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Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2007

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2007 calendar year, or tax year beginning 10-1-07, 2007, and ending 9-30-08

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

KURTH MEMORIAL ENDOWMENT TRUST

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

706 SOUTH RAGUET

Room/suite

City or town, state or country, and ZIP + 4

LUFKIN, TEXAS 75904

D Employer identification number

75-6382754

E Telephone number

936-630-0560

F Accounting method:

☒ Cash☐ Accrual

Other (specify) ▶

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? (If "No," attach a list. See instructions.) ☐ Yes ☐ NoH(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

I Group Exemption Number ▶

M Check ☒ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

G Websites: ▶ N/A

J Organization type (check only one) ☒ 501(c) (3) (Insert no.) 4947(a)(1) or 527K Check here ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

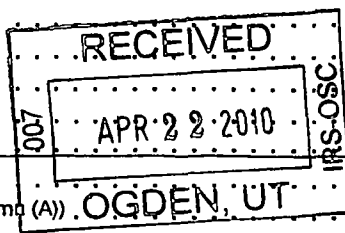
L Gross receipts: Add lines 8b, 8b, 9b, and 10b to line 12 ▶

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

1	Contributions, gifts, grants, and similar amounts received:		
a	Contributions to donor advised funds	1a	
b	Direct public support (not included on line 1a)	1b	61,859
c	Indirect public support (not included on line 1a)	1c	
d	Government contributions (grants) (not included on line 1a)	1d	
e	Total (add lines 1a through 1d) (cash \$ 61,859 noncash \$)	1e	61,859
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	
3	Membership dues and assessments	3	
4	Interest on savings and temporary cash investments	4	11,213
5	Dividends and interest from securities	5	
6a	Gross rents	6a	
b	Less: rental expenses	6b	
c	Net rental income or (loss). Subtract line 6b from line 6a	6c	
7	Other investment income (describe ▶)	7	
8a	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other
b	Less: cost or other basis and sales expenses	8a	
c	Gain or (loss) (attach schedule)	8b	
d	Net gain or (loss). Combine line 8c, columns (A) and (B)	8c	
8d		8d	
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>		
a	Gross revenue (not including \$ of contributions reported on line 1b)	9a	
b	Less: direct expenses other than fundraising expenses	9b	
c	Net income or (loss) from special events. Subtract line 9b from line 9a	9c	
10a	Gross sales of inventory, less returns and allowances	10a	
b	Less: cost of goods sold	10b	
c	Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c	
11	Other revenue (from Part VII, line 103)	11	
12	Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	73,072
13	Program services (from line 44, column (B))	13	11,213
14	Management and general (from line 44, column (C))	14	
15	Fundraising (from line 44, column (D))	15	
16	Payments to affiliates (attach schedule)	16	
17	Total expenses. Add lines 16 and 44, column (A)	17	11,213
18	Excess or (deficit) for the year. Subtract line 17 from line 12	18	61,859
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	666,558
20	Other changes in net assets or fund balances (attach explanation)	20	
21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21	728,417

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

Form 990 (2007)



Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a			
22b Other grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b			
23 Specific assistance to individuals (attach schedule).	23			
24 Benefits paid to or for members (attach schedule).	24			
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	25a 0.	0.	0.	0.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	25b 0.	0.	0.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	25c 0.	0.	0.	0.
26 Salaries and wages of employees not included on lines 25a, b, and c	26			
27 Pension plan contributions not included on lines 25a, b, and c	27			
28 Employee benefits not included on lines 25a - 27	28			
29 Payroll taxes	29			
30 Professional fundraising fees	30			
31 Accounting fees	31			
32 Legal fees	32			
33 Supplies	33			
34 Telephone	34			
35 Postage and shipping	35			
36 Occupancy	36			
37 Equipment rental and maintenance	37			
38 Printing and publications	38			
39 Travel	39			
40 Conferences, conventions, and meetings	40			
41 Interest	41			
42 Depreciation, depletion, etc. (attach schedule)	42			
43 Other expenses not covered above (itemize):				
a SUPPORT TO KML	43a 11,213.	11,213.		
b _____	43b			
c _____	43c			
d _____	43d			
e _____	43e			
f _____	43f			
g _____	43g			
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	44 11,213.	11,213.	0.	0.

Joint Costs. Check ☐ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;

(iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► PROVIDE SUPPORT FOR KML*

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

a *Kurth Memorial Library is a 501(c)(3) organization which has been classified as a "governmental unit" or "affiliate of a governmental unit." The terms of the Trust document provides that all income be distributed to Kurth Memorial Library as often as annually. Kurth Memorial Library's TIN is 75-0855622.

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

11,213

b

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

c

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

d

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►

11,213

Form 990 (2007)

Part IV Balance Sheets (See the instructions.)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing		45	
	46 Savings and temporary cash investments	666,558	46	728,417
	47a Accounts receivable	47a		
	b Less: allowance for doubtful accounts	47b	47c	
	48a Pledges receivable	48a		
	b Less: allowance for doubtful accounts	48b	48c	
	49 Grants receivable		49	
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b	
	51a Other notes and loans receivable (attach schedule)	51a		
	b Less: allowance for doubtful accounts	51b	51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53	
	54a Investments - publicly-traded securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54a	
	b Investments - other securities (attach schedule)	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54b	
	55a Investments - land, buildings, and equipment: basis	55a		
	b Less: accumulated depreciation (attach schedule)	55b	55c	
	56 Investments - other (attach schedule)		56	
	57a Land, buildings, and equipment: basis	57a		
	b Less: accumulated depreciation (attach schedule)	57b	57c	
58 Other assets, including program-related investments (describe ►)		58		
59 Total assets (must equal line 74). Add lines 45 through 58	666,558	59	728,417	
Liabilities	60 Accounts payable and accrued expenses		60	
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe ►)		65	
	66 Total liabilities. Add lines 60 through 65	-0-	66	-0-
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted		67	
	68 Temporarily restricted		68	
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds	665,350	70	728,417
	71 Paid-in or capital surplus, or land, building, and equipment fund	1,208	71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)		73		
74 Total liabilities and net assets/fund balances. Add lines 66 and 73	666,558	74	728,417	

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements	a	N/A
b	Amounts included on line a but not on Part I, line 12:		
1	Net unrealized gains on investments	b1	
2	Donated services and use of facilities	b2	
3	Recoveries of prior year grants	b3	
4	Other (specify): _____	b4	
	Add lines b1 through b4	b	
c	Subtract line b from line a	c	
d	Amounts included on Part I, line 12, but not on line a:		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify): _____	d2	
	Add lines d1 and d2	d	
e	Total revenue (Part I, line 12). Add lines c and d	e	

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements	a	N/A
b	Amounts included on line a but not on Part I, line 17:		
1	Donated services and use of facilities	b1	
2	Prior year adjustments reported on Part I, line 20	b2	
3	Losses reported on Part I, line 20	b3	
4	Other (specify): _____	b4	
	Add lines b1 through b4	b	
c	Subtract line b from line a	c	
d	Amounts included on Part I, line 17, but not on line a:		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify): _____	d2	
	Add lines d1 and d2	d	
e	Total expenses (Part I, line 17). Add lines c and d	e	




Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See 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 & deferred compensation plans	(E) Expense account and other allowances
TRUSTEES AS OF 9/30/08				
ELLA KEGLER				
900 N. GROVE, LUFKIN, TEXAS 75904	-0-	-0-	-0-	-0-
DON ALLEN				
7180 N. U.S. HWY 69, POLLOK, TEXAS 75965	-0-	-0-	-0-	-0-
MARGIE BRODY				
501 CARRIAGE DRIVE, LUFKIN, TEXAS 75904	-0-	-0-	-0-	-0-
ANGELIA McCARTY				
365 SMITH FARM RD., LUFKIN, TEXAS 75904	-0-	-0-	-0-	-0-
PEYTON WALTERS				
1408 COPELAND, LUFKIN, TEXAS 75904	-0-	-0-	-0-	-0-
CARLOTTA HUNT				
301 CARRIAGE DR., LUFKIN, TEXAS 75904	-0-	-0-	-0-	-0-
CATHERINE ROBERTS				
2308 COPELAND, LUFKIN, TEXAS 75904	-0-	-0-	-0-	-0-
TUCKER WEEMS				
1126 MANTOOTH AVE., LUFKIN, TEXAS 75904	-0-	-0-	-0-	-0-
FRANSINE TUPERMAN				
208 LAVAN, LUFKIN, TEXAS 75904	-0-	-0-	-0-	-0-
JULE FENLEY				
1005 SHERWOOD RD., LUFKIN, TEXAS 75904	-0-	-0-	-0-	-0-
BRAD BUSLER				
1503 SPANISH MOSS DR., LUFKN, TEXAS 75904	-0-	-0-	-0-	-0-

Yes	No
-----	----

[illegible]

75b	X
-----	---

		
75c		Y

755		A
生	子	子
同	同	同

75d	X	
-----	---	--

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits

Form: Officers, Directors, Trustees, and Key Employees that Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

[illegible]

Part VI						Yes	No
Other Information (See the instructions.)							

76		X
----	--	---



77		X
----	--	---

If "Yes," attach a conformed copy of the changes.

		
78a		X

78b		
-----	--	--

79		X
----	--	---

		
80a		X

b If "Yes," enter the name of the organization ►

and check whether it is ☐ exempt or ☐ nonexempt

b Did the organization file Form 1120-POL for this year?

81b	X
-----	---

Part VI Other Information (continued)

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
82b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
85a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	N/A	
85b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	N/A	
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
85c	Dues, assessments, and similar amounts from members	N/A	
85d	Section 162(e) lobbying and political expenditures	N/A	
85e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	N/A	
85f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	N/A	
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	
85h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	
86a	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12	N/A	
86b	Gross receipts, included on line 12, for public use of club facilities	N/A	
87a	501(c)(12) orgs. Enter: a Gross income from members or shareholders	N/A	
87b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	N/A	
88a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
88b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="checkbox"/> ; section 4912 <input type="checkbox"/> ; section 4955 <input type="checkbox"/>		
89b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
89c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <input type="checkbox"/>		
89d	Enter: Amount of tax on line 89c, above, reimbursed by the organization <input type="checkbox"/>		
89e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
89f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
89g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
90a	List the states with which a copy of this return is filed <input type="checkbox"/>		
90b	Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)	-0-	
91a	The books are in care of <input type="checkbox"/> BORGFELD & WHITE PC Located at <input type="checkbox"/> 1402 TURTLE CREEK DRIVE, Lufkin, TX Telephone no <input type="checkbox"/> 936-639-5053 ZIP + 4 <input type="checkbox"/> 75904		
91b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <input type="checkbox"/> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		X

Part VI Other Information (continued)

- c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c Yes No
If "Yes," enter the name of the foreign country X
- 92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here N/A 92 []
and enter the amount of tax-exempt interest received or accrued during the tax year

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	11,213	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				11,213	
105 Total (add line 104, columns (B), (D), and (E))					11,213

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	
N/A	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
N/A	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
X X
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
[] X
- Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	X

**Please
Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer

Date 4/16/10

Walter L. Borgfeld, Jr., Trustee
Type or print name and title

**Paid
Preparer's
Use Only**

Preparer's
signature

Date

Check if
self-
employed ☐

Preparer's SSN or PTIN (See Gen. Inst. X)

Firm's name (or yours
if self-employed),
address, and ZIP + 4

EIN

Phone no

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

► **MUST** be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No. 1545-0047

2007

Name of the organization

KURTH MEMORIAL ENDOWMENT TRUST

Employer identification number

75-6382754

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$50,000 . . . ►				

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ►		

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services ►		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.

Schedule A (Form 990 or 990-EZ) 2007

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

- 1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.)

1 X

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.

- 2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)

X

- a Sale, exchange, or leasing of property?

2a X

- b Lending of money or other extension of credit?

2b X

- c Furnishing of goods, services, or facilities?

2c X

- d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?

2d X

- e Transfer of any part of its income or assets?

2e X

- 3a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)

3a X

- b Did the organization have a section 403(b) annuity plan for its employees?

3b X

- c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement

3c X

- d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?

3d X

- 4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g

4a

- b Did the organization make any taxable distributions under section 4966?

4b N/A

- c Did the organization make a distribution to a donor, donor advisor, or related person?

4c N/A

- d Enter the total number of donor advised funds owned at the end of the tax year ►

N/A

- e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ►

N/A

- f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the rights to provide advice on the distribution or investment of amounts in such funds or accounts ►

-0-

- g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ►

-0-

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)I certify that the organization is not a private foundation because it is. (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ☐ _____
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☒ An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:

☐ Type I☒ Type II☐ Type III - Functionally Integrated☐ Type III - Other**Provide the following information about the supported organizations.** (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer Identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
KURTH MEMORIAL LIBRARY	75-0855622	GOV'T UNIT	X		11,213
Total					11,213

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Part V Private School Questionnaire (See page 9 of the instructions.)(To be completed **ONLY** by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)	31	

32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			

33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			

34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended?	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement			

35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check ☐ a If the organization belongs to an affiliated group. Check ☐ b If you checked "a" and "limited control" provisions apply**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for all electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) . . .	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying) . . .	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is - Not over \$500,000 20% of the amount on line 40 Over \$500,000 but not over \$1,000,000 . . . \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 . . \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 . \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 \$1,000,000	41	
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the instructions for lines 45 through 50 on page 13 of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e)) . . .				
47	Total lobbying expenditures				
48	Grassroots nontaxable amount				
49	Grassroots ceiling amount (150% of line 48(e)) . . .				
50	Grassroots lobbying expenditures				

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.) . . .			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

THE KURTH MEMORIAL LIBRARY ENDOWMENT TRUST

This Declaration of Trust is made as of the 15th day of June, 1988, by Kurth Memorial Library, a Texas non-profit corporation of Lufkin, Angelina County, Texas, hereinafter sometimes referred to as TRUSTOR and the undersigned members of the Board of Directors of Trustor, as trustees and their substitute and successor trustees, hereinafter collectively referred to as TRUSTEE, who hereby declare and agree that the Trustee has received from the Trustor the sum of TEN AND NO/100 (\$10.00) DOLLARS and that the Trustee will hold and manage the same, and any additions thereto, in trust as follows:

1.

1.01 Name This Trust shall be called the Kurth Memorial Library Endowment Trust.

2.

2.01 Purposes From time to time Trustor has received and anticipates receiving in the future gifts and donations with the donor specifying that only the income therefrom is to be used by Trustor for its purposes and that such gifts or donations are to be maintained as a perpetual fund for the purpose of generating income for Trustor. The trust principal will consist of gifts and donations so made whether made directly to Trustor or to this trust.

2.02 Limitations The Trustee may receive and accept property, whether real, personal, or mixed by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of this Declaration of Trust; no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than Kurth Memorial Library for the "charitable and/or educational purposes" for which it is created

within the meaning of such terms as defined in Article 3 of this Declaration of Trust, or as shall in the opinion of the Trustee jeopardize the Federal Income Tax Exemption of this Trust pursuant to § 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended.

3.

3.01 Distributions The principal and income of all property received and accepted by the Trustee to be administered under this Declaration of Trust shall be held in trust by them, and the Trustee shall make payments or distributions of all current income to Kurth Memorial Library for the "charitable and/or educational purposes" for which it is created at least as often as annually. No part of the net earnings of this Trust shall inure or be payable to or for the benefit of any private individual, and no substantial part of the activities of this Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No part of the activities of this Trust shall be for participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

3.02 Termination This Trust shall continue forever unless the Trustee terminates it and distributes all the principal and income, which action may be taken by the Trustee only under the circumstances described herein. The Trustee is authorized to terminate this Trust only in the event (i) Kurth Memorial Library ceases to exist or (ii) Kurth Memorial Library has not maintained its tax exempt status as an organization described in § 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended. Upon termination, the Trustee shall distribute the trust funds to an organization maintaining a tax exempt status under § 501(c)(3) of the Internal Revenue Code and if feasible to an organization providing library services for the City of Lufkin or Angelina County, Texas, either or both, which

will agree to use the trust principal as a perpetual fund to provide income to support its operations. No terminating distribution will be made by the Trustee which will jeopardize the Trust's tax exempt status under § 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended.

3.03 Charitable and/or Educational Purposes In this Declaration of Trust and in any amendments to it, references to "charitable and/or educational purposes" mean the ordinary and necessary expenses in connection with the operation, management, maintenance, and improvement of the Kurth Memorial Library in Angelina County, Texas. The income from the Trust fund is to be devoted exclusively to the general operation and maintenance of the non-profit Kurth Memorial Library as a whole, and no part of the net earnings may inure to the benefit of any private individual. It is intended that the organization described in this Paragraph 3.03 shall be entitled to exemption from Federal Income Tax under § 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended. Notwithstanding any other provision of this Declaration of Trust, the Trust shall not carry on any other activity not permitted to be carried on by an organization, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

4.

4.01 Amendments This Declaration of Trust may be amended if such amendment is necessary to preserve the tax exempt status of the Trust under § 501(c)(3) of the Internal Revenue Code as now in force or afterwards amended. If it is contemplated that the existence of Kurth Memorial Library will be terminated and a successor organization will have the same or similar charitable and/or educational purposes as Kurth Memorial Library and be tax exempt under § 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended, then the Trustees may amend this Trust to provide; (i) that the successor

organization will receive the same benefits from this Trust as are to be provided to Kurth Memorial Library under the terms and provisions hereof; and (ii) a different method for selecting trustees or successor trustees. Except as provided above, this Trust will not be amended and will be irrevocable.

5.

5.01 Successor Trustees The Trustees of this Trust will be the duly elected members of the Board of Directors of Trustor. Upon the expiration of the term of office of a director, such director will be deemed to have resigned his office as Trustee hereunder. The election of a new member of the Board of Directors of Trustor will automatically be deemed to be an appointment of that individual as a Trustee of this Trust. Acceptance by an individual of the office of director of Trustor will be deemed to be an acceptance by that individual of the office of Trustee of this Trust. A successor Trustee shall have the same powers, rights and duties, and the same title to the Trust Estate jointly with the remaining Trustee or Trustees in the same manner as if originally appointed as Trustee hereunder. No Trustee shall be responsible or liable for the acts or omissions of any other Trustee, or of any predecessor, or of the custodian, agent, depository, or counsel selected with reasonable care.

5.02 Delegation of Power A majority of the Trustees, whether original or successor, shall have full authority to act even though one or more vacancies may exist.

5.03 Payments to Trustees No Trustees serving hereunder will receive any compensation for services rendered in the administration of this Trust but they are authorized to pay themselves amounts for reasonable expenses incurred in the performance of their duties as Trustee of this Trust. In no event shall any Trustee who has made a contribution to this Trust ever receive any compensation thereafter.

6.01 Powers The Trustee shall have the following powers:

(a) To invest and reinvest the principal and income of the Trust only in (i) interest bearing accounts at any savings and loan association, national bank, or state bank which are insured by the Federal Government or (ii) any obligations of the Federal Government or (iii) any obligations of the State of Texas or any of its political subdivisions. No principal or income shall be loaned, directly or indirectly, to any Trustee or to anyone else, corporate or otherwise, who has at any time made a contribution to this Trust.

(b) To take and hold in the form received any property, real, personal or mixed as may be directed by the donor of such property subject however to the provisions of Section 2.02 of Article 2 of this Trust Declaration.

(c) To sell any personal, mixed or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust property, as it considers advisable.

(d) To execute and deliver deeds, assignments, transfers, covenants, contracts, releases, and other instruments sealed or unsealed, incident to any transaction in which it engages.

(e) To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as it deems appropriate; to hold trust property without indication of fiduciary capacity but only in the name of a registered nominee, provided the trust property is at all times identified as such on the books of the Trust; to keep any and all of the Trust property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services.

Subject to the provisions of Section 6.01(b) above, any property, real, personal or mixed, received by the Trustee of this Trust will be sold as soon as is practicable and the proceeds derived from such sale will be invested in the manner provided in Section 6.01(a) above. The power and authority of the Trustee to invest the Trust assets will be limited as provided in Section 6.01(a) and 6.01(b) above. Otherwise, except as expressly limited in this Declaration of Trust, the Trustee will have the common law and statutory powers of Trustees as well as the other powers granted in this Declaration of Trust.

7.

7.01 Fiduciary The Trustee's powers are exercisable solely in a fiduciary capacity consistent with and in furtherance of the purposes of this Trust as specified in Article 3 and not otherwise.

8.

8.01 Singular or Plural In this Declaration of Trust and in any amendment to it, references to the Trustee means one or more Trustees, whether original or successor, for the time being in office. The singular shall include the plural and the plural shall include the singular whenever the context of this instrument permits.

8.02 Gender As used in this instrument, the masculine, feminine and neuter genders shall each be deemed to include the others unless the context requires otherwise.

9.

9.01 Certified Copy Any person may rely on a copy, certified by a Notary Public, of the executed original of this Declaration of Trust held by the Trustee, and of any of the notations on it and writings attached to it, as fully as he might rely on the original documents themselves. Any such person may rely fully on any statements of facts certified by anyone who appears from such original documents or from such certified copy to be a Trustee under this Declaration of Trust. No one dealing with the Trustee need inquire concerning the validity of anything the Trustee purports to do. No one dealing with the Trustee need see to the application of anything paid or transferred to or upon the order of the Trustee of the Trust.

10.

10.1 Laws of Texas This Declaration of Trust is to be governed in all respects by the laws of the State of Texas.

IN WITNESS WHEREOF, the Trustor and Trustee, have hereunto executed this instrument with its duly authorized

officer and its corporate seal attached thereunto, this _____
day of _____, 19__.

ATTEST:

Kristi Hay
Secretary

KURTH MEMORIAL LIBRARY

By Joan Duncan
Joan Duncan, President

TRUSTOR

Mike Taylor
Mike Taylor, Director-Trustee

Wilbur Alexander
Wilbur Alexander,
Director-Trustee

Walter Borgfeld, Jr.
Walter Borgfeld, Jr.,
Director-Trustee

Virginia R. Allen
Virginia Allen, Director-Trustee

Joan Duncan
Joan Duncan, Director-Trustee

Kristi Hay
Kristi Hay, Director-Trustee

Susan Summers
Susan Summers, Director-Trustee

Joe Murray
Joe Murray, Director-Trustee

Mark Swan
Mark Swan, Director-Trustee

Ola Redd
Ola Redd, Director-Trustee

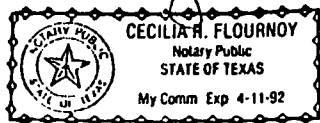
TRUSTEE

THE STATE OF TEXAS X

COUNTY OF ANGELINA X

BEFORE ME, the undersigned authority, on this day personally appeared Joan Duncan, President of Kurth Memorial Library, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 2nd
day of June, 1988.

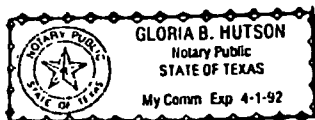


Cecilia R. Flournoy
Notary Public, State of Texas
Name: _____
Commission Expires: _____

THE STATE OF TEXAS X

COUNTY OF ANGELINA X

This instrument was acknowledged before me on the 6th
day of July, 1988 by Mike Taylor.

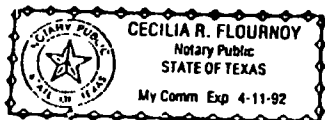


Gloria B. Hutson
Notary Public, State of Texas
Printed Name: _____
Commission Expires: _____

THE STATE OF TEXAS X

COUNTY OF ANGELINA X

This instrument was acknowledged before me on the 17th
day of June, 1988 by Wilbur Alexander.

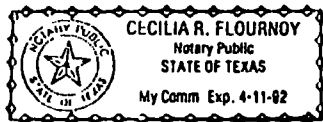


Cecilia R. Flournoy
Notary Public, State of Texas
Printed Name: _____
Commission Expires: _____

THE STATE OF TEXAS X

COUNTY OF ANGELINA X

This instrument was acknowledged before me on the 2
day of June, 1988 by Walter L. Borgfeld, Jr.

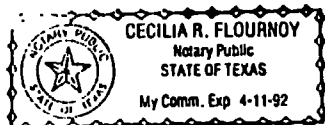


Cecilia R. Flournoy
Notary Public, State of Texas
Printed Name: _____
Commission Expires: _____

THE STATE OF TEXAS X

COUNTY OF ANGELINA X

This instrument was acknowledged before me on the 16th
day of June, 1988 by Virginia Allen.

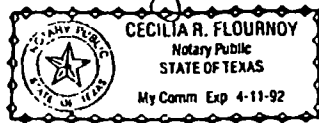


Cecilia R. Flournoy
Notary Public, State of Texas
Printed Name: _____
Commission Expires: _____

THE STATE OF TEXAS I

COUNTY OF ANGELINA I

This instrument was acknowledged before me on the 2nd
day of June, 1988 by Joan Duncan.

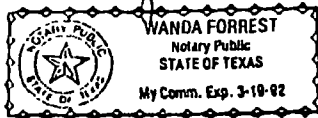


Cecilia R. Flournoy
Notary Public, State of Texas
Printed Name: _____
Commission Expires: _____

THE STATE OF TEXAS I

COUNTY OF ANGELINA I

This instrument was acknowledged before me on the 27
day of June, 1988 by Kristi Gay.

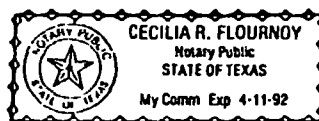


Wanda Forrest
Notary Public, State of Texas
Printed Name: _____
Commission Expires: _____

THE STATE OF TEXAS I

COUNTY OF ANGELINA I

This instrument was acknowledged before me on the 30
day of June, 1988 by Susan Sumners.



Cecilia R. Flournoy
Notary Public, State of Texas
Printed Name: _____
Commission Expires: _____

THE STATE OF TEXAS I

COUNTY OF ANGELINA I

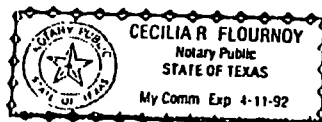
This instrument was acknowledged before me on the 22
day of June, 1988 by Joe Murray.

Laverne R. Christie
Notary Public, State of Texas
Printed Name: LAVERNE R. CHRISTIE
Commission Expires: 7-31-88

THE STATE OF TEXAS I

COUNTY OF ANGELINA I

This instrument was acknowledged before me on the 17th
day of June, 1988 by Mark Swan.

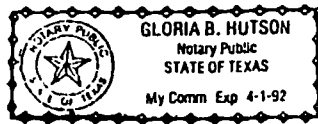


Cecilia R. Flournoy
Notary Public, State of Texas
Printed Name: _____
Commission Expires: _____

THE STATE OF TEXAS X

COUNTY OF ANGELINA X

 This instrument was acknowledged before me on the 5th
day of July, 1988 by Ola Redd.



Gloria B. Hutson
Notary Public, State of Texas
Printed Name: _____
Commission Expires: _____