

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

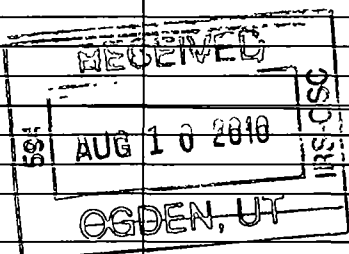
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending

G Check all that apply Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label otherwise, print or type. See Specific Instructions.	Name of foundation CLEVE H TANDY FOUNDATION		A Employer identification number 74-6047828
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (512) 282-1769
	City or town AUSTIN	State ZIP code TX 78747	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,264,771.			

Part III Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the found is not req to att Sch B				
	3 Interest on savings and temporary cash investments	74.	74.	74.	
	4 Dividends and interest from securities	55,022.	55,022.	55,022.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt	245.	245.	245.		
12 Total. Add lines 1 through 11	55,341.	55,341.	55,341.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) I.-1.6b Stmt	1,895.			
	c Other prof fees (attach sch)				
	17 Interest	178.			
	18 Taxes (attach schedule)(see instr)	233.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications	98.				
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	2,404.				
25 Contributions, gifts, grants paid	70,000.			70,000.	
26 Total expenses and disbursements. Add lines 24 and 25	72,404.			70,000.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-17,063.				
b Net investment income (if negative, enter -0-)		55,341.			
c Adjusted net income (if negative, enter -0-)			55,341.		



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Part I 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		81,961.	15,472.	15,472.	
	2	Savings and temporary cash investments			18,173.	18,173.	
	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 the instructions)					
	7	Other notes and loans receivable (attach sch) ▶					
		Less allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U.S. and state government obligations (attach schedule)					
	b	Investments – corporate stock (attach schedule) L-10b Stmt		407,829.	403,614.	627,963.	
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		684,579.	716,244.	603,163.	
	11	Investments – land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)						
14	Land, buildings, and equipment basis ▶						
	Less: accumulated depreciation (attach schedule) ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		1,174,369.	1,153,503.	1,264,771.		
LIABILITIES	17	Accounts payable and accrued expenses.					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)					
NEUTRAL	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
ASSETS BALANCES	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds		1,174,369.	1,153,503.		
	30	Total net assets or fund balances (see the instructions)		1,174,369.	1,153,503.		
31	Total liabilities and net assets/fund balances (see the instructions)		1,174,369.	1,153,503.			

Part II Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,174,369.
2	Enter amount from Part I, line 27a	2	-17,063.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD	3	685.
4	Add lines 1, 2, and 3	4	1,157,991.
5	Decreases not included in line 2 (itemize) ▶ CAPITAL LOSS	5	4,488.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,153,503.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 35,000 FEDERAL HOME LOAN BANK	P	02/02/07	02/06/09
b .55 WELLS FARGO COMPANY	P	01/26/05	01/02/09
c 489 DELPHI AUTOMOTIVE SYSTEMS CO	P	07/02/85	11/04/09
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 35,000.		35,290.	-290.
b 16.		150.	-134.
c 0.		4,065.	-4,065.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-290.
b			-134.
c			-4,065.
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	-4,489.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
	2008	75,287.	1,366,867.	0.055080
	2007	70,625.	1,542,454.	0.045787
	2006	72,400.	1,470,527.	0.049234
	2005	67,740.	1,476,002.	0.045894
	2004	69,183.	1,441,005.	0.048010

2 Total of line 1, column (d)	2	0.244005
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	0.048801
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,310,637.
5 Multiply line 4 by line 3	5	63,960.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	553.
7 Add lines 5 and 6	7	64,513.
8 Enter qualifying distributions from Part XII, line 4	8	70,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	553.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	553.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	553.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	716.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	716.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	163.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 163. Refunded <input type="checkbox"/>		11	

Part VI Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)		
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? <i>If 'No,' attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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 ▶ N/A	13	X	
14	The books are in care of ▶ <u>CLEVE EARLEY</u> Telephone no. ▶ <u>(512) 282-1769</u> Located at ▶ <u>10512 LA COSTA DRIVE</u> <u>AUSTIN TX</u> ZIP + 4 ▶ <u>78747</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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 2009?	1 c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see the instructions)	2 b	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 ▶ 20__ , 20__ , 20__ , 20__ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2009 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 2009)	3 b	X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2009?	4 b	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 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 instructions)?

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?

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?

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUDD M EARLEY 9364 CINCHONA TR SAN ANTONIO TX 78266	PRESIDENT	0.00	0.	0.
CLEVE M EARLEY 10517 LA COSTA AUSTIN TX 78747	1ST V-PRES	0.00	0.	0.
ANNALYN EARLEY 6513 HARRGATE AUSTIN TX 78759	2ND V-PRES	0.00	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

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

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

None

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

3 Five highest-paid independent contractors for professional services— (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ None

Part X 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	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2 NONE	0.
All other program-related investments See instructions	
3 See Line 3 Statement	0.
Total. Add lines 1 through 3 ▶	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a Average monthly fair market value of securities	1a	1,330,596.
b Average of monthly cash balances.	1b	
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,330,596.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,330,596.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	19,959.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,310,637.
6 Minimum investment return. Enter 5% of line 5	6	65,532.

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

1 Minimum investment return from Part X, line 6		1	65,532.
2a Tax on investment income for 2009 from Part VI, line 5	2a	553.	
b Income tax for 2009 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c		553.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		64,979.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		64,979.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7		64,979.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc— total from Part I, column (d), line 26	1a	70,000.
b Program-related investments— total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	70,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	553.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	69,447.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				64,979.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			67,090.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 70,000.				
a Applied to 2008, but not more than line 2a			67,090.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				2,910.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				62,069.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part IV 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
<i>a Paid during the year</i>				
AUSTIN CHILD GUIDANCE CENTER 810 WEST 45TH STREET AUSTIN TX 78751		PUBLIC	CHARITY	500.
CARITAS OF AUSTIN 308 E. 7TH ST. AUSTIN TX 78701		PUBLIC	CHARITY	500.
LIFE CARE PREGNANCY SERVICE 1215 WEST ANDERSON LN. AUSTIN TX 78757		PUBLIC	CHARITY	1,000.
THE WRIGHT HOUSE WELLNESS CENTER 4301-B NORTH I 35 AUSTIN TX 78722		PUBLIC	CHARITY	500.
MAKE-A-WISH FOUNDATION OF CENTRAL TEXAS 2224 WALSH TARLTON LN STE 200 AUSTIN, TX 78746		PUBLIC	CHARITY	500.
COALITION FOR LIFE 3601 EAST 29TH ST SUITE # 8 BRYAN TX 77802		PUBLIC	CHARITY	500.
HOPE PREGNANCY CENTERS OF BRAZOS VALLEY INC 4500 CARTER CREEK SUITE 201 BRYAN TX 77802		PUBLIC	CHARITY	1,000.
WILSON COUNTY SHERIFF OFFICE 800 10TH ST. FLORESVILLE TX 78114		PUBLIC	CHARITY	1,000.
SAFE PLACE P.O. BOX 19454 AUSTIN TX 78760		PUBLIC	CHARITY	500.
See Line 3a statement				
Total				70,000.
<i>b Approved for future payment</i>				
Total				3b

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
TAX REFUND	244.	244.	244.
INTEREST FROM IRS	1.	1.	1.
Total	<u>245.</u>	<u>245.</u>	<u>245.</u>

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

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> CHERYL EARLEY 10512 LA COSTA AUSTIN TX 78747	SEC	0.00	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> SHEILA EARLEY 9364 CINCHONA TR SAN ANTONIO TX 78266	TRES	0.00	0.	0.
Total		<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 7, Part IX-B, Summary of Program Related Investments

Line 3 Statement

All other program-related investments. See instructions	
NONE	0.
NONE	0.
Total	<u>0.</u>

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
BRACKEN VOLUNTEER FIRE DEPARTMENT 23600 FM 3009 SAN ANTONIO, TX 78266		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
PROJECT TRANSITIONS P.O. BOX 4826 AUSTIN TX 78765		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
THE SALVATION ARMY P.O. BOX 1000 AUSTIN TX 78767		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
CITY OF CONVERSE P.O. BOX 36 CONVERSE TX 78109		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
WORLD DENTAL RELIEF P.O. BOX 747 BROKEN ARROW OK 74013		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
COMAL COUNTY 150 N. SEGUIN NEW BRAUNFELS TX 78130		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,900.
NEW BRAUNFELS DOWNTOWN ROTARY CLUB P.O. BOX 31197 NEW BRAUNFELS TX 78131		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
WONDERS & WORRIES INC 923 WESTBANK DR. STE C AUSTIN TX 78746		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
THE RISE SCHOOL OF AUSTIN 4220 MONTEREY OAKS AUSTIN TX 78749		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
THE 100 CLUB OF COMAL CO 1248 FREIHEIT RD NEW BRAUNFELS TX 78130		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
RIVER VALLEY CHRISTIAN FELLOWSHIP 494 HWY 71 WEST BASTROP TX 78602		PUBLIC	RELIGION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
TEXAS LUTHERAN UNIVERSITY 1000 WEST COURT SEGUIN TX 78155		PUBLIC	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
MENGER ELEMENTARY 2401 S. ALAMEDA CORPUS CHRISTI TX 78404		PUBLIC	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
FOCUS ON THE FAMILY PO BOX 35500 COLORADO SPRINGS CO 80935-3500		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
HOLY TRINITY PRESBYTERIAN CHURCH 16245 NACOGDOCHES RD. SAN ANTONIO TX 78247		PUBLIC	RELIGION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
FIRST EVANGELICAL FREE CHURCH 4220 MONTEREY OAKS BLVD. AUSTIN TX 78749		PUBLIC	RELIGION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
PRESBYTERIAN MO-RANCH 2229 FM 1340 HUNT TX 78024		PUBLIC	RELIGION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
INSIGHT FOR LIVING P.O. BOX 69000 ANAHEIM CA 92817		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
PEOPLE TO PEOPLE 1225 E. ROSEMEADE PARKWAY CARROLLTON TX 75007		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
SCHERTZ POLICE DEPARTMENT 1400 SCHERTZ PARKWAY SCHERTX TX 78154		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
CYSTIC FIBROSIS FOUNDATION 423 A NEW KARNER ROAD ALBANY NY 12205		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 200.
INGRAM VOLUNTEER FIRE DEPARTMENT P.O. BOX 271 INGRAM TX 78025		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
AUSTIN THEATER ALLIANCE 713 CONGRESS AVE AUSTIN TX 78701		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
JUVNILE DIABETES RESEARCH FOUNDATION 26 BROADWAY 14TH FLOOR NEW YORK NY 10004		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100.
SUNSHINE COTTAGE SCHOOL FOR DEAF CHILDREN 103 TULETA DR SAN ANTONIO TX 78212		PUBLIC	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,000.
BASTROP PREGNANCY RESOURCE CTR 1109 CHURCH STREET BASTROP TX 78602		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
CAPITAL AREA DENTAL FOUNDATION 3736 BEE CAVE RD AUSTIN TX 78746		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
IN TOUCH MINISTRIES P.O. BOX 7900 ATLANTA GA 30357		PUBLIC	RELIGION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
IGLESIA NUEVA VIDA 1322 E. UNIVERSITY AVE GEORGETOWN TX 78626		PUBLIC	RELIGION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
VIA METRO TRANSIT 1021 SAN PEDRO AVE SAN ANTONIO TX 78212		PUBLIC	CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CITY OF SELMA 9375 CORPORATE DR SELMA TX 78154		PUBLIC	CHARITY	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
ST JOSEPH ACADEMY 101 ST JOSEPH DR. BROWNSVILLE TX 78520		PUBLIC	EDUCATION	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,500.
NEW BRAUNFELS CITIZEN POLICE ACADEMY 1488 SOUTH SEGUIN AVE NEW BRAUNFELS TX 78130		PUBLIC	CHARITY	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,500.
SELMA FIRE DEPARTMENT 9375 CORPORATE DR SELMA TX 78154		PUBLIC	CHARITY	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 300.
SEASON FOR CARING P.O. BOX 50066 AUSTIN TX 78763		PUBLIC	CHARITY	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
CAPITAL AREA FOOD BANK OF TEXAS 8201 S. CONGRESS AVE AUSTIN TX 78745		PUBLIC	CHARITY	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.

Total

64,000.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EARLEY CO., INC.	PREP OF 990-PF	1,895.			

Total

1,895.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
600 SHRS A T & T INC	13,011.	16,818.
126 ALCATEL LUCENT ADS	2,300.	418.
308 SHRS CHEVRON CORPORATION	9,606.	23,713.
1000 SHRS COHEN & STEERS REIT & PREFERRED	25,431.	10,350.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
363 SHRS COMCAST CORP NEW	3,558.	6,120.
1000 SHRS CONSOLIDATED EDISON INC	43,807.	45,430.
12000 SHRS DNP SELECT INCOME FUND INC	115,740.	107,520.
600 SHRS DUKE REALTY CORP NEW	12,000.	7,302.
1400 SHRS FMC TECHNOLOGIES	2,055.	80,976.
800 SHRS FMC CORPORATION	2,378.	44,608.
7 SHRS FAIRPOINT COMMUNICATIONS	40.	0.
341 SHRS FORD MOTOR COMPANY NEW	8,643.	3,410.
500 SHRS GENERAL ELECTRIC COMPANY	18,024.	7,565.
20 IDEARC INC	357.	0.
405 SHRS JPMORGAN CHASE & COMPANY	5,805.	16,876.
302 SHRS JOHN BEAN TECHNOLOGIES CORP	100.	5,137.
1500 SHRS NATIONAL LOAN BANK	3,609.	141.
472 SHRS NORTHWEST NATURAL GAS	10,021.	21,259.
1000 SHRS PFIZER INCORPORATED	24,953.	18,190.
1060 SHRS PIEDMONT NATURAL GAS	10,078.	28,355.
400 SHRS VERIZON COMMUNICATIONS	9,336.	13,252.
6099 SHRS WELLS FARGO & CO NEW	82,052.	164,612.
100 ZIMMER HOLDINGS INC	710.	5,911.
Total	<u>403,614.</u>	<u>627,963.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
100,000 INTL LEASE FINANCE CORP	100,000.	98,184.
100,000 MORGAN STANLEY	100,630.	105,400.
100,000 AMERICAN GEN FIN CORP	100,000.	71,944.
50,000 ALAMEDA CORRDR TRNSN ATH	50,004.	51,106.
100,000 GENERAL ELECTRIC COMPANY	99,897.	102,186.
100,000 PRINCIPAL LIFE CORENOTES	100,000.	94,991.
99 000 LEHMAN BROTHERS HOLDINGS	98,758.	15,345.
64 000 HOUSTON TX INDPT SCH DIST	66,955.	64,007.
Total	<u>716,244.</u>	<u>603,163.</u>

CLEVE H TANDY FOUNDATION EIN 74-6047825
 PART X - MINIMUM INVESTMENT RETURN
 2009 FORM 990-PF

FAIR MARKET VALUE OF ASSETS	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER	AVERAGE VALUE
(A) AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES	971,199	850,245	880,407	934,143	1,019,193	1,018,572	1,067,545	1,109,541	1,147,169	1,129,747	1,213,259	1,230,986	1,047,667
(B) AVERAGE MONTHLY CITI BANK CHECKING ACCOUNT BALANCE 1ST OF MONTH	935	1,936	6,738	5,240	3,740	3,143	3,143	2,389	2,389	13,641	10,043	56,868	56,868
BALANCE LAST OF MONTH	1,936	6,738	5,240	3,740	3,143	3,143	2,389	2,389	13,641	10,043	56,868	18,972	18,972
AVERAGE	1,436	4,337	5,989	4,490	3,442	3,143	2,766	2,389	8,015	11,842	33,456	37,920	9,935
MONEY MARKET FUND	81,531	113,282	123,391	126,800	128,778	134,140	135,881	141,585	134,637	137,920	12,700	18,173	107,402

PART X SUMMARY
 (A) AV MO FAIR MK VALUE SECURITIES 1,213,259
 (B) AV MO CASH BALANCE 117,337
 (C) OTHER ASSET 0
 (D) TOTAL VALUE 1,330,596

DATE ACQUIRED	STATEMENT OF APPLICATION OF FUNDS	ASSETS AT COST	INCOME RECEIVED	ASSETS SOLD	ASSETS RECEIVED	DISBURSEMENTS FOR REVENUE ENCES	DISBURSEMENTS FOR EXPENSES	ASSETS AT COST 12/31/09	FAIR MARKET VALUE 12/31/09
	CLEVE H TANDY FOUNDATION								
	74-6047828								
	STATEMENT OF APPLICATION OF FUNDS								
	2009 FORM 990-PF								
		ASSETS AT COST	INCOME RECEIVED	ASSETS SOLD	ASSETS RECEIVED	DISBURSEMENTS FOR REVENUE ENCES	DISBURSEMENTS FOR EXPENSES	ASSETS AT COST 12/31/09	FAIR MARKET VALUE 12/31/09
	CASH	435 33	87,017 75	0 00	0 00	70,000 00	1,980 59	15,472 49	15,472 49
	MONEY MARKET FUND	81,526 16	0 00	62,111 20	67,133 14	0 00	58,331 30	18,172 92	18,172 92
	INVESTMENTS								
	INTEREST		17 75						
	MONEY MARKET		56 74						
12/9/1993	600 SHRS AT&T INC	13,011 15	984 00					13,011 15	16,918 00
8/12/1985	126 ALCATEL LUCENT	2,299 57	0 00					2,299 57	418 32
11/12/1996	308 CHEVRON CORPORATION	9,605 50	819 28					9,605 50	23,712 92
8/12/1985	363 SHRS COMCAST CORP NEW CLASS A	3,558 49	96 19					3,558 49	6,120 18
1/21/2005	1000 CONSOLIDATED EDISON INC	43,807 32	2,360 00					43,807 32	45,430 00
7/2/1985	489 SHRS DELPHI AUTOMOTIVE SYS CORP	4,064 61	0 00	(4,064 61)				0 00	0 00
1/14/1997	600 SHRS DURE REALTY CORP	12,000 00	456 00					12,000 00	7,302 00
4/1/1990	1400 FMC TECHNOLOGIES INC	2,054 66	0 00					2,054 66	80,976 00
4/1/1990	800 SHRS FMC CORPORATIONS	2,378 48	400 00					2,378 48	44,608 00
09/13/1992	7 SHRS FARIPOINT COMMUNICATIONS	40 29	1 80					40 29	0 23
6/19/2000	341 SHRS FORD MOTOR CO NEW	8,642 86	0 00					8,642 86	3,410 00
1/26/2005	500 SHRS GENERAL ELECTRIC COMPANY	18,023 69	410 00					18,023 69	7,565 00
8/13/1992	20 SHRS IDEARC INC	356 94	0 00					356 94	0 07
1/1/1990	405 SHRS JP MORGAN CHASE & CO	5,805 00	214 65					5,805 00	16,876 35
04/01/1990	302 SHRS JOHN BEAN TECHNOLOGIES CORP	100 07	84 56					100 07	5,137 02
VARIOUS	1500 SHRS NATIONAL LOAN BANK	3,609 00	0 00					3,609 00	141 00
8/13/1992	472 SHRS NORTHWEST NATURAL GAS	10,021 33	755 20					10,021 33	21,258 88
1/26/2005	1000 SHRS PFIZER INCORPORATED	24,953 47	800 00					24,953 47	18,190 00
8/13/1992	1060 SHRS PIEDMONT NATURAL GAS CO INC	10,078 43	1,134 20					10,078 43	28,355 00
8/13/1992	400 SHRS VERIZON COMMUNICATIONS	9,336 35	742 00					9,336 35	13,252 00
1/26/2005	500 SHRS WACHOVIA CORP NEW	27,095 16	0 00	(27,095 16)				0 00	0 00
1/1/1990	6099 SHRS WELLS FARGO & CO NEW	55,106 54	2,988 51	(149 70)				82,052 00	164,612 01
3/23/1993	100 SHRS ZIMMER HOLDINGS INC	710 18	0 00					710 18	5,911 00
7/1/2003	1000 SHRS COHEN & STEERS REIT	25,430 89	837 50					25,430 89	10,350 00
VARIOUS	12000 SHRS DUFF & PHELPS UTILS INCOME INC	115,740 00	8,580 00					115,740 00	107,570 00
02/12/1999	50,000 ALAMEDA CORRIDOR 6 37% 10-01-13								
11/17/2009	64,000 HOUSTON TX INDPST SCH DIST GO 6 168%	50,004 00	3,125 00					50,004 00	51,105 50
		0 00	0 00		67,133 14			66,954 95	64,007 45
08/11/2008	100,000 INTL LEASE FIN CORP NOTES 7 45%	100,000 00	7,470 69					100,000 00	98,184 00
08/18/2003	100,000 MORGAN STANLEY GLOBAL 5 4% 03-01-13	100,630 00	5,300 00					100,630 00	105,400 00
05/27/2008	100,000 AMERICAN GEN FIN CORP INC NOTE 5 75%	100,000 00	5,750 04					100,000 00	71,944 00
02/04/2007	35,000 FEDL HOME LOAN BANK BOND	35,289 88	962 50	(35,289 88)				0 00	0 00
02/20/2008	100,000 GENERAL ELECTRIC CO DEBENTURES 5 25%	99,897 40	5,250 00					99,897 40	102,186 00
02/20/2008	100,000 PRINCIPAL LIFE CORPNOTES 5 50%	100,000 00	5,500 00					100,000 00	94,991 00
01/25/2008	99,000 IERMAN BROTHERS HOLDINGS NOTES 7 00%	98,758 00	0 00					98,758 00	15,345 00
	CASH TENDER	0 00	0 00	4,488 15				0 00	0 00
	ULTRA ASSET FEE	0 00	0 00						
	TOTALS	1,092,409 26	55,096 61	(62,111 20)	67,133 14	0 00	0 00	1,119,860 02	1,264,772 34