Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning APR 1, 2008 , and ending MAR 31, 2009

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
FAYE L. & WILLIAM L. COWDEN CHARITABLE FOUNDATION ·

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 17001 TRUST DEPT.

City or town, state, and ZIP code
SAN ANTONIO, TX 78217

A Employer identification number
74-6359520

B Telephone number
(210) 283-6500

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 8,997,210.

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

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	319,910.	319,910.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-221,111.			
	b Gross sales price for all assets on line 6a 1,523,151.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	98,799.	319,910.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	68,796.	61,916.		6,880.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,350.	1,175.		1,175.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	9,375.	385.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	80,521.	63,476.		8,055.
	25 Contributions, gifts, grants paid	490,950.			490,950.
	26 Total expenses and disbursements. Add lines 24 and 25	571,471.	63,476.		499,005.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-472,672.			
	b Net investment income (if negative, enter -0-)		256,434.		
	c Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED
FEB 22 2010
OGDEN, UT
E1-5 IRS-OSC

SCANNED FEB 26 2010

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	917.		
	2 Savings and temporary cash investments	434,125.	184,478.	184,478.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,420.	8,840.	8,840.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 4	7,655,071.	7,452,521.	5,252,312.
	c Investments - corporate bonds STMT 5	1,396,019.	1,512,085.	1,517,457.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	2,160,362.	2,020,318.	2,034,123.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	11,650,914.	11,178,242.	8,997,210.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	10,750,663.	10,750,663.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	900,251.	427,579.	
	30 Total net assets or fund balances	11,650,914.	11,178,242.	
	31 Total liabilities and net assets/fund balances	11,650,914.	11,178,242.	

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	11,650,914.
2	Enter amount from Part I, line 27a	2	-472,672.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,178,242.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,178,242.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,523,151.		1,744,262.	-221,111.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				-221,111.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-221,111.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	663,747.	13,426,424.	.049436
2006	574,890.	12,794,581.	.044932
2005	389,961.	12,208,415.	.031942
2004	335,489.	8,936,751.	.037540
2003	15,569.	3,062,618.	.005084

2 Total of line 1, column (d)	2	.168934
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.033787
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	11,038,168.
5 Multiply line 4 by line 3	5	372,947.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,564.
7 Add lines 5 and 6	7	375,511.
8 Enter qualifying distributions from Part XII, line 4	8	499,005.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	2,564.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	2,564.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,564.
6 Credits/Payments				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	8,840.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	8,840.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,276.
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 2,600. **Refunded** ▶			11	3,676.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BROADWAY NATL BANK TRUST DEPT Telephone no ▶ (210) 283-6500

Located at ▶ P.O. BOX 17001, SAN ANTONIO, TX ZIP+4 ▶ 78217

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

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

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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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? N/A **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.

(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
BROADWAY NATIONAL BANK TRUST DEPT P.O. BOX 17001 SAN ANTONIO, TX 78217	TRUSTEE 10.00	68,796.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	10,770,988.
b	Average of monthly cash balances	1b	435,274.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,206,262.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,206,262.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	168,094.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,038,168.
6	**Minimum investment return.** Enter 5% of line 5	6	551,908.

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

1	Minimum investment return from Part X, line 6	1	551,908.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a: 2,564.		
b	Income tax for 2008 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,564.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	549,344.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	549,344.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	549,344.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	499,005.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	499,005.
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	5	2,564.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	496,441.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				549,344.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			496,536.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 499,005.				
a Applied to 2007, but not more than line 2a			496,536.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				2,469.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				546,875.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 7

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total			▶ 3a	490,950.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	319,910.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-221,111.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		98,799.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 98,799.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

BROADWAY NATIONAL BANK

BY David White   12/16/10

Signature of officer or trustee   Date   Title

Vice President & Trust Officer

Paid Preparer's Use Only

Preparer's signature	Jay L Reiner, CPA	Date 2/12/2010	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	CARNEIRO, CHUMNEY & CO., L.C. 40 NE LOOP 410, SUITE 200 SAN ANTONIO, TX 78216-5876	EIN		
		Phone no	210-342-8000	

Form **990-PF** (2008)

823622 01-02-09

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1925 DELL INC	P		04/03/08
b	300 DELL INC	P		04/03/08
c	720 DELL INC	P		04/03/08
d	1500 DELL INC	P		04/03/08
e	70000 FED HOME LOAN MTG CORP 5.125% 4/18/08	P		04/18/08
f	30 PUBIC STORAGE	P		05/30/08
g	100 EQUITY RESIDENTIAL	P		05/30/08
h	30000 BANK ONE CORP 6% 8/01/08	P		08/01/08
i	3855 LOWE'S COS	P		08/13/08
j	1345 MORGAN STANLEY DEAN WITTER	P		10/03/08
k	1345 MORGAN STANLEY DEAN WITTER	P		10/07/08
l	30 BOSTON PROPERTIES	P		11/06/08
m	25000 ASSOC CORP 6.875% 11/15/08	P		11/17/08
n	3395 TEXAS INSTRUMENTS	P		11/20/08
o	450 GENERAL GROWTH PROPERTIES	P		12/30/08

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	37,790.		53,644.	-15,854.
b	5,889.		9,927.	-4,038.
c	14,134.		23,082.	-8,948.
d	29,447.		39,885.	-10,438.
e	70,000.		69,906.	94.
f	2,584.		1,373.	1,211.
g	4,111.		2,915.	1,196.
h	300,000.		308,988.	-8,988.
i	83,626.		96,537.	-12,911.
j	30,874.		62,413.	-31,539.
k	32,677.		62,413.	-29,736.
l	2,060.		1,513.	547.
m	25,000.		25,320.	-320.
n	54,658.		123,748.	-69,090.
o	509.		15,238.	-14,729.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-15,854.
b				-4,038.
c				-8,948.
d				-10,438.
e				94.
f				1,211.
g				1,196.
h				-8,988.
i				-12,911.
j				-31,539.
k				-29,736.
l				547.
m				-320.
n				-69,090.
o				-14,729.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

823591
04-25-08

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	240 REALTY INCOME CORP	P		01/16/09
b	2605 UNITEDHEALTH GROUP	P		02/13/09
c	20000 FEDERAL HOME LOAN MTG	P		02/17/09
d	300000 FEDERAL HOME LOAN BK 5.375% 7/17/09	P		03/26/09
e	12938.689 VANGUARD INFLATION-PROTECTECD FD	P		03/26/09
f	1680 WATERS CORPORATION	P		03/30/09
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,700.		6,141.	-1,441.
b	74,501.		101,007.	-26,506.
c	20,000.		19,909.	91.
d	304,440.		302,244.	2,196.
e	306,000.		317,153.	-11,153.
f	53,627.		100,906.	-47,279.
g	66,524.			66,524.
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-1,441.
b				-26,506.
c				91.
d				2,196.
e				-11,153.
f				-47,279.
g				66,524.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-221,111.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

823591
04-25-08

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROADWAY NATIONAL BANK	266,869.	66,524.	200,345.
BROADWAY NATIONAL BANK	47,234.	0.	47,234.
BROADWAY NATIONAL BANK	72,331.	0.	72,331.
TOTAL TO FM 990-PF, PART I, LN 4	386,434.	66,524.	319,910.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CARNEIRO, CHUMNEY & CO, LC	2,350.	1,175.		1,175.
TO FORM 990-PF, PG 1, LN 16B	2,350.	1,175.		1,175.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	8,990.	0.		0.
FOREIGN TAX EXPENSE	385.	385.		0.
TO FORM 990-PF, PG 1, LN 18	9,375.	385.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
12895.563 VANGUARD INFLATION-PROTECTED SECURITIES FD	312,506.	306,914.
5685.619 AMERICAN CAPITAL WORLD BOND FUND CL F	102,000.	101,773.
7786.26 LOOMIS SAYLES GLOBAL BOND FUND	102,000.	101,533.
9164.42 TEMPLETON GLOBAL BOND FUND CL A	102,000.	101,542.
2790 SH ADOBE SYSTEMS	62,289.	59,678.

1915 SH ALLSTATE CORP	86,675.	36,672.
3125 SH ALTRIA GROUP INC.	64,176.	50,063.
3090 SH AMPHENOL CORP - CLASS A	89,549.	88,034.
935 SH APACHE CORP COM	43,413.	59,924.
645 SH APPLE INC.	57,910.	67,802.
2682 SH BANK OF AMERICA	135,737.	18,291.
1775 SH CATERPILLAR INC.	126,889.	49,629.
1220 SH CHEVRON CORP	67,124.	82,033.
3780 SH CISCO SYSTEMS	66,944.	63,391.
1170 SH COLGATE-PALMOLIVE COMPANY	78,256.	69,007.
1350 SH COSTCO WHOLESALE CORP	55,732.	62,532.
2185 SH CVS CAREMARK CORP	28,290.	60,066.
1695 SH DANAHER CORP	85,491.	91,903.
1000 SH DEVON ENERGY CORP	63,385.	44,690.
2025 SH DOW CHEMICAL CO	85,318.	17,071.
7000 SH EMC CORP/MASS	100,807.	79,800.
915 SH EXXON MOBIL CORP	77,901.	62,312.
1675 SH GENERAL DYNAMICS CORP	82,116.	69,663.
3355 SH GENERAL ELECTRIC COMPANY	96,504.	33,919.
890 SH GENZYME CORPORATION	63,951.	52,857.
615 SH GOLDMAN SACHS GROUP INC	125,565.	65,202.
1630 SH HARTFORD FINANCIAL SERVICES GROUP INC	129,666.	12,796.
4700 SH HCC INSURANCE HOLDINGS INC	142,017.	118,393.
1055 SH IBM	85,499.	102,219.
1855 SH JOHNSON & JOHNSON	110,553.	97,573.
3985 SH MDU RESOURCES GROUP, INC.	106,286.	64,318.
1960 SH MEDTRONIC	100,486.	57,761.
1730 SH NIKE INC-CLASS B	110,621.	81,120.
1305 SH OCCIDENTAL PETROLEUM CORP	73,463.	72,623.
5685 SH ORACLE CORPORATION	64,609.	102,728.
1050 SH PEPSICO	75,577.	54,054.
1195 SH PHILIP MORRIS INTERNATIONAL INC	56,787.	42,518.
1170 SH PPL CORP COM	26,504.	33,591.
1190 SH PROCTER & GAMBLE	54,348.	56,037.
1695 SH TARGET CORP	51,125.	58,291.
1745 SH THERMO FISHER SCIENTIFIC INC	60,653.	62,244.
1750 SH UNITED TECHNOLOGIES	75,404.	75,215.
3880 SH US BANCORP DEL COM NEW	126,360.	56,687.
1300 SH VF CORPORATION	98,110.	74,243.
2120 SH WALGREEN COMPANY	78,370.	55,035.
3210 SH WALT DISNEY COMPANY	95,716.	58,294.
2655 SH WYETH	132,791.	114,271.
1520 SH ZIMMER HOLDINGS INC	108,997.	55,480.
2615 SH INGERSOLL-RAND CO	99,598.	36,087.
1745 SH NOBLE CORP	50,240.	42,037.
3345 SH NOKIA CORP ADR A	41,368.	39,036.
1080 SH TOTAL SA-SPON ADR	59,536.	52,985.
2393 SH VODAFONE GROUP PLC NEW SPONS ADR	60,316.	41,686.
7192.476 SH ARTISAN MID CAP FUND INV CL	201,748.	124,718.
10096.274 SH LOOMIS SAYLES SMALL CAP VALUE FD	264,930.	149,324.
2843.510 SH VANGUARD EXPLORER FUND ADM SH	183,644.	103,020.
2010 SH ISHARES S&P SMALL CAP 600	135,110.	73,144.
950 SH ISHARES S&P SMALL CAP 600 BARRA GROWTH INDX	70,001.	36,072.

2950 SH STANDARD & POORS MID CAP DEP RECPT	481,859.	261,341.
14944.251 SH AMERICAN FDS EUROPACIFIC GR FD CL A	584,125.	383,469.
27271.456 SH TEMPLETON FOREIGN EQU SER	583,627.	349,347.
4210 SH ISHARES MSCI EAFE INDEX FD	309,949.	158,254.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,452,521.	5,252,312.

FORM 990-PF CORPORATE BONDS STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
300000 TOYOTA MOTOR CREDIT CORP 4% 6/25/2010	300,000.	295,245.
300000 ABBOTT LABORATORIES 5.6% 5/15/2011	304,250.	321,672.
150000 GENERAL ELECTRIC CAP CORP 5.875% 2/15/2012	158,325.	148,901.
150000 GENERAL ELECTRIC CAP CORP 5.25% 10/19/2012	155,811.	144,408.
150000 MEDTRONIC INC 4.5% 3/15/2014	150,375.	153,808.
150000 AT&T 5.1% 9/15/2014	149,324.	150,505.
300000 BERKSHIRE HATHAWAY FIN 4.85% 1/15/2015	294,000.	302,918.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,512,085.	1,517,457.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
300000 FEDERAL NATL MTG ASSN 4.75% 2/21/2013	COST	295,188.	329,813.
200000 FEDERAL FARM CREDIT BANKS 5.5% 11/27/17	COST	200,000.	201,813.
170 BOSTON PROPERTIES	COST	8,578.	5,955.
300 EQUITY RESIDENTIAL	COST	9,213.	5,505.
180 ESSEX PROPERTY TRUST	COST	12,317.	10,321.
300 FIRST INDUSTRIAL REALTY TRUST	COST	11,368.	735.
500 HCP INC TRUST	COST	12,893.	8,925.
300 HEALTHCARE REALTY TRUST	COST	11,055.	4,497.
1000 HOSPITALITY PROPERTIES TRUST	COST	34,740.	12,000.
1062 KIMCO REALTY CORP	COST	27,957.	8,092.
150 MACK-CALI REALTY CORP	COST	5,709.	2,972.
170 PUBLIC STORAGE	COST	7,783.	9,393.
240 REALTY INCOME CORP	COST	6,142.	4,517.
255.91 SIMON PROPERTY GROUP	COST	14,256.	8,865.
10 SH SL GREEN REALTY CORP.	COST	0.	108.
300 TANGER FACTORY OUTLET CENTER	COST	5,770.	9,258.
203.34 VORNADO REALTY TRUST	COST	11,047.	6,759.

25011.295 SH ABSOLUTE OPPORTUNITIES FUND	COST	250,113.	264,369.
65628.972 SH ABSOLUTE STRATEGIES FUND	COST	712,343.	576,879.
6240 SPDR GOLD TRUST	COST	383,846.	563,347.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,020,318.	2,034,123.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 7
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID WHITE, BROADWAY NATIONAL BANK TRUST DEPT
P O BOX 17001 TRUST DEPT
SAN ANTONIO, TX 78217

TELEPHONE NUMBER

210-283-6500

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE IN WRITING. DISTRIBUTIONS SHALL BE MADE ONLY TO ORGANIZATIONS DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2), 2055(A)(2) AND 2522(A)(2)

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS MUST BE USED IN THE STATE OF TEXAS AND MADE TO QUALIFIED ORGANIZATIONS WHICH DIRECT THEIR ACTIVITIES TOWARD THE HEALTH, MEDICAL CARE AND TREATMENT OF CHILDREN; THE EDUCATION OF CHILDREN AND YOUNG ADULTS; THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS; AND THE PROTECTION AND PRESERVATION OF WILDLIFE AND NATURAL AREAS.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALAMO AREA COUNCIL BOY SCOUTS, 2226 N W MILITARY, SAN ANTONIO, TX 78213	NONE CHARITABLE	PUBLIC CHARITY	2,000.
ANIMAL FRIENDS HUMANE SOCIETY, 23445 HWY 281 N, SAN ANTONIO, TX 78258	NONE CHARITABLE	PUBLIC CHARITY	5,000.
ARC OF SAN ANTONIO, 13430 WEST AVE, SAN ANTONIO, TX 78216	NONE CHARITABLE	PUBLIC CHARITY	20,000.
ASSISTANCE LEAGUE OF SAN ANTONIO, P.O. BOX 171384, SAN ANTONIO, TX 78217	NONE CHARITABLE	PUBLIC CHARITY	20,000.
BLESSED SACRAMENT CATHOLIC SCHOOL, 600 OBLATE , SAN ANTONIO, TX 78216	NONE EDUCATION	PUBLIC CHARITY	10,000.
CHILD ADVOCATES SAN ANTONIO, 406 SAN PEDRO, SAN ANTONIO, TX 78212	NONE CHARITABLE	PUBLIC CHARITY	2,500.
CHILDRENS CHORUS OF SAN ANTONIO, 106 AUDITORIUM CIR, SUITE 115, SAN ANTONIO,	NONE CHARITABLE	PUBLIC CHARITY	5,000.
CHILDSAFE, 7130 WEST HWY 90, SAN ANTONIO, TX 78227	NONE CHARITABLE	PUBLIC CHARITY	10,000.

COMMUNITIES IN SCHOOLS, 1616 E COMMERCE, BLDG 1, SAN ANTONIO, TX 78205	NONE CHARITABLE	PUBLIC CHARITY	25,000.
DOWN SYNDROME ASSOCIATION, 4702 WEST AVE, SUITE 6, SAN ANTONIO, TX 78213	NONE CHARITABLE	PUBLIC CHARITY	1,000.
ETOSHA RESCUE & ADOPTION CENTER, POB 1688, SEGUIN, TX 78155	NONE CHARITABLE	PUBLIC CHARITY	4,000.
GIRL SCOUTS OF SOUTHWEST TEXAS, 811 N COKER LOOP, SAN ANTONIO, TX 78216	NONE CHARITABLE	PUBLIC CHARITY	25,000.
GLADYS HARBORTH ANIMAL RESOURCE CENTER 1615 S LAREDO ST, SAN ANTONIO, TX 78207	NONE CHARITABLE	PUBLIC CHARITY	6,000.
HAVEN FOR HOPE, 1 HAVEN FOR HOPE WAY, SAN ANTONIO, TX 78207	NONE CHARITABLE	PUBLIC CHARITY	25,000.
HEALY-MURPHY CENTER, 618 LIVE OAK, SAN ANTONIO, TX 78202	NONE CHARITABLE	PUBLIC CHARITY	7,000.
HELPING HAND OF HOPE, 145 GREENLAWN DR, SAN ANTONIO, TX 78201-2810	NONE CHARITABLE	PUBLIC CHARITY	5,000.
HUMANE SOCIETY OF BEXAR COUNTY, 4804 FREDERICKSBURG RD, SAN ANTONIO, TX 7822	NONE CHARITABLE	PUBLIC CHARITY	20,000.

JUNIOR ACHIEVEMENT, 403 E. RAMSEY, SUITE 201, SAN ANTONIO, TX 78216	NONE CHARITABLE	PUBLIC CHARITY	5,000.
JUVENILE DIABETES RESEARCH FOUNDATION 120 WALL ST, NEW YORK, NY 10005	NONE CHARITABLE	PUBLIC CHARITY	20,000.
KINETIC KIDS, P.O. BOX 690993, SAN ANTONIO, TX 78269	NONE CHARITABLE	PUBLIC CHARITY	12,500.
LAITY RENEWAL FOUNDATION, P.O. BOX 290670, KERRVILLE, TX 78029	NONE CHARITABLE	PUBLIC CHARITY	20,000.
LAS MISIONES, P.O. BOX 7804, SAN ANTONIO, TX 78207	NONE CHARITABLE	PUBLIC CHARITY	25,000.
MARTINEZ STREET WOMEN'S CENTER, 1510 SOUTH HACKBERRY, SAN ANTONIO, TX 78210	NONE CHARITABLE	PUBLIC CHARITY	5,000.
MISSION ROAD MINISTRIES, 8706 MISSION ROAD, SAN ANTONIO, TX 78214	NONE CHARITABLE	PUBLIC CHARITY	20,000.
PALMER DRUG ABUSE PROGRAM, 315 E PECAN, SAN ANTONIO, TX 78205	NONE CHARITABLE	PUBLIC CHARITY	20,000.
POSITIVE BEGINNINGS, 440 LABOR ST, SAN ANTONIO, TX 78210	NONE CHARITABLE	PUBLIC CHARITY	5,000.
PREVENT BLINDNESS TEXAS, 2929 MOSSROCK, SUITE 203, SAN ANTONIO, TX 78230	NONE CHARITABLE	PUBLIC CHARITY	20,000.

RESPITE CARE OF SAN ANTONIO, 605 BELKNAP PLACE, SAN ANTONIO, TX 78212	NONE CHARITABLE	PUBLIC CHARITY	15,000.
SADDLE LIGHT CENTER FOR THERAPEUTIC HORSEMANSHIP 17530 OLD EVANS RD, SELMA, TX 78154	NONE CHARITABLE	PUBLIC CHARITY	12,000.
SAMMINISTRIES, 5254 BLANCO RD, SAN ANTONIO, TX 78216	NONE CHARITABLE	PUBLIC CHARITY	25,000.
SETON HOME, 1115 MISSION RD, SAN ANTONIO, TX 78210	NONE CHARITABLE	PUBLIC CHARITY	5,000.
SPAY-NEUTER ASSISTANCE PROGRAM, P.O. BOX 70286, HOUSTON, TX 77270	NONE CHARITABLE	PUBLIC CHARITY	5,000.
ST PAUL'S EPISCOPAL SCHOOL, 1018 E GRAYSON, SAN ANTONIO, TX 78208	NONE CHARITABLE	PUBLIC CHARITY	3,950.
SUNSHINE COTTAGE SCHOOL FOR DEAF CHILDREN 103 TULETA, SAN ANTONIO, TX 78212	NONE CHARITABLE	PUBLIC CHARITY	15,000.
TEAM ABILITY, 1711 N. TRINITY, SAN ANTONIO, TX 78201	NONE CHARITABLE	PUBLIC CHARITY	10,000.
TRANSPLANTS FOR CHILDREN, 7550 W IH 10 SUITE 104, SAN ANTONIO, TX 78229	NONE CHARITABLE	PUBLIC CHARITY	10,000.
UNICORN CENTERS, INC., 1300 WEST AVENUE, SAN ANTONIO, TX 78201	NONE CHARITABLE	PUBLIC CHARITY	10,000.

WITTE MUSEUM, 3801 BROADWAY, SAN ANTONIO, TX 78209	NONE CHARITABLE	PUBLIC CHARITY	10,000.
WOMEN'S SPORTS FOUNDATION, P O BOX 830386, SAN ANTONIO, TX 78283-0386	NONE CHARITABLE	PUBLIC CHARITY	5,000.
YMCA OF GREATER SAN ANTONIO, 3233 N ST MARY'S, SAN ANTONIO, TX 78212	NONE CHARITABLE	PUBLIC CHARITY	20,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			490,950.