl Core Equity I	04/06/2010	7,226.761	77,000.00	10.65	81,373.33	11.26	4,373.33	5.7%
DFIEX	DFA Intl Core Equity I	05/19/2010	1,605.573	15,000.00	9.34	18,078.75	11.26	3,078.75	20.5%
DFIEX	DFA Intl Core Equity I	06/16/2010	1,058.325	10,000.00	9.45	11,916.74	11.26	1,916.74	19.2%
DFIEX	DFA Intl Core Equity I	07/21/2010	318.373	3,000.00	9.42	3,584.88	11.26	584.88	19.5%
DFIEX	DFA Intl Core Equity I	12/23/2010	0.003	0.00	0.00	0.03	11.26	0.03	100.0%
			60,164.246	447,000.52		677,449.41	11.26	230,448.89	51.6%

Unrealized Gains and Losses

As of 12/31/2010

Terry & Laurie - Foundation Ledbetter Foundation Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
Large Cap - Developed Overseas Value									
DTMIX	DFA Tax-Managed Int'l	06/16/2010	471.237	6,000.00	12.73	7,092.12	15.05	1,092.12	18.2%
DTMIX	DFA Tax-Managed Int'l	09/08/2010	1.563	20.73	13.26	23.52	15.05	2.79	13.5%
DTMIX	DFA Tax-Managed Int'l	12/09/2010	2.479	36.41	14.69	37.31	15.05	0.90	2.5%
			475.279	6,057.14		7,152.95	15.05	1,095.81	18.1%
				453,057.66		684,602.36		231,544.70	51.1%
Small Cap - Domestic Blend									
DFTSX	DFA Tax-Mng US Sm Ca	08/23/2002	10,627.12	131,739.00	12.40	243,786.13	22.94	112,047.13	85.1%
DFTSX	DFA Tax-Mng US Sm Ca	12/16/2002	8.688	106.27	12.23	199.30	22.94	93.03	87.5%
			10,635.808	131,845.27		243,985.44	22.94	112,140.17	85.1%
Value									
DTMVX	DFA Tax-Managed US T	12/20/2010	4.771	62.31	13.06	102.43	21.47	40.12	64.4%
				131,907.58		244,087.87		112,180.29	85.0%
Emerging Markets									
DFCEX	DFA Emerging Markets	09/18/2008	0.008	0.11	13.75	0.18	22.16	0.07	63.6%
DFCEX	DFA Emerging Markets	04/13/2009	438.06	4,980.79	11.37	9,707.41	22.16	4,726.62	94.9%
DFCEX	DFA Emerging Markets	04/15/2009	1,183.3	13,577.00	11.47	26,221.93	22.16	12,644.93	93.1%
DFCEX	DFA Emerging Markets	04/06/2010	137.002	2,675.07	19.53	3,035.96	22.16	360.89	13.5%
DFCEX	DFA Emerging Markets	04/16/2010	4,675.94	90,000.00	19.25	103,618.83	22.16	13,618.83	15.1%
			6,434.31	111,232.97		142,584.31	22.16	31,351.34	28.2%
VWO	Vanguard Emerging Mar	06/16/2010	150	6,005.82	40.04	7,221.90	48.15	1,216.08	20.2%
VWO	Vanguard Emerging Mar	06/16/2010	2,800	111,950.43	39.98	134,808.80	48.15	22,858.37	20.4%
			2,950	117,956.25		142,030.70	48.15	24,074.45	20.4%
				229,189.22		284,615.01		55,425.79	24.2%
Commodities									
GSC	GS Connect S&P GSCI E	04/06/2010	871	38,935.26	44.70	42,522.22	48.82	3,586.96	9.2%

Terry & Laurie Ledbetter Donation of Assets to Ledbetter Foundation in December 2010

ASSETS TRANSFERRED FROM PARAMETRIC ACCOUNT 5147-0516

Date of Transfer	Ticker	Security Name	Gift Qty	Purchase Date	Unit Cost	Total Cost	High	Low	Avg	Gift Value (Avg of High and Low)
12/16/2010	AAPL	APPLE INC	12 00	11/10/2008	95 88	1,150 56	322 61	320 10	321 36	3,856 26
12/16/2010	AAPL	APPLE INC	11 00	2/12/2009	99 27	1,091 97	322 61	320 10	321 36	3,534 91
12/16/2010	AAPL	APPLE INC	5 00	4/16/2009	121 45	607 25	322 61	320 10	321 36	1,606 78
12/16/2010	ACI	ARCH COAL INC COM	37 00	3/16/2009	13 71	507 27	32 47	31 57	32 02	1,184 74
12/16/2010	AKAM	AKAMAI TECHNOLOGIES INC	36 00	10/9/2008	13 53	487 08	50 27	48 69	49 48	1,781 28
12/16/2010	AMZN	AMAZON COM INC	14 00	3/16/2009	66 98	937 72	178 30	175 04	176 67	2,473 38
12/16/2010	AVY	AVERY DENNISON CORP	33 00	3/16/2009	19 82	654 06	42 49	41 75	42 12	1,389 96
12/16/2010	AZO	AUTOZONE INC	5 00	7/18/2008	126 01	630 05	269 72	262 94	266 33	1,331 65
12/16/2010	BAC	BANK OF AMERICA CORP	216 00	3/16/2009	6 18	1,334 88	12 77	12 38	12 58	2,716 20
12/16/2010	BRCM	BROADCOM CORP-CL A	26 00	3/19/2008	16 53	429 78	44 99	44 10	44 55	1,158 17
12/16/2010	C	CITIGROUP INC	273 00	3/16/2009	2 33	636 09	4 65	4 54	4 60	1,254 44
12/16/2010	CAM	CAMERON INTERNATIONAL CORP	29 00	12/11/2008	20 77	602 33	49 78	48 92	49 35	1,431 15
12/16/2010	CAT	CATERPILLAR INC	38 00	3/16/2009	26 42	1,003 96	93 65	92 54	93 10	3,537 61
12/16/2010	CCI	CROWN CASTLE INTL CORP COM	39 00	10/9/2008	20 1	783 90	42 21	41 26	41 74	1,627 67
12/16/2010	CMI	CUMMINS INC	18 00	11/10/2008	22 44	403 92	109 25	107 14	108 20	1,947 51
12/16/2010	CPWR	COMPUWARE CORP	115 00	3/16/2009	5 6	644 00	11 76	11 54	11 65	1,339 75
12/16/2010	CPX	COMPLETE PROD SVCS COM	56 00	3/16/2009	2 64	147 84	29 60	28 35	28 98	1,622 60
12/16/2010	CSX	CSX CORP	37 00	3/16/2009	24 64	911 68	63 99	62 91	63 45	2,347 65
12/16/2010	CTSH	COGNIZANT TECHNOLOGY SOLU	34 00	3/16/2009	20 79	706 86	70 56	69 04	69 80	2,373 20
12/16/2010	CTV	COMMSCOPE INC COM	38 00	3/16/2009	8 25	313 50	31 28	31 24	31 26	1,187 88
12/16/2010	CVLT	COMMVAULT SYSTEMS INC	35 00	11/10/2008	10 47	366 45	30 53	29 56	30 05	1,051 58
12/16/2010	DDR	DEVELOPERS DIVERSIFIED RLTY	101 00	7/20/2009	4 64	468 64	13 23	12 93	13 08	1,321 08
12/16/2010	DFT	DUPONT FABROS TECHNOLOGY	54 00	2/12/2009	5 5	297 00	21 12	20 74	20 93	1,130 22
12/16/2010	DIS	WALT DISNEY CO/THE	76 00	3/16/2009	17 21	1,307 96	37 18	36 90	37 04	2,815 04
12/16/2010	DOW	DOW CHEMICAL CO/THE	83 00	3/16/2009	7 9	655 70	34 40	33 58	33 99	2,821 17
12/16/2010	EMC	EMC CORP/MASS	137 00	11/10/2008	10 69	1,464 53	22 80	22 44	22 62	3,098 94
12/16/2010	ESL	ESTERLINE TECHNOLOGIES CORI	23 00	3/16/2009	20 28	466 44	68 00	66 60	67 30	1,547 90
12/16/2010	FCX	FREEPORT-MCMORAN COPPER	16 00	12/11/2008	22 83	365 28	112 45	109 75	111 10	1,777 60
12/16/2010	FIS	FIDELITY NATIONAL INFORMATIC	45 00	11/10/2008	11 56	520 20	27 94	27 52	27 73	1,247 85
12/16/2010	FO	FORTUNE BRANDS INC	28 00	3/16/2009	22 05	617 40	61 80	61 13	61 47	1,721 02
12/16/2010	GMC	GREEN MOUNTAIN COFFEE ROAS	45 00	12/11/2008	7 89	355 05	31 84	31 21	31 53	1,418 63
12/16/2010	GS	GOLDMAN SACHS GROUP INC	21 00	12/11/2008	69 71	1,463 91	165 91	163 21	164 56	3,455 76
12/16/2010	GWV	GRAINGER W W INC COM	11 00	3/16/2009	64 33	707 63	136 92	134 65	135 79	1,493 64
12/16/2010	HAL	HALLIBURTON CO	47 00	12/11/2008	16 94	796 18	40 35	39 25	39 80	1,870 60
12/16/2010	HGSI	HUMAN GENOME SCIENCES INC	52 00	5/18/2009	1 94	100 88	24 01	23 71	23 86	1,240 72
12/16/2010	IDXX	IDEX LABORATORIES INC	18 00	12/11/2008	31 22	561 96	71 32	70 66	70 99	1,277 82
12/16/2010	IPG	INTERPUBLIC GROUP OF COS INC	147 00	12/11/2008	3 52	517 44	11 01	10 89	10 95	1,609 65
12/16/2010	JCI	JOHNSON CONTROLS INC	62 00	3/16/2009	9 64	597 68	38 86	38 01	38 44	2,382 97
12/16/2010	JOYG	JOY GLOBAL INC	23 00	12/11/2008	22 01	506 23	86 25	83 84	85 05	1,956 04
12/16/2010	JWN	NORDSTROM INC	33 00	11/10/2008	14 04	463 32	42 37	41 51	41 94	1,384 02
12/16/2010	MOT	MOTOROLA INC	211 00	3/16/2009	3 65	770 15	8 95	8 48	8 72	1,838 87
12/16/2010	MTB	M & T BANK CORP	15 00	3/16/2009	38 11	571 65	83 41	81 11	82 26	1,233 90
12/16/2010	NFG	NATIONAL FUEL GAS CO	23 00	3/16/2009	28 54	656 42	63 99	63 38	63 69	1,464 76
12/16/2010	NFX	NEWFIELD EXPL CO COM	30 00	3/16/2009	21 39	641 70	71 88	70 80	71 34	2,140 20
12/16/2010	NSC	NORFOLK SOUTHERN CORP	33 00	3/16/2009	31 04	1,024 32	63 05	61 90	62 48	2,061 68
12/16/2010	NTAP	NETAPP INC	46 00	12/11/2008	13 51	621 46	54 26	52 77	53 52	2,461 69
12/16/2010	NVDA	NVIDIA CORP	90 00	10/9/2008	6 92	622 80	14 50	14 25	14 38	1,293 75
12/16/2010	NWSA	NEWS CORP-CL A	149 00	3/16/2009	6 01	895 49	14 54	14 35	14 45	2,152 31
12/16/2010	PCLN	PRICELINE COM INC	6 00	10/9/2008	58 96	353 76	404 50	396 00	400 25	2,401 50
12/16/2010	PDE	PRIDE INTERNATIONAL INC	37 00	12/11/2008	14 62	540 94	31 75	30 72	31 24	1,155 70
12/16/2010	PPG	PPG INDUSTRIES INC	22 00	3/16/2009	32 94	724 68	81 99	81 02	81 51	1,793 11
12/16/2010	QEP	QEP RESOURCES INC	29 00	10/9/2008	16 96	491 84	36 93	36 23	36 58	1,060 82
12/16/2010	SBUX	STARBUCKS CORP	72 00	12/11/2008	8 97	645 84	32 80	32 20	32 50	2,340 00
12/16/2010	SWK	STANLEY BLACK & DECKER INC	25 00	3/16/2009	18 92	473 00	63 91	62 99	63 45	1,586 25
12/16/2010	TDC	TERADATA CORP	30 00	3/16/2009	16 25	487 50	42 93	42 47	42 70	1,281 00
12/16/2010	TEX	TEREX CORP	41 00	2/12/2009	9 45	387 45	28 01	27 41	27 71	1,136 11
12/16/2010	THS	TREEHOUSE FOODS INC	27 00	3/19/2008	23	621 00	52 86	51 70	52 28	1,411 56
12/16/2010	TXN	TEXAS INSTRUMENTS INC	87 00	1/12/2009	14 73	1,281 51	32 77	32 15	32 46	2,824 02
12/16/2010	VIA B	VIACOM INC-CLASS A	44 00	2/12/2009	16 29	716 76	38 87	38 36	38 62	1,699 06
12/16/2010	XL	XL GROUP PLC	75 00	10/9/2008	4 01	300 75	21 63	20 81	21 22	1,591 50
						Total Cost			Total Value of Gift	111,252 77

ASSETS TRANSFERRED FROM FUNDING ACCOUNT 5442-7373

Date of Transfer	Ticker	Security Name	Gift Qty	Purchase Date	Unit Cost	Total Cost	NAV/ AVG	Gift Value
12/20/2010	DFTSX	DFA Tax Managed US Small Cap	10,627 119	8/23/2002	12 40	131,776 28	22 84	242,723 40
12/20/2010	DFTSX	DFA Tax Managed US Small Cap	8 689	12/16/2002	12 23	106 27	22 84	198 46
			10,635 808			131,882 54		242,921 85
12/20/2010	DTMVX	DFA Tax Managed US Targeted	4 771	12/16/2002	13 06	62 31	21 24	101 34
12/20/2010	DFMVX	DFA Tax-Managed Marketwide	3,048 320	8/23/2002	9 03	27,526 33	14 21	43,316 63
12/20/2010	DFMVX	DFA Tax-Managed Marketwide	170 115	12/16/2002	8 75	1,488 51	14 21	2,417 33
12/29/2010	DFMVX	DFA Tax-Managed Marketwide	12,102 351	8/23/2002	9 03	109,284 23	14 46	175,000 00
			15,320 786			138,299 065		220,733 96
12/23/2010	DFCEX	DFA Emerging Mark	438 064	4/13/2009	11 37	4,980 79	21 66	9,488 47
12/23/2010	DFCEX	DFA Emerging Mark	137 002	4/6/2010	19 53	2,675 65	21 66	2,967 46
12/23/2010	DFCEX	DFA Emerging Mark	1,183 304	4/15/2009	11 46	13,560 66	21 66	25,630 36
12/23/2010	DFCEX	DFA Emerging Mark	4,675 936	4/16/2010	19 25	90,011 77	21 66	101,280 77
			6,434 306			111,228 87		139,367 07
12/23/2010	DFEIX	DFA Intl Core Equ	17,423 39	4/13/2009	7 12	124,054 52	11 13	193,922 30
12/23/2010	DFEIX	DFA Intl Core Equ	7,226 76	4/6/2010	10 65	76,965 00	11 13	80,433 85
12/23/2010	DFEIX	DFA Intl Core Equ	1,058 33	6/16/2010	9 45	10,001 17	11 13	11,779 16
12/23/2010	DFEIX	DFA Intl Core Equ	21,219 57	10/27/2008	6 44	136,654 00	11 13	236,173 76
12/23/2010	DFEIX	DFA Intl Core Equ	11,312 26	4/15/2009	7 18	81,222 00	11 13	125,905 41
12/23/2010	DFEIX	DFA Intl Core Equ	1,605 57	5/19/2010	9 34	14,996 05	11 13	17,870 03
12/23/2010	DFEIX	DFA Intl Core Equ	318 38	7/21/2010	9 42	2,999 10	11 13	3,543 52
			60,164 243			446,891 84		669,628 02
12/23/2010	DFQTX	DFA U S Core Equ	42,809 31	4/13/2009	6 90	295,384 24	10 98	470,046 22
12/23/2010	DFQTX	DFA U S Core Equ	56,025 94	10/27/2008	6 67	373,693 00	10 98	615,164 79
12/23/2010	DFQTX	DFA U S Core Equ	11,176 36	4/15/2009	6 81	76,110 99	10 98	122,716 40
12/23/2010	DFQTX	DFA U S Core Equ	326 40	8/11/2010	9 19	2,999 59	10 98	3,583 84
12/23/2010	DFQTX	DFA U S Core Equ	1,047 22	9/22/2010	9 55	10,000 94	10 98	11,498 46
12/23/2010	DFQTX	DFA U S Core Equ	198 00	10/20/2010	10 10	1,999 80	10 98	2,174 04
			111,583 220			760,188 56		1,225,183 76

12/23/2010 DTMIX	DFA Tax-Managed I	471 24	6/16/2010	12 73	5,998 85	14 95	7,044 99
12/23/2010 DTMIX	DFA Tax-Managed I	1 56	9/8/2010	13 26	20 73	14 95	23 37
12/23/2010 DTMIX	DFA Tax-Managed I	2 48	12/9/2010	14 69	36 42	14 95	37 06
		475 279			6,055 99		7,105 42
12/23/2010 GSC	GS Connect S&P GS	870 840	4/6/2010	44 71	38,935 26	48 58	42,305 41
12/23/2010 NHMRX	Nuveen High Yield	751 14	4/6/2010	15 35	11,530 03	14 58	10,951 65
12/23/2010 NHMRX	Nuveen High Yield	5 01	4/30/2010	15 52	77 71	14 58	73 00
12/23/2010 NHMRX	Nuveen High Yield	6 54	5/28/2010	15 57	101 75	14 58	95 28
12/23/2010 NHMRX	Nuveen High Yield	6 62	6/30/2010	15 46	102 35	14 58	96 52
12/23/2010 NHMRX	Nuveen High Yield	6 59	7/30/2010	15 62	102 97	14 58	96 11
12/23/2010 NHMRX	Nuveen High Yield	6 46	8/31/2010	16 03	103 59	14 58	94 22
12/23/2010 NHMRX	Nuveen High Yield	6 51	9/30/2010	16 00	104 14	14 58	94 90
12/23/2010 NHMRX	Nuveen High Yield	6 55	10/29/2010	15 99	104 78	14 58	95 54
12/23/2010 NHMRX	Nuveen High Yield	6 81	11/30/2010	15 14	103 15	14 58	99 33
12/23/2010 NHMRX	Nuveen High Yield	0 15	12/2/2010	15 06	2 32	14 58	2 25
		802 387			12,332 78		11,698 80
12/23/2010 RRGIX	DWS RREEF Global	38 06	4/6/2010	7 15	272 15	7 38	280 90
12/23/2010 RRGIX	DWS RREEF Global	16,423 57	4/16/2010	7 00	114,965 00	7 38	121,205 95
12/23/2010 RRGIX	DWS RREEF Global	164 97	6/23/2010	6 65	1,097 05	7 38	1,217 48
12/23/2010 RRGIX	DWS RREEF Global	1,442 32	9/28/2010	7 43	10,716 42	7 38	10,644 31
12/23/2010 RRGIX	DWS RREEF Global	1,058 17	9/30/2010	7 43	7,862 17	7 38	7,809 26
12/23/2010 RRGIX	DWS RREEF Global	1,242 50	12/17/2010	7 20	8,946 01	7 38	9,169 66
12/23/2010 RRGIX	DWS RREEF Global	27,852 14	4/16/2010	7 00	194,965 00	7 38	205,548 82
12/23/2010 RRGIX	DWS RREEF Global	190 57	6/23/2010	6 65	1,267 27	7 38	1,406 38
12/23/2010 RRGIX	DWS RREEF Global	2,435 63	9/30/2010	7 42	18,072 36	7 38	17,974 93
12/23/2010 RRGIX	DWS RREEF Global	1,567 70	12/17/2010	7 20	11,287 46	7 38	11,569 65
		52,415 629			369,450 89		386,827 34
12/23/2010 SPY	S P D R TRUST Uni	42 000	10/20/2010	118 36	4,971 12	125 54	5,272 47
12/23/2010 VMLTX	Vanguard Limited	3,114 56	4/6/2010	11 03	34,353 59	11 00	34,260 15
12/23/2010 VMLTX	Vanguard Limited	7 07	4/30/2010	11 05	78 16	11 00	77 80
12/23/2010 VMLTX	Vanguard Limited	9 21	5/28/2010	11 07	101 99	11 00	101 34
12/23/2010 VMLTX	Vanguard Limited	8 93	6/30/2010	11 07	98 90	11 00	98 27
12/23/2010 VMLTX	Vanguard Limited	8 94	7/30/2010	11 14	99 63	11 00	98 37
12/23/2010 VMLTX	Vanguard Limited	8 71	8/31/2010	11 20	97 55	11 00	95 81
12/23/2010 VMLTX	Vanguard Limited	8 45	9/30/2010	11 16	94 34	11 00	92 98
12/23/2010 VMLTX	Vanguard Limited	8 77	10/29/2010	11 15	97 81	11 00	96 49
12/23/2010 VMLTX	Vanguard Limited	8 59	11/30/2010	11 07	95 12	11 00	94 52
		3,183 250			35,117 07		35,015 75
12/23/2010 VWAHX	Vanguard Hi Yield	4,604 06	4/6/2010	10 36	47,698 01	10 11	46,547 00
12/23/2010 VWAHX	Vanguard Hi Yield	19 92	4/30/2010	10 45	208 14	10 11	201 37
12/23/2010 VWAHX	Vanguard Hi Yield	25 65	5/28/2010	10 48	268 76	10 11	259 27
12/23/2010 VWAHX	Vanguard Hi Yield	24 96	6/30/2010	10 43	260 36	10 11	252 38
12/23/2010 VWAHX	Vanguard Hi Yield	25 38	7/30/2010	10 52	267 01	10 11	256 60
12/23/2010 VWAHX	Vanguard Hi Yield	24 70	8/31/2010	10 76	265 82	10 11	249 76
12/23/2010 VWAHX	Vanguard Hi Yield	24 03	9/30/2010	10 73	257 82	10 11	242 92
12/23/2010 VWAHX	Vanguard Hi Yield	24 88	10/29/2010	10 67	265 47	10 11	251 54
12/23/2010 VWAHX	Vanguard Hi Yield	24 99	11/30/2010	10 35	258 67	10 11	252 67
		4,798 566			49,750 06		48,513 50
12/23/2010 VWIUX	Vanguard Interm T	831 56	10/31/2007	13 19	10,968 33	13 28	11,043 17
12/23/2010 VWIUX	Vanguard Interm T	2,576 22	3/25/2008	13 13	33,825 77	13 28	34,212 20
12/23/2010 VWIUX	Vanguard Interm T	7,214 66	4/6/2010	13 44	96,965 00	13 28	95,810 66
		10,622 442			141,759 10		141,066 03
12/23/2010 VWO	Vanguard Emerging	2,800 00	6/16/2010	39 98	111,944 00	46 95	131,460 00
12/23/2010 VWO	Vanguard Emerging	150 00	6/16/2010	40 04	6,006 00	46 95	7,042 50
		2,950 000			117,950 00		138,502 50
				Total Cost	2,364,875 45	Total Value of Gift	3,314,243 22
Total Cost of all Marketable Securities Contributed		2,404,289 05		Total Value of all Marketable Securities Contributed		3,425,495 99	