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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

04/01, 2010, and ending

03/31, 2011

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

SUMMERFIELD G ROBERTS FOUNDATION

A Employer identification number

75-2341916

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

Room/suite

B Telephone number (see page 10 of the instructions)

BANK OF AMERICA, N.A. P.O. BOX 831041

(800) 357-7094

City or town, state, and ZIP code

DALLAS, TX 75283-1041

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

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

☐ Other (specify) _____

16) ▶ \$ 7,902,853.

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	184,382.	184,382.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-333,493.			
b Gross sales price for all assets on line 6a	4,706,203.			
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)	87,611.	87,611.		STMT 2
12 Total. Add lines 1 through 11	-61,500.	271,993.		
13 Compensation of officers, directors, trustees, etc.	93,647.	39,346.		54,301.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT	2,500.	NONE	NONE	2,500.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	4,738.	2,915.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	14,400.			14,400.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 5	13,134.	13,134.		
24 Total operating and administrative expenses. Add lines 13 through 23	128,419.	55,395.	NONE	71,201.
25 Contributions, gifts, grants paid	303,481.			303,481.
26 Total expenses and disbursements. Add lines 24 and 25	431,900.	55,395.	NONE	374,682.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-493,400.			
b Net investment income (if negative, enter -0-)		216,598.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

Form 990-PF (2010)

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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	281,725.	73,679.	73,679.	
	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 6	6,786,521.	6,501,787.	7,393,817.	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ STMT 7)	150,591.	1.	435,357.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,218,837.	6,575,467.	7,902,853.		
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	7,218,837.	6,575,467.		
	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)	7,218,837.	6,575,467.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,218,837.	6,575,467.			

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	7,218,837.
2	Enter amount from Part I, line 27a	2	-493,400.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	661.
4	Add lines 1, 2, and 3	4	6,726,098.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	150,631.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,575,467.

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)			2	-333,493.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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	312,941.	6,777,454.	0.04617382870
2008	402,281.	6,364,070.	0.06321127832
2007	385,503.	8,342,578.	0.04620909748
2006	367,687.	7,870,763.	0.04671554715
2005	352,142.	7,500,489.	0.04694920558
2 Total of line 1, column (d)			2 0.24925895723
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 0.04985179145
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 7,147,727.
5 Multiply line 4 by line 3			5 356,327.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,166.
7 Add lines 5 and 6			7 358,493.
8 Enter qualifying distributions from Part XII, line 4			8 374,682.

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 ☒ and enter 1% of Part I, line 27b		1	2,166.
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	2,166.
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	2,166.
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,892.	
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	2,892.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	726.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	726. Refunded	

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?		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)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 10		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► BANK OF AMERICA, N.A. Telephone no ► (214) 209-1965 Located at ► 901 MAIN ST, FL 19, 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 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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	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 ☒ 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 ☒ No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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** ☐ 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 11		93,647.	-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**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 NONE	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,910,491.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	346,085.
d	Total (add lines 1a, b, and c)	1d	7,256,576.
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	7,256,576.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	108,849.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,147,727.
6	Minimum investment return. Enter 5% of line 5	6	357,386.

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	357,386.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,166.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,166.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	355,220.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	355,220.
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	355,220.

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	374,682.
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	374,682.
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	2,166.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	372,516.

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				355,220.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			273,133.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>374,682.</u>				
a Applied to 2009, but not more than line 2a			273,133.	
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				101,549.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				253,671.
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	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 12

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 <i>Paid during the year</i> SEE STATEMENT 17				
Total			▶ 3a	303,481.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

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

[illegible]

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

b If "Yes," complete the following schedule

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

Sign Here Shirley Frost 4-10-12 TRUSTEE

believe, is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Sign Here  4-10-12 **TRUSTEE**

Signature of officer or trustee **BANK OF AMERICA, N.A.** Date Title

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.	

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

Kind of Property		Description				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				28,225.	
44,000.00		4206.501 ARTIO GLOBAL HIGH INCOME FUND C P PROPERTY TYPE: SECURITIES 44,631.00				04/23/2010 -631.00	03/24/2011
8,000.00		258.148 COLUMBIA ACORN FUND CLASS Z SHAR P PROPERTY TYPE: SECURITIES 7,326.00				04/23/2010 674.00	03/24/2011
39,400.00		3468.284 COLUMBIA LARGE CAP VALUE FUND C P PROPERTY TYPE: SECURITIES 50,171.00				01/01/1992 -10,771.00	04/23/2010
182,204.00		16039.052 COLUMBIA LARGE CAP VALUE FUND P PROPERTY TYPE: SECURITIES 230,000.00				06/14/2000 -47,796.00	04/23/2010
89,656.00		7892.247 COLUMBIA LARGE CAP VALUE FUND C P PROPERTY TYPE: SECURITIES 111,257.00				11/01/1991 -21,601.00	04/23/2010
36,027.00		3171.424 COLUMBIA LARGE CAP VALUE FUND C P PROPERTY TYPE: SECURITIES 44,550.00				10/01/1991 -8,523.00	04/23/2010
35,752.00		3147.215 COLUMBIA LARGE CAP VALUE FUND C P PROPERTY TYPE: SECURITIES 44,159.00				09/01/1991 -8,407.00	04/23/2010
961.00		84.595 COLUMBIA LARGE CAP VALUE FUND CLA P PROPERTY TYPE: SECURITIES 1,180.00				02/01/1992 -219.00	04/23/2010
74,709.00		7478.405 COLUMBIA LARGE CAP VALUE FUND C P PROPERTY TYPE: SECURITIES 104,357.00				02/01/1992 -29,648.00	05/21/2010
81,794.00		8187.601 COLUMBIA LARGE CAP VALUE FUND C P PROPERTY TYPE: SECURITIES 113,086.00				12/01/1991 -31,292.00	05/21/2010

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

Kind of Property		Description				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)	
100,707.00		10080.772 COLUMBIA LARGE CAP VALUE FUND PROPERTY TYPE: SECURITIES 137,714.00				P 01/31/1995 -37,007.00	05/21/2010
64,758.00		6482.282 COLUMBIA LARGE CAP VALUE FUND C PROPERTY TYPE: SECURITIES 75,000.00				P 08/10/2001 -10,242.00	05/21/2010
22,024.00		2204.586 COLUMBIA LARGE CAP VALUE FUND C PROPERTY TYPE: SECURITIES 25,000.00				P 12/26/2001 -2,976.00	05/21/2010
40,454.00		2110.261 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 48,264.00				P 01/01/1992 -7,810.00	04/23/2010
44,049.00		2297.784 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 52,381.00				P 02/28/1994 -8,332.00	04/23/2010
146,816.00		7658.646 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 173,400.00				P 12/06/2000 -26,584.00	04/23/2010
97,425.00		5082.158 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 113,964.00				P 02/01/1992 -16,539.00	04/23/2010
41,457.00		2162.62 COLUMBIA MARSICO GROWTH FUND CLA PROPERTY TYPE: SECURITIES 46,979.00				P 09/01/1991 -5,522.00	04/23/2010
103,644.00		5406.551 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 117,355.00				P 11/01/1991 -13,711.00	04/23/2010
139,919.00		7298.843 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 157,379.00				P 01/31/1995 -17,460.00	04/23/2010
6,237.00		325.338 COLUMBIA MARSICO GROWTH FUND CLA PROPERTY TYPE: SECURITIES 6,968.00				P 10/01/1991 -731.00	04/23/2010

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

Kind of Property		Description				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)	
31,964.00		1891.348 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 40,510.00				10/01/1991 -8,546.00	05/21/2010
95,026.00		5622.813 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 120,217.00				12/01/1991 -25,191.00	05/21/2010
59,703.00		3532.723 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 75,000.00				12/26/2000 -15,297.00	05/21/2010
105,940.00		6268.612 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 125,435.00				04/04/2006 -19,495.00	05/21/2010
24,029.00		1421.812 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES 25,000.00				12/26/2001 -971.00	05/21/2010
235,431.00		13930.842 COLUMBIA MARSICO GROWTH FUND C PROPERTY TYPE: SECURITIES 218,854.00				03/19/2004 16,577.00	05/21/2010
93,251.00		9409.773 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 95,886.00				03/19/2004 -2,635.00	04/23/2010
6,841.00		690.335 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 7,000.00				12/09/1998 -159.00	04/23/2010
391,859.00		39541.765 COLUMBIA TOTAL RETURN BOND FUN PROPERTY TYPE: SECURITIES 399,182.00				09/01/1991 -7,323.00	04/23/2010
72,049.00		7270.337 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 73,358.00				02/12/1998 -1,309.00	04/23/2010
16,329.00		1649.385 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 16,642.00				02/12/1998 -313.00	05/21/2010

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

Kind of Property		Description				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)	
98,666.00		9966.27 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 100,360.00				11/30/1996 -1,694.00	05/21/2010
147,614.00		14910.537 COLUMBIA TOTAL RETURN BOND FUN PROPERTY TYPE: SECURITIES 150,000.00				12/29/1997 -2,386.00	05/21/2010
4,950.00		500. COLUMBIA TOTAL RETURN BOND FUND CLA PROPERTY TYPE: SECURITIES 5,000.00				05/12/1998 -50.00	05/21/2010
117,810.00		11900.024 COLUMBIA TOTAL RETURN BOND FUN PROPERTY TYPE: SECURITIES 118,735.00				02/28/1994 -925.00	05/21/2010
99,398.00		10040.161 COLUMBIA TOTAL RETURN BOND FUN PROPERTY TYPE: SECURITIES 100,000.00				03/15/1999 -602.00	05/21/2010
76,242.00		7701.209 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 75,718.00				09/30/1996 524.00	05/21/2010
66,000.00		8270.677 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES 81,797.00				03/19/2004 -15,797.00	04/23/2010
65,142.00		8372.979 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES 82,809.00				03/19/2004 -17,667.00	05/21/2010
80,000.00		5513.439 COLUMBIA INTERNATIONAL VALUE FU PROPERTY TYPE: SECURITIES 91,964.00				05/14/2002 -11,964.00	04/23/2010
69,951.00		5534.11 COLUMBIA INTERNATIONAL VALUE FUN PROPERTY TYPE: SECURITIES 92,309.00				05/14/2002 -22,358.00	05/21/2010
47,000.00		4311.927 COLUMBIA MARSICO INTERNATIONAL PROPERTY TYPE: SECURITIES 65,498.00				04/04/2006 -18,498.00	04/23/2010

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

Kind of Property		Description				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)	
39,000.00		4118.268 COLUMBIA MARSICO INTERNATIONAL PROPERTY TYPE: SECURITIES 62,556.00				04/04/2006 -23,556.00	05/21/2010
20,841.00		1725.218 COLUMBIA MARSICO INTERNATIONAL PROPERTY TYPE: SECURITIES 26,206.00				04/04/2006 -5,365.00	03/24/2011
60,159.00		4980.08 COLUMBIA MARSICO INTERNATIONAL O PROPERTY TYPE: SECURITIES 53,685.00				03/19/2004 6,474.00	03/24/2011
118,664.00		10946.848 COLUMBIA MID CAP INDEX FUND CL PROPERTY TYPE: SECURITIES 109,797.00				03/19/2004 8,867.00	04/23/2010
36,336.00		3352.045 COLUMBIA MID CAP INDEX FUND CLA PROPERTY TYPE: SECURITIES 28,191.00				07/25/2003 8,145.00	04/23/2010
138,755.00		14483.865 COLUMBIA MID CAP INDEX FUND CL PROPERTY TYPE: SECURITIES 121,809.00				07/25/2003 16,946.00	05/21/2010
73,000.00		4413.543 COLUMBIA SMALL CAP INDEX FUND C PROPERTY TYPE: SECURITIES 63,599.00				07/25/2003 9,401.00	04/23/2010
65,649.00		4481.151 COLUMBIA SMALL CAP INDEX FUND C PROPERTY TYPE: SECURITIES 64,573.00				07/25/2003 1,076.00	05/21/2010
66,962.00		1389.823 COLUMBIA SMALL CAP VALUE I FUND PROPERTY TYPE: SECURITIES 62,000.00				04/23/2010 4,962.00	03/24/2011
14,038.00		291.373 COLUMBIA SMALL CAP VALUE I FUND PROPERTY TYPE: SECURITIES 12,171.00				03/23/2010 1,867.00	03/24/2011
21,000.00		619.286 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES 17,650.00				04/23/2010 3,350.00	03/24/2011

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

Kind of Property		Description				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)	
86,000.00		4621.171 EATON VANCE LARGE-CAP VALUE FUN PROPERTY TYPE: SECURITIES 85,492.00				04/23/2010 508.00	03/24/2011
85,000.00		1360.871 HARBOR INTERNATIONAL FUND INSTL PROPERTY TYPE: SECURITIES 76,141.00				04/23/2010 8,859.00	03/24/2011
50,000.00		2384.359 LAZARD FUNDS INC EMERGING MKTS PROPERTY TYPE: SECURITIES 46,328.00				04/23/2010 3,672.00	03/24/2011
13,000.00		808.458 NATIXIS FDS TR IV AEW REAL ESTAT PROPERTY TYPE: SECURITIES 11,806.00				04/23/2010 1,194.00	03/24/2011
112,121.00		12121.212 OLD MUTUAL TS&W MID CAP VALUE PROPERTY TYPE: SECURITIES 100,000.00				04/23/2010 12,121.00	03/24/2011
114,041.00		12328.767 OLD MUTUAL TS&W MID CAP VALUE PROPERTY TYPE: SECURITIES 99,000.00				03/23/2010 15,041.00	03/24/2011
102,224.00		11051.213 OLD MUTUAL TS&W MID CAP VALUE PROPERTY TYPE: SECURITIES 82,000.00				05/21/2010 20,224.00	03/24/2011
30,000.00		3118.503 PIMCO COMMODITY REALRETURN STRA PROPERTY TYPE: SECURITIES 25,322.00				04/23/2010 4,678.00	03/24/2011
26,000.00		2561.576 ROWE T PRICE INTL FUNDS INC INT PROPERTY TYPE: SECURITIES 24,975.00				03/23/2010 1,025.00	03/24/2011

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)							----- -333,493. =====	

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	17,887.	17,887.
BOFA CASH RESERVES TRUST CLASS	34.	34.
COLUMBIA ACORN FUND CLASS Z SHARES	458.	458.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,845.	2,845.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	11,228.	11,228.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	430.	430.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	5,929.	5,929.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	2,279.	2,279.
EATON VANCE LARGE-CAP VALUE FUND CL I	17,478.	17,478.
HARBOR INTERNATIONAL FUND INSTL CL	5,174.	5,174.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	9,603.	9,603.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	2,361.	2,361.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	1,981.	1,981.
PIMCO TOTAL RETURN FUND INSTL	65,945.	65,945.
PIMCO COMMODITY REALRETURN STRATEGY FUND	37,029.	37,029.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	3,721.	3,721.
	-----	-----
TOTAL	184,382.	184,382.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
GROSS O&G ROYALTY INCOME	87,601.	87,601.
INTEREST INCOME - O&G	10.	10.
	-----	-----
TOTALS	87,611.	87,611.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BANK OF AMERICA, N.A.	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL EXCISE ESTIMATES	1,823.	
FOREIGN TAXES ON QUALIFIED FOR	2,646.	2,646.
FOREIGN TAXES ON NONQUALIFIED	269.	269.
	-----	-----
TOTALS	4,738.	2,915.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
O&G ROYALTY EXPENSES -		
PRODUCTION TAXES	3,659.	3,659.
AD VALOREM TAXES	3,061.	3,061.
LEGAL/PROFESSIONAL FEES	5,130.	5,130.
LEASE OPERATING	842.	842.
STATE TAX W/H	442.	442.
TOTALS	----- 13,134. =====	----- 13,134. =====

SUMMERFIELD G ROBERTS FOUNDATION

75-2341916

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

DESCRIPTION

C OR F

BEGINNING
BOOK VALUEENDING
BOOK VALUEENDING
FMV

ARTIO GLOBAL HIGH INCOME FD	C	70,000.	144,369.	145,825.
COLUMBIA TOTAL RETURN BD FD	C	1,141,881.		
COLUMBIA HIGH INCOME FUND	C	164,606.		
PIMCO TOTAL RETURN FUND	C	406,000.	1,167,000.	1,147,746.
PIMCO COMMODITY STRATEGY FD	C	116,000.	298,678.	373,094.
ROWE T PRICE INTL FDS	C	35,000.	69,025.	72,639.
COLUMBIA ACORN FUND	C	99,000.	272,674.	325,771.
COLUMBIA ACORN INTL FD	C	35,000.	100,000.	118,931.
COLUMBIA LARGE CAP VALUE FD	C	936,474.		
COLUMBIA MARSICO GROWTH FD	C	1,321,704.		
COLUMBIA INTL VALUE FD	C	184,273.		
COLUMBIA MARSICO INTL OPP FD	C	420,613.	212,667.	238,905.
COLUMBIA MID CAP INDEX FD	C	259,797.		
COLUMBIA SMALL CAP INDEX FD	C	128,173.		
COLUMBIA SMALL CAP VALUE I	C	64,000.	104,829.	127,164.
COLUMBIA SMALL CAP GROWTH I FD	C	35,000.	81,350.	107,735.
EATON VANCE LARGE CAP VALUE FD	C	458,000.	1,233,508.	1,331,245.
HARBOR INTL FD	C	93,000.	196,859.	238,987.
LAZARD FUNDS INC	C	162,000.	422,672.	499,095.
OLD MUTUAL MID AP VALUE	C	99,000.		
NATIXIS FDS TR IV AEW REAL	C	70,000.	186,156.	221,470.
COLUMBIA SELECT SMALL CAP FD	C	29,000.	86,000.	104,980.
COLUMBIA SELECT LARGE CAP GROW	C	458,000.	1,656,000.	2,066,382.
JOHN HANCOCK FDS III	C		197,000.	200,579.
PIMCO DEVELOPING LOCAL MKTS	C		73,000.	73,269.

TOTALS

6,786,521.

6,501,787.

7,393,817.

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
OIL & GAS ROYALTY INTERESTS	150,591. -----	1. -----	435,357. -----
TOTALS	150,591. =====	1. =====	435,357. =====

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

DESCRIPTION -----	AMOUNT -----
ROC ADJUSTMENT - 2010	661.

TOTAL	661.
	=====

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

DESCRIPTION -----	AMOUNT -----
NET ROUNDING	3.
MINERAL ASSET BASIS ADJUSTMENT	150,590.
BASIS ADJUSTMENT - 2010 SALE	38.

TOTAL	150,631.
	=====

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:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 57,647.

OFFICER NAME:

DAVID JACKSON

ADDRESS:

5556 CARUTH HAVEN LN

DALLAS, TX 75225

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 36,000.

TOTAL COMPENSATION:

93,647.

=====

RECIPIENT NAME:

MR. DAVID JACKSON

ADDRESS:

5556 CARUTH HAVEN LN

DALLAS, TX 75225

RECIPIENT'S PHONE NUMBER: 214-363-9000

FORM, INFORMATION AND MATERIALS:

THE FOUNDATION WILL PROVIDE INFORMATION REGARDING THE SCHOLARSHIP PROGRAM TO THE INSTITUTIONS. PROSPECTIVE RECIPIENTS OF THE AWARDS WILL COMPLETE APPLICATION FORMS PROVIDED BY THE INSTITUTION.

SUBMISSION DEADLINES:

SUBMISSION DEADLINE IS DECEMBER 31 OF EACH SUCCESSIVE YEAR.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ONE-THIRD OF INCOME TO TEXAS HISTORY ORGANIZATIONS OR COLLEGES OR UNIVERSITIES TO BE USED TOWARD THE SUPPORT OF THE STUDY, RESEARCH & TEACHING OF TEXAS HISTORY.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ONE-THIRD OF INCOME TO SCHOLARSHIPS AND GRANTS IN MEDICAL RESEARCH.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ONE-THIRD OF INCOME TO SCHOLARSHIPS IN RECOGNIZED GRADUATE SCHOOLS IN BUSINESS, COMMERCE, BANKING, FINANCE AND OIL & GAS. ALL SCHOLARSHIPS MUST BE TO TEXAS RESIDENTS.

RECIPIENT NAME:
UNIVERSITY OF TEXAS MEDICAL
BRANCH
ADDRESS:
301 UNIVERSITY BLVD
GALVESTON, TX 77555-0129
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUND RESEARCH - VACCINE AGAINST ALZHEIMER'S
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 30,348.

RECIPIENT NAME:
ALTON OCHSNER MEDICAL
FOUNDATION
ADDRESS:
1514 JEFFERSON HWY, BH SUITE 240
NEW ORLEANS, LA 70121-2484
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 30,348.

RECIPIENT NAME:
SOUTHERN METHODIST
UNIVERSITY - HISTORY DEPARTMENT
ADDRESS:
P.O. BOX 720135
DALLAS, TX 75275
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT DISSERTATION WRITING FELLOWS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 25,000.

=====

RECIPIENT NAME:

TEXAS STATE HISTORICAL
ASSOCIATION

ADDRESS:

1155 UNION CIRCLE #311580
DENTON, TX 76203-5017

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR TEXAS HISTORY DAY PROGRAMS & WORKSHOPS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

FRIENDS OF THE TEXAS
HISTORICAL SOCIETY

ADDRESS:

P.O. BOX 13497
AUSTIN, TX 78711

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

STUDY OF 'BIG HOUSE' AT BERNARDO PLANTATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CAMP FORD HISTORICAL
ASSOCIATION

ADDRESS:

P.O. BOX 1865
TYLER, TX 75710-1865

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DVD OF VISUAL HISTORY OF CAMP FORD - MUSEUM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

TEXAS CHRISTIAN UNIVERSITY -
NEELEY SCHOOL OF BUSINESS

ADDRESS:

TCU BOX 297044
FT. WORTH, TX 76129

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MBA SCHOLARSHIPS FOR TEXAS RESIDENTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 45,522.

RECIPIENT NAME:

ARTHRITIS FOUNDATION -
NORTH TEXAS

ADDRESS:

4300 MACARTHUR, SUITE 245
DALLAS, TX 75209-6524

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT FELLOWSHIP FOR VACCINE RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 30,348.

RECIPIENT NAME:

BIG THOUGHT

ADDRESS:

2501 OAK LAWN AVE # 550
DALLAS, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TEXAS HISTORY PROGRAMS - DALLAS ISD STUDENTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 3,345.

=====

RECIPIENT NAME:

FORT CHADBOURNE FOUNDATION

ADDRESS:

651 FORT CHADBOURNE RD

BRONTE, TX 76933

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR CENTER'S FILM PROGRAM OF THE SITE HISTORY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

SOPHIENBURG MEMORIAL

ASSOCIATION

ADDRESS:

401 WEST COLL ST

NEW BRAUNFELS, TX 78130

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

WAR BETWEEN THE STATES BOOK - COMAL CNTY, TX

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,700.

RECIPIENT NAME:

MARY CROWLEY CANCER

RESEARCH CENTER

ADDRESS:

1700 PACIFIC AVE, SUITE 110

DALLAS, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR PERSONALIZED VACCINE RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 30,348.

=====

RECIPIENT NAME:

BUCCANEER COMMISSION

ADDRESS:

P.O. BOX 30404

CORPUS CHRISTI, TX 78463-0404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT BUC DAYS HERITAGE PROJECT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

UNIVERSITY OF TEXAS AT DALLAS -

SCHOOL OF MANAGEMENT

ADDRESS:

800 W CAMPBELL RD, SM 40

RICHARDSON, TX 75080-3021

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS FOR TEXAS RESIDENTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 45,522.

TOTAL GRANTS PAID:

303,481.

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FEDERAL FOOTNOTES

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THE 2010 (FYE 03/31/2011) FORM 990-PF IS BEING AMENDED TO REPORT THE
CORRECT AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES REPORTED ON
LINE 1A OF PART X.

