INTERNAL REVENUE SERVICE

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

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

OMB No. 1545-0052

2010

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: LUELLA KEMPER TRUST SUCC U/W (30-16-100-3008588)

A Employer identification number: 90-0439500

Number and street (or P O box number if mail is not delivered to street address): BANK OF AMERICA, N.A. P.O. BOX 831041

Room/suite:

B Telephone number (see page 10 of the instructions): (800) 357-7094

City or town, state, and ZIP code: DALLAS, TX 75283-1041

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 [X] 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 ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 404,902.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

Line	Description	(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)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	13,581.	13,581.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,655.			
b	Gross sales price for all assets on line 6a 330,763.				
7	Capital gain net income (from Part IV, line 2)		3,655.		
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	17,236.	17,236.		
13	Compensation of officers, directors, trustees, etc	3,704.	1,482.		2,222.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	870.	NONE	NONE	870.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	188.	124.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 4	966.			966.
24	**Total operating and administrative expenses.** Add lines 13 through 23	5,728.	1,606.	NONE	4,058.
25	Contributions, gifts, grants paid	24,600.			24,600.
26	**Total expenses and disbursements** Add lines 24 and 25	30,328.	1,606.	NONE	28,658.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-13,092.			
b	**Net investment income** (if negative, enter -0-)		15,630.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue / Operating and Administrative Expenses

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MAY 10 2011

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	13,791.	12,638.	12,638.
	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)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 5	356,645.	344,448.	392,264.
	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)	370,436.	357,086.	404,902.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
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	370,436.	357,086.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	370,436.	357,086.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	370,436.	357,086.	

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	370,436.
2 Enter amount from Part I, line 27a	2	-13,092.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	550.
4 Add lines 1, 2, and 3	4	357,894.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	808.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	357,086.

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 DETAIL			
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** 3,655.

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	22,300.	342,831.	0.06504662647
2008	28,432.	408,659.	0.06957389902
2007	20,070.	465,280.	0.04313531637
2006			
2005			

2	**Total** of line 1, column (d)	2	0.17775584186
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	0.05925194729
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	382,508.
5	Multiply line 4 by line 3	5	22,664.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	156.
7	Add lines 5 and 6	7	22,820.
8	Enter qualifying distributions from Part XII, line 4	8	28,658.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	156.
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	156.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	156.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 84.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	84.
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	72.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • 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	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 8			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (214)209-1965

Located at ▶ 901 MAIN ST, 19TH FL, DALLAS, TX ZIP + 4 ▶ 75202-3714

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X]

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? [ ] Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] 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 [X] 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 [X] 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		X
	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 [X] 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		X
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 [X] 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

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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . ☐ 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? . . . . . **6b** No: X

If "Yes" to 6b, file Form 8870

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

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 STATEMENT 9		3,704.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see 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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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 NONE	
2	
All other program-related investments. See page 24 of the instructions 3 NONE	
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	388,333.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	388,333.
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	NONE
3	Subtract line 2 from line 1d	3	388,333.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	5,825.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	382,508.
6	**Minimum investment return.** Enter 5% of line 5	6	19,125.

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	19,125.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	156.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	156.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	18,969.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	18,969.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	18,969.

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	28,658.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	28,658.
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	156.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	28,502.

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				18,969.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			NONE	
b	Total for prior years 20 08 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2010.				
a	From 2005 . . . . . . NONE				
b	From 2006 . . . . . . NONE				
c	From 2007 . . . . . . NONE				
d	From 2008 . . . . . . 5,534.				
e	From 2009 . . . . . . 5,326.				
f	**Total** of lines 3a through e	10,860.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 28,658.				
a	Applied to 2009, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2010 distributable amount				18,969.
e	Remaining amount distributed out of corpus	9,689.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,549.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				NONE
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)	NONE			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	20,549.			
10	Analysis of line 9				
a	Excess from 2006 . . . NONE				
b	Excess from 2007 . . . NONE				
c	Excess from 2008 . . . 5,534.				
d	Excess from 2009 . . . 5,326.				
e	Excess from 2010 . . . 9,689.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 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).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
SEE STATEMENT 12				
Total . . . . ▶ 3a				24,600.
b Approved for future payment				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	13,581.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,655.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				17,236.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 17,236.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

Part XVII 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.

(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 BANK OF AMERICA, N.A. | Date 03/29/2011 | Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,384.	
		70.86 ARTIO GLOBAL HIGH INCOME FUND CL I PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
719.00		705.00					14.00	
		30.176 ARTIO GLOBAL HIGH INCOME FUND CL PROPERTY TYPE: SECURITIES				P	07/13/2010	08/30/2010
308.00		304.00					4.00	
		27.197 COLUMBIA ACORN FUND CLASS Z SHARE PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
661.00		642.00					19.00	
		8.813 COLUMBIA ACORN FUND CLASS Z SHARES PROPERTY TYPE: SECURITIES				P	07/13/2010	08/27/2010
217.00		223.00					-6.00	
		9.16 COLUMBIA ACORN INTERNATIONAL FUND C PROPERTY TYPE: SECURITIES				P	11/05/2009	07/16/2010
310.00		304.00					6.00	
		1.979 COLUMBIA ACORN INTERNATIONAL FUND PROPERTY TYPE: SECURITIES				P	11/05/2009	08/27/2010
68.00		66.00					2.00	
		1149.703 COLUMBIA LARGE CAP VALUE FUND C PROPERTY TYPE: SECURITIES				P	11/02/2004	07/02/2010
10,669.00		13,808.00					-3,139.00	
		1319.797 COLUMBIA LARGE CAP VALUE FUND C PROPERTY TYPE: SECURITIES				P	11/05/2009	07/02/2010
12,248.00		13,000.00					-752.00	
		386.74 COLUMBIA LARGE CAP VALUE FUND CLA PROPERTY TYPE: SECURITIES				P	11/03/2008	07/02/2010
3,589.00		3,500.00					89.00	
		488.491 COLUMBIA LARGE CAP VALUE FUND CL PROPERTY TYPE: SECURITIES				P	12/31/2002	07/02/2010
4,533.00		4,217.00					316.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2149.753 COLUMBIA LARGE CAP VALUE FUND C PROPERTY TYPE: SECURITIES				P	02/28/2003	07/02/2010
19,950.00		16,723.00					3,227.00	
		3038.139 COLUMBIA SHORT TERM BOND FUND C PROPERTY TYPE: SECURITIES				P	06/15/1998	07/02/2010
30,229.00		29,907.00					322.00	
		352.438 COLUMBIA SHORT TERM BOND FUND CL PROPERTY TYPE: SECURITIES				P	06/30/1998	07/02/2010
3,507.00		3,461.00					46.00	
		860.889 COLUMBIA SHORT TERM BOND FUND CL PROPERTY TYPE: SECURITIES				P	04/30/2001	07/02/2010
8,566.00		8,433.00					133.00	
		2049.18 COLUMBIA SHORT TERM BOND FUND CL PROPERTY TYPE: SECURITIES				P	02/03/2006	07/02/2010
20,389.00		20,000.00					389.00	
		1169.185 COLUMBIA SHORT TERM BOND FUND C PROPERTY TYPE: SECURITIES				P	11/30/1999	07/02/2010
11,633.00		11,064.00					569.00	
		494.165 COLUMBIA SHORT TERM BOND FUND CL PROPERTY TYPE: SECURITIES				P	05/31/2000	07/02/2010
4,917.00		4,594.00					323.00	
		2135.359 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES				P	02/25/2002	07/02/2010
21,161.00		21,012.00					149.00	
		6195.543 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES				P	06/28/2002	07/02/2010
61,398.00		60,592.00					806.00	
		659.015 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES				P	11/29/2002	07/02/2010
6,531.00		6,439.00					92.00	
		1008.286 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES				P	11/02/2004	07/02/2010
7,855.00		9,740.00					-1,885.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		627.615 COLUMBIA INTERNATIONAL VALUE FUN				P	11/05/2009	07/02/2010
		PROPERTY TYPE: SECURITIES						
7,713.00		9,000.00					-1,287.00	
		156.282 COLUMBIA MARSICO INT'L OPPORTUNI				P	04/08/2004	07/02/2010
		PROPERTY TYPE: SECURITIES						
1,478.00		1,777.00					-299.00	
		23.422 COLUMBIA MARSICO INT'L OPPORTUNIT				P	04/08/2004	07/02/2010
		PROPERTY TYPE: SECURITIES						
222.00		222.00						
		51.067 COLUMBIA MARSICO INT'L OPPORTUNIT				P	04/08/2004	07/16/2010
		PROPERTY TYPE: SECURITIES						
507.00		581.00					-74.00	
		14.822 COLUMBIA MARSICO INT'L OPPORTUNIT				P	04/19/2004	08/27/2010
		PROPERTY TYPE: SECURITIES						
150.00		178.00					-28.00	
		228.644 COLUMBIA SMALL CAP GROWTH FUND I				P	06/14/2001	07/02/2010
		PROPERTY TYPE: SECURITIES						
2,078.00		3,382.00					-1,304.00	
		10. COLUMBIA SMALL CAP GROWTH FUND II CL				P	08/31/2001	07/02/2010
		PROPERTY TYPE: SECURITIES						
91.00		144.00					-53.00	
		109.818 COLUMBIA SMALL CAP GROWTH FUND I				P	09/28/2001	07/02/2010
		PROPERTY TYPE: SECURITIES						
998.00		1,353.00					-355.00	
		47.368 COLUMBIA SMALL CAP GROWTH FUND II				P	07/31/2002	07/02/2010
		PROPERTY TYPE: SECURITIES						
431.00		544.00					-113.00	
		32.847 COLUMBIA SMALL CAP GROWTH FUND II				P	12/31/2002	07/02/2010
		PROPERTY TYPE: SECURITIES						
299.00		353.00					-54.00	
		66.127 COLUMBIA SMALL CAP GROWTH FUND II				P	09/30/2002	07/02/2010
		PROPERTY TYPE: SECURITIES						
601.00		688.00					-87.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		38.884 COLUMBIA SMALL CAP GROWTH FUND II PROPERTY TYPE: SECURITIES				P	02/28/2003	07/02/2010
353.00		391.00					-38.00	
		578.592 COLUMBIA MID CAP VALUE FUND CLAS PROPERTY TYPE: SECURITIES				P	11/05/2009	07/02/2010
6,052.00		6,000.00					52.00	
		6.799 COLUMBIA MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES				P	07/31/2002	07/02/2010
71.00		64.00					7.00	
		372.36 COLUMBIA MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES				P	12/31/2002	07/02/2010
3,895.00		3,396.00					499.00	
		59.545 COLUMBIA MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES				P	09/30/2002	07/02/2010
623.00		516.00					107.00	
		8.401 COLUMBIA SMALL CAP VALUE I FUND CL PROPERTY TYPE: SECURITIES				P	11/05/2009	07/16/2010
315.00		303.00					12.00	
		2.922 COLUMBIA SMALL CAP VALUE I FUND CL PROPERTY TYPE: SECURITIES				P	07/13/2010	08/27/2010
111.00		116.00					-5.00	
		157.426 COLUMBIA MID CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				P	03/28/2006	07/02/2010
3,112.00		3,988.00					-876.00	
		45.413 COLUMBIA MID CAP GROWTH FUND CLAS PROPERTY TYPE: SECURITIES				P	09/28/2001	07/02/2010
898.00		822.00					76.00	
		63.582 COLUMBIA MID CAP GROWTH FUND CLAS PROPERTY TYPE: SECURITIES				P	07/31/2002	07/02/2010
1,257.00		945.00					312.00	
		251.574 COLUMBIA MID CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				P	02/28/2003	07/02/2010
4,974.00		3,519.00					1,455.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		91.662 COLUMBIA MID CAP GROWTH FUND CLAS PROPERTY TYPE: SECURITIES				P	09/30/2002	07/02/2010
1,812.00		1,236.00					576.00	
		8.559 COLUMBIA SMALL CAP GROWTH I FUND C PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
207.00		203.00					4.00	
		2.92 COLUMBIA SMALL CAP GROWTH I FUND CL PROPERTY TYPE: SECURITIES				P	07/13/2010	08/27/2010
71.00		74.00					-3.00	
		11.537 COLUMBIA SELECT SMALL CAP FUND CL PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
154.00		149.00					5.00	
		4.865 COLUMBIA SELECT SMALL CAP FUND CLA PROPERTY TYPE: SECURITIES				P	07/02/2010	08/27/2010
65.00		63.00					2.00	
		497.564 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES				P	11/05/2009	07/16/2010
4,931.00		4,717.00					214.00	
		146.48 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES				P	07/13/2010	08/27/2010
1,472.00		1,487.00					-15.00	
		38.186 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES				P	07/13/2010	11/23/2010
464.00		388.00					76.00	
		784.182 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES				P	11/05/2009	11/23/2010
9,536.00		7,434.00					2,102.00	
		174.365 EATON VANCE LARGE-CAP VALUE FUND PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
2,746.00		2,645.00					101.00	
		62.878 EATON VANCE LARGE-CAP VALUE FUND PROPERTY TYPE: SECURITIES				P	07/13/2010	08/30/2010
975.00		1,023.00					-48.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		11.907 EATON VANCE LARGE-CAP VALUE FUND PROPERTY TYPE: SECURITIES				P	07/13/2010	11/23/2010
203.00		194.00					9.00	
		105.533 EATON VANCE LARGE-CAP VALUE FUND PROPERTY TYPE: SECURITIES				P	07/02/2010	11/23/2010
1,797.00		1,601.00					196.00	
		9.264 HARBOR INTERNATIONAL FUND INSTL CL PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
473.00		453.00					20.00	
		2.998 HARBOR INTERNATIONAL FUND INSTL CL PROPERTY TYPE: SECURITIES				P	07/13/2010	08/30/2010
151.00		157.00					-6.00	
		530. ISHARES MSCI EMERGING MKTS INDEX FU PROPERTY TYPE: SECURITIES				P	11/05/2009	07/02/2010
19,896.00		20,903.00					-1,007.00	
		52.912 LAZARD FUNDS INC EMERGING MKTS PO PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
966.00		928.00					38.00	
		20.978 LAZARD FUNDS INC EMERGING MKTS PO PROPERTY TYPE: SECURITIES				P	07/13/2010	08/30/2010
394.00		390.00					4.00	
		26.909 NATIXIS FDS TR IV AEW REAL ESTATE PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
362.00		349.00					13.00	
		8.795 NATIXIS FDS TR IV AEW REAL ESTATE PROPERTY TYPE: SECURITIES				P	07/13/2010	08/30/2010
125.00		124.00					1.00	
		2.143 NATIXIS FDS TR IV AEW REAL ESTATE PROPERTY TYPE: SECURITIES				P	07/02/2010	08/30/2010
30.00		28.00					2.00	
		59.388 OLD MUTUAL TS&W MID CAP VALUE FUN PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
447.00		428.00					19.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		19.973 OLD MUTUAL TS&W MID CAP VALUE FUN PROPERTY TYPE: SECURITIES				P	07/13/2010	08/30/2010
149.00		153.00					-4.00	
		471.748 PIMCO TOTAL RETURN FUND INSTL PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
5,345.00		5,307.00					38.00	
		227.197 PIMCO TOTAL RETURN FUND INSTL PROPERTY TYPE: SECURITIES				P	07/02/2010	08/30/2010
2,617.00		2,556.00					61.00	
		432.526 PIMCO TOTAL RETURN FUND INSTL PROPERTY TYPE: SECURITIES				P	07/02/2010	11/23/2010
5,000.00		4,866.00					134.00	
		133.588 PIMCO COMMODITY REALRETURN STRAT PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
999.00		969.00					30.00	
		39.44 PIMCO COMMODITY REALRETURN STRATEG PROPERTY TYPE: SECURITIES				P	07/13/2010	08/30/2010
310.00		293.00					17.00	
		17.068 PIMCO DEVELOPING LOCAL MKTS FUND PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
171.00		168.00					3.00	
		8.016 PIMCO DEVELOPING LOCAL MKTS FUND I PROPERTY TYPE: SECURITIES				P	07/13/2010	08/30/2010
81.00		80.00					1.00	
		55.942 ROWE T PRICE INTL FUNDS INC INTL PROPERTY TYPE: SECURITIES				P	07/02/2010	07/16/2010
544.00		533.00					11.00	
		20.121 ROWE T PRICE INTL FUNDS INC INTL PROPERTY TYPE: SECURITIES				P	07/13/2010	08/30/2010
199.00		193.00					6.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							3,655.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTIO GLOBAL HIGH INCOME FUND CL I	968.	968.
COLUMBIA ACORN FUND CLASS Z SHARES	6.	6.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	115.	115.
COLUMBIA LARGE CAP VALUE FUND CLASS Z SH	224.	224.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	1,267.	1,267.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	2,013.	2,013.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	284.	284.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	73.	73.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	166.	166.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	27.	27.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	78.	78.
EATON VANCE LARGE-CAP VALUE FUND CL I	358.	358.
HARBOR INTERNATIONAL FUND INSTL CL	144.	144.
ISHARES MSCI EMERGING MKTS INDEX FUND	162.	162.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	384.	384.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	52.	52.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	55.	55.
PIMCO TOTAL RETURN FUND INSTL	6,024.	6,024.
PIMCO COMMODITY REALRETURN STRATEGY FUND	857.	857.
PIMCO DEVELOPING LOCAL MKTS FUND INSTL	40.	40.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	284.	284.
TOTAL	13,581.	13,581.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	870.			870.
TOTALS	870.	NONE	NONE	870.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE ESTIMATES	64.	
FOREIGN TAXES ON QUALIFIED FOR	113.	113.
FOREIGN TAXES ON NONQUALIFIED	11.	11.
TOTALS	188.	124.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING EXPENSES	966.	966.
TOTALS	966.	966.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COLUMBIA SHORT TERM BOND FUND	C	77,460.		
COLUMBIA TOTAL RETURN BOND	C	88,043.		
COLUMBIA HIGH INCOME FUND	C	9,740.		
COLUMBIA LARGE CAP VALUE FUND	C	51,249.		
PIMCO COMMODITY REALRETURN	C		14,459.	18,507.
PIMCO DEVELOPING LOCAL MKTS	C		3,691.	3,977.
ARTIO GLOBAL HIGH INCOME FUND	C		14,815.	15,163.
COLUMBIA MARSICO INTL OPPORT	C	10,911.	8,391.	8,835.
PIMCO TOTAL RETURN FUND	C		120,883.	116,584.
COLUMBIA SMALL CAP GROWTH	C	6,854.	3,577.	4,761.
COLUMBIA MID CAP VALUE FUND	C	9,976.		
COLUMBIA MID CAP GROWTH FUND	C	10,509.		
COLUMBIA ACORN INTERNATIONAL	C	4,000.	3,630.	4,477.
COLUMBIA INTERNATIONAL VALUE	C	9,000.		
COLUMBIA SMALL CAP VALUE I FD	C	5,000.	5,274.	6,803.
COLUMBIA SELECT LARGE CAP GRTH	C	53,000.	61,849.	82,418.
ISHARES MSCI EMERGING MKTS	C	20,903.		
COLUMBIA SELECT SMALL CAP FUND	C		3,488.	4,791.
COLUMBIA ACORN FUND	C		10,629.	13,571.
ROWE T PRICE INTL FDS INC	C		9,238.	9,651.
EATON VANCE LARGE-CAP VALUE	C		45,654.	54,983.
HARBOR INTERNATIONAL FUND	C		6,995.	8,660.
LAZARD FUNDS INC EMERGING	C		17,806.	22,094.
OLD MUTUAL TS&W MID CAP VALUE	C		7,046.	8,498.
NATIXIS FDS R IV AEW REAL EST	C		7,023.	8,491.
TOTALS		356,645.	344,448.	392,264.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT - 2009	522.
NET ROUNDING DIFFERENCE	8.
ROC ADJUSTMENT - 2010	20.
TOTAL	550.

STATEMENT 6

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
MUTUAL FUND ADJUSTMENT - 2010		808.
	TOTAL	808.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

TX

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

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 3,704.

TOTAL COMPENSATION: 3,704.

RECIPIENT NAME:
DAVID T ROSS - BANK OF AMERICA
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
RECIPIENT'S PHONE NUMBER: 214-209-1965
FORM, INFORMATION AND MATERIALS:
LETTER FORMAT
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
QUALIFIED CHARITABLE ORGANIZATIONS THAT PROVIDE ASSISTANCE TO UNDERPRIVILEGED CHILDREN, THEIR EDUCATION, OR OTHER CHARITABLE PURPOSE AND TO THE ELDERLY WITH SPECIAL NEED FOR HELP

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DENISON I.S.D. EDUCATION
FOUNDATION, INC.
ADDRESS:
1201 S RUSK
DENISON, TX 75020-6340
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PRIME TIME TUTORING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 7,600.

RECIPIENT NAME:
DENISON I.S.D. EDUCATION
FOUNDATION, INC.
ADDRESS:
1201 S RUSK
DENISON, TX 75020-6340
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT TEACHER MENTORING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 9,500.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF DENISON
ADDRESS:
P.O. BOX 23
DENISON, TX 75021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT TEEN ENTREPRENEURSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NATIONAL ALLIANCE FOR THE MENTALLY ILL
ADDRESS:
1117 GALLAGHER, SUITE 200
SHERMAN, TX 75090
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ANNUAL MENTAL HEALTH SEMINAR
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

TOTAL GRANTS PAID: 24,600.