

Return of Private Foundation

Department of the Treasury
Internal Revenue Service (77)

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

2007

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

For calendar year 2007, or tax year beginning , 2007, and ending

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation ENGLISH-BONTER-MITCHELL FDN NATIONAL CITY BANK		A Employer identification number 35-6247168
	Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 94651	Room/suite	B Telephone number (see the instructions) (216) 222-8241
	City or town, state, and ZIP code CLEVELAND, OH 44101-4651		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"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 142,089,414.68		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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 the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,220,335.60	4,220,335.60		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,781,240.32			
	b Gross sales price for all assets on line 6a 42,467,399.09				
	7 Capital gain net income (from Part IV, line 2)		5,781,240.32		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	10,001,575.92	10,001,575.92			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	713,778.07	356,889.04		356,889.04
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	1,000.00	NONE	NONE	1,000.00
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see the instructions) STMT 2	253,872.73	32,507.90		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 3	12,163.01	1,719.26		10,443.75
	24 Total operating and administrative expenses. Add lines 13 through 23	980,813.81	391,116.20	NONE	368,332.79
	25 Contributions, gifts, grants paid	6,044,500.00			6,044,500.00
26 Total expenses and disbursements. Add lines 24 and 25	7,025,313.81	391,116.20	NONE	6,412,832.79	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,976,262.11				
b Net investment income (if negative, enter -0-)		9,610,459.72			
c Adjusted net income (if negative, enter -0-)					

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

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	6,267,487.49	4,436,364.84	4,436,364.84
	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 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	15,901,193.09	16,936,145.01	21,972,813.11
	b Investments - corporate stock (attach schedule)	60,228,493.84	55,755,943.14	68,843,882.92
	c Investments - corporate bonds (attach schedule)	37,669,223.46	45,926,377.21	46,836,353.81
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	120,066,397.88	123,054,830.20	142,089,414.68	
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 <input type="checkbox"/>			
	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 <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	120,066,397.88	123,054,830.20		
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)	120,066,397.88	123,054,830.20		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	120,066,397.88	123,054,830.20		

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	120,066,397.88
2 Enter amount from Part I, line 27a	2	2,976,262.11
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	57,042.02
4 Add lines 1, 2, and 3	4	123,099,702.01
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	44,871.81
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	123,054,830.20

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns (a) through (k) for capital gains and losses. Includes rows for 'SEE PART IV SCHEDULE' and summary rows for capital gain net income and net short-term capital gain.

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

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

Table with columns (a) through (d) for qualification under Section 4940(e). Includes rows for base period years (2002-2006), total of line 1, average distribution ratio, net value of noncharitable-use assets, and final distribution calculations.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	192,209.19
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	192,209.19
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	192,209.19
6 Credits/Payments:		
a 2007 estimated tax payments and 2006 overpayment credited to 2007	6a	184,870.00
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	184,870.00
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	7,339.19
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2008 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? <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. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the organization 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? <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
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?		N/A
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, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► _____ STMT 6		
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 <i>General Instruction G</i> ? <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 2007 or the taxable year beginning in 2007 (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

Part VII-A Statements Regarding Activities (continued)

11a	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)	11a		<input checked="" type="checkbox"/>
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b		
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <input type="checkbox"/> N/A	13	<input checked="" type="checkbox"/>	
14	The books are in care of <input type="checkbox"/> NATIONAL CITY BANK Telephone no. <input type="checkbox"/> (216) 222-8241 Located at <input type="checkbox"/> P O BOX 94651 CLEVELAND, OH ZIP + 4 <input type="checkbox"/> 44101-4651			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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
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? <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 checked="" type="checkbox"/> Yes <input 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 page 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	<input checked="" type="checkbox"/>
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 2007?	1c	<input checked="" type="checkbox"/>
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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2007 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2007.</i>)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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 2007?	4b	<input checked="" type="checkbox"/>

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

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

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

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

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

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

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

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

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? N/A Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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 23 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 7		713,778.07	-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 Yes No **NONE**

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	141,135,461.10
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	141,135,461.10
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	141,135,461.10
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	2,117,031.92
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	139,018,429.18
6	Minimum investment return. Enter 5% of line 5	6	6,950,921.46

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	6,950,921.46
2a	Tax on investment income for 2007 from Part VI, line 5	2a	192,209.19
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	192,209.19
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,758,712.27
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	6,758,712.27
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	6,758,712.27

Part XII Qualifying Distributions (see page 26 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	6,412,832.79
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	6,412,832.79
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,412,832.79

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				6,758,712.27
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only			5,783,472.15	
b Total for prior years: _____, _____		NONE		
3 Excess distributions carryover, if any, to 2007:				
a From 2002	NONE			
b From 2003	NONE			
c From 2004	NONE			
d From 2005	NONE			
e From 2006	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$ <u>6,412,832.79</u>				
a Applied to 2006, but not more than line 2a . . .			5,783,472.15	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)	NONE			
d Applied to 2007 distributable amount				629,360.64
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2007 . (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 2006. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008.				6,129,351.63
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 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2003	NONE			
b Excess from 2004	NONE			
c Excess from 2005	NONE			
d Excess from 2006	NONE			
e Excess from 2007	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 2007, 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)

Table with 5 columns: (a) 2007, (b) 2006, (c) 2005, (d) 2004, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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).

N/A

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.

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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 XV **Supplementary Information** (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 8				
Total			▶ 3a	6,044,500.00
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					820,908.73	
2,555.69		2555.69				08/23/2002	01/16/2007	
		GOVERNMENT NATL MTG ASSN GTD REM PROPERTY TYPE: SECURITIES						
		2,664.11					-108.42	
223.45		223.45		5.5%	10/01	09/25/2002	01/25/2007	
		FNMA POOL #254504 PROPERTY TYPE: SECURITIES						
		230.71					-7.26	
1,337.74		1337.74		5%	10/0	10/10/2003	01/25/2007	
		FNMA POOL #747528 PROPERTY TYPE: SECURITIES						
		1,322.69					15.05	
397,307.78		10500.				06/29/2006	02/02/2007	
		AT & T INC PROPERTY TYPE: SECURITIES						
		291,795.00					105,512.78	
849,927.74		9775.				11/22/2005	02/02/2007	
		ALTRIA GROUP INC PROPERTY TYPE: SECURITIES						
		712,259.29					137,668.45	
753,406.85		3550.				02/27/2004	02/02/2007	
		GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES						
		381,844.04					371,562.81	
512,258.25		10000.				06/15/2004	02/02/2007	
		ILLINOIS TOOL WORKS INC COM PROPERTY TYPE: SECURITIES						
		461,003.00					51,255.25	
499,386.85		5275.				11/04/2003	02/02/2007	
		MERRILL LYNCH & COMPANY INC PROPERTY TYPE: SECURITIES						
		314,825.19					184,561.66	
816,902.88		22400.				11/01/2006	02/02/2007	
		SELECT SECTOR SPDR FUND MATERIALS PROPERTY TYPE: SECURITIES						
		752,171.39					64,731.49	
654,300.52		16400.				06/15/2004	02/02/2007	
		WEATHERFORD INTL LTD INC BERMUDA PROPERTY TYPE: SECURITIES						
		356,114.52					298,186.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,712.07		2712.07					08/23/2002	02/16/2007
		2,827.12					-115.05	
203.45		203.45		5.5%	10/01		09/25/2002	02/25/2007
		210.06					-6.61	
1,152.14		1152.14		5%	10/0		10/10/2003	02/25/2007
		1,139.18					12.96	
365,119.77		10000.					06/29/2006	02/28/2007
		277,900.00					87,219.77	
164,303.90		4500.					01/31/2006	02/28/2007
		117,429.75					46,874.15	
251,939.52		11365.					11/22/2005	03/08/2007
		365,258.81					-113319.29	
372,051.66		20350.					11/27/2006	03/08/2007
		579,443.29					-207391.63	
105,753.74		11365.					11/22/2005	03/08/2007
		135,650.16					-29,896.42	
381,241.51		4360.					11/13/2006	03/14/2007
		348,549.30					32,692.21	
2040000.00		2040000.					06/27/2002	03/15/2007
		2082792.19					-42,792.19	
2,725.26		2725.26					08/23/2002	03/16/2007
		2,840.87					-115.61	

**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)	
97,187.51		1700. AMERICAN EXPRESS COMPANY PROPERTY TYPE: SECURITIES 76,412.29					06/15/2004 20,775.22	03/21/2007
743,743.36		16400. WEATHERFORD INTL LTD INC BERMUDA PROPERTY TYPE: SECURITIES 356,114.52					06/15/2004 387,628.84	03/21/2007
862.13		862.13 FNMA POOL #254504 PROPERTY TYPE: SECURITIES 890.15		5.5% 10/01			09/25/2002 -28.02	03/25/2007
2,453.66		2453.66 FNMA POOL #747528 PROPERTY TYPE: SECURITIES 2,426.06		5% 10/0			10/10/2003 27.60	03/25/2007
467,889.63		12000. AT & T INC PROPERTY TYPE: SECURITIES 313,146.00					01/31/2006 154,743.63	03/28/2007
513,531.13		10000. ILLINOIS TOOL WORKS INC COM PROPERTY TYPE: SECURITIES 461,003.00					06/15/2004 52,528.13	03/28/2007
342,392.00		3425. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES 299,096.35					01/31/2006 43,295.65	03/28/2007
699,364.28		12500. AMGEN PROPERTY TYPE: SECURITIES 709,219.67					06/15/2004 -9,855.39	03/29/2007
600,000.00		600000. MORGAN STANLEY DEAN WITTER DTD 0 PROPERTY TYPE: SECURITIES 605,946.00					02/01/2006 -5,946.00	04/01/2007
2,547.32		2547.32 GOVERNMENT NATL MTG ASSN GTD REM PROPERTY TYPE: SECURITIES 2,655.38					08/23/2002 -108.06	04/16/2007
519,475.00		550000. SLM CORP MED TERM PROPERTY TYPE: SECURITIES 536,794.50		4% 1/1			07/21/2005 -17,319.50	04/19/2007

**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)	
1,473.63		1473.63		5.5%	10/0		09/25/2002	04/25/2007
		1,521.52					-47.89	
1,154.15		1154.15		5%	10/0		10/10/2003	04/25/2007
		1,141.17					12.98	
754,589.59		3425.					06/15/2004	05/02/2007
		324,546.60					430,042.99	
591,998.02		7950.					02/01/2006	05/03/2007
		597,440.12					-5,442.10	
3955000.00		3955000.					07/15/2003	05/15/2007
		4155145.71					-200145.71	
1,896.56		1896.56					08/23/2002	05/16/2007
		1,977.02					-80.46	
747.72		747.72		5.5%	10/01		09/25/2002	05/25/2007
		772.02					-24.30	
3,200.60		3200.6		5%	10/01		10/10/2003	05/25/2007
		3,164.59					36.01	
247,380.16		12615.					05/28/2003	06/05/2007
		255,097.89					-7,717.73	
729,329.25		11300.					09/20/2004	06/05/2007
		506,609.65					222,719.60	
961,243.91		31900.					06/29/2006	06/05/2007
		1152196.10					-190952.19	

**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)	
505,647.25		10000. BANK OF AMER CORP COM PROPERTY TYPE: SECURITIES 418,638.50					06/15/2004	06/05/2007
							87,008.75	
259,590.12		9565. DELL INC PROPERTY TYPE: SECURITIES 333,561.92					12/15/2003	06/05/2007
							-73,971.80	
896,105.02		17900. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES 925,560.67					06/15/2004	06/05/2007
							-29,455.65	
601,448.79		7150. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 193,115.11					07/30/1998	06/05/2007
							408,333.68	
549,062.63		2400. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 220,221.84					06/15/2004	06/05/2007
							328,840.79	
197,778.42		2850. PRAXAIR INC PROPERTY TYPE: SECURITIES 150,936.00					06/29/2006	06/05/2007
							46,842.42	
798,053.28		11500. PRAXAIR INC PROPERTY TYPE: SECURITIES 549,849.50					08/31/2005	06/05/2007
							248,203.78	
226,017.54		3565. PROCTER AND GAMBLE COMPANY PROPERTY TYPE: SECURITIES 232,516.07					02/02/2007	06/05/2007
							-6,498.53	
173,396.34		2735. PROCTER AND GAMBLE COMPANY PROPERTY TYPE: SECURITIES 156,429.42					11/22/2005	06/05/2007
							16,966.92	
948,886.29		8300. JOHNSON CONTROLS INC. PROPERTY TYPE: SECURITIES 495,568.93					08/30/2005	06/06/2007
							453,317.36	
198,410.09		13245. ROYCE FD TOTAL RETURN PROPERTY TYPE: SECURITIES 169,800.90					08/31/2005	06/06/2007
							28,609.19	

**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)	
791,629.00		19875. AT & T INC PROPERTY TYPE: SECURITIES 502,051.03					11/22/2005	06/07/2007
							289,577.97	
759,996.76		12400. ALLSTATE CORP PROPERTY TYPE: SECURITIES 563,906.12					06/15/2004	06/07/2007
98,536.48		1950. EQUITABLE RES CORP COM PROPERTY TYPE: SECURITIES 47,986.09					06/15/2004	06/08/2007
649,245.25		17600. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 581,927.90					06/15/2004	06/08/2007
724,939.96		22800. LOWES COS PROPERTY TYPE: SECURITIES 617,295.18					06/15/2004	06/08/2007
198,086.96		3000. PEPSICO INC PROPERTY TYPE: SECURITIES 165,267.90					06/15/2004	06/08/2007
503,681.10		13845. T ROWE PRICE EMERGING MKTS #111 PROPERTY TYPE: SECURITIES 336,225.92					08/31/2005	06/08/2007
699,569.28		14000. WAL-MART STORES INC PROPERTY TYPE: SECURITIES 796,399.80					06/15/2004	06/08/2007
832,000.00		800000. CS STRUCTURED NOTE PROPERTY TYPE: SECURITIES 800,000.00				3/3	03/23/2007	06/15/2007
555,241.48		20000. DELL INC PROPERTY TYPE: SECURITIES 573,541.34					09/09/2002	06/15/2007
550,214.46		19835. DELL INC PROPERTY TYPE: SECURITIES 508,799.49					09/09/2002	06/15/2007
							41,414.97	

**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)	
483.27		483.27					08/23/2002	06/16/2007
		503.77					-20.50	
603,479.50		650000.		5.4%	3/0		03/27/2007	06/22/2007
		638,748.50					-35,269.00	
627.21		627.21		5.5%	10/01		09/25/2002	06/25/2007
		647.59					-20.38	
2,841.11		2841.11		5%	10/0		10/10/2003	06/25/2007
		2,809.15					31.96	
648,416.67		5400.					11/13/2006	06/28/2007
		549,894.70					98,521.97	
201,211.64		2340.					11/22/2005	06/29/2007
		142,963.94					58,247.70	
495,549.80		13000.					06/15/2004	06/29/2007
		414,480.30					81,069.50	
200,669.00		5260.					08/31/2005	06/29/2007
		121,926.80					78,742.20	
469.90		469.9		5.5%	10/01/		09/25/2002	07/25/2007
		485.17					-15.27	
2,677.14		2677.14		5%	10/0		10/10/2003	07/25/2007
		2,647.02					30.12	
550,000.00		550000.					08/12/2002	07/30/2007
		572,671.00					-22,671.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
913,592.71		32650. ANGLO AMERN PLC ADR PROPERTY TYPE: SECURITIES 909,186.76					06/05/2007 4,405.95	08/10/2007
270,000.00		270000. JOHN DEERE CAPITAL CORP DTD 08/2 PROPERTY TYPE: SECURITIES 269,379.00					08/15/2002 621.00	08/22/2007
12.78		.5 ANGLO AMERICAN ADR PLC PROPERTY TYPE: SECURITIES 16.03					06/05/2007 -3.25	08/23/2007
1,526.31		1526.31 FNMA POOL #254504 PROPERTY TYPE: SECURITIES 1,575.92		5.5% 10/0			09/25/2002 -49.61	08/25/2007
1,595.57		1595.57 FNMA POOL #747528 PROPERTY TYPE: SECURITIES 1,577.62		5% 10/0			10/10/2003 17.95	08/25/2007
358,013.82		9300. USG CORP COM NEW PROPERTY TYPE: SECURITIES 502,505.97					02/02/2007 -144492.15	08/31/2007
868,459.35		24200. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 715,847.43					03/28/2005 152,611.92	09/24/2007
472.98		472.98 FNMA POOL #254504 PROPERTY TYPE: SECURITIES 488.35		5.5% 10/01			09/25/2002 -15.37	09/25/2007
1,509.81		1509.81 FNMA POOL #747528 PROPERTY TYPE: SECURITIES 1,492.82		5% 10/0			10/10/2003 16.99	09/25/2007
160,051.14		12000. PULTE HOMES INC COM (N/C FROM PUL PROPERTY TYPE: SECURITIES 352,208.40					03/08/2007 -192157.26	09/27/2007
1144053.44		31150. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 602,456.58					06/14/2006 541,596.86	10/05/2007

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297,035.99		16650. ALLEGIANT MULTI-FACTOR SM CAP CL PROPERTY TYPE: SECURITIES 285,381.00					05/28/2003 11,654.99	10/11/2007
298,626.30		11235. FIDELITY ADV SMALL CAP I #298 PROPERTY TYPE: SECURITIES 299,525.10					08/30/2005 -898.80	10/11/2007
776,461.37		14900. GLAXO WELLCOME PLC PROPERTY TYPE: SECURITIES 623,724.43					06/15/2004 152,736.94	10/15/2007
508.43		508.43 FNMA POOL #254504 PROPERTY TYPE: SECURITIES 524.95		5.5% 10/01			09/25/2002 -16.52	10/25/2007
1,556.32		1556.32 FNMA POOL #747528 PROPERTY TYPE: SECURITIES 1,538.81		5% 10/0			10/10/2003 17.51	10/25/2007
609,735.95		11550. OSHKOSH TRUCK CORP PROPERTY TYPE: SECURITIES 585,358.07					03/28/2007 24,377.88	10/26/2007
42,032.95		1200. PATRIOT COAL CORP PROPERTY TYPE: SECURITIES 31,081.40					02/02/2007 10,951.55	11/08/2007
100,000.00		100000. AMERICAN EXPRESS PROPERTY TYPE: SECURITIES 99,549.00		3.75% 11/2			11/14/2002 451.00	11/20/2007
399,147.71		15750. TITANIUM METALS CORP PROPERTY TYPE: SECURITIES 511,147.73					06/06/2007 -112000.02	11/21/2007
530.14		530.14 FNMA POOL #254504 PROPERTY TYPE: SECURITIES 547.37		5.5% 10/01			09/25/2002 -17.23	11/25/2007
2,204.58		2204.58 FNMA POOL #747528 PROPERTY TYPE: SECURITIES 2,179.78		5% 10/0			10/10/2003 24.80	11/25/2007

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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)	
749,418.53		11000. ENERGEN CORP PROPERTY TYPE: SECURITIES 533,267.90					02/28/2007 216,150.63	12/05/2007
248,747.96		8100. TEMPLE INLAND INCORPORATED PROPERTY TYPE: SECURITIES 411,576.39					02/02/2007 -162828.43	12/19/2007
562,541.63		7930. WEYERHAEUSER PROPERTY TYPE: SECURITIES 602,641.35					06/06/2007 -40,099.72	12/19/2007
476.26		476.26 FNMA POOL #254504 PROPERTY TYPE: SECURITIES 491.74		5.5% 10/01			09/25/2002 -15.48	12/25/2007
1,946.21		1946.21 FNMA POOL #747528 PROPERTY TYPE: SECURITIES 1,924.32		5% 10/0			10/10/2003 21.89	12/25/2007
TOTAL GAIN (LOSS)							5781240.32 =====	