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

2008

Department of the Treasury Internal Revenue Service

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

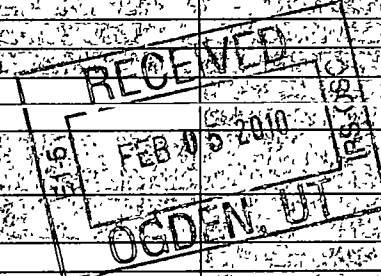
For calendar year 2008, or tax year beginning Jul 1, 2008, and ending Jun 30, 2009

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

Form header section containing: Name of foundation (The RWM Foundation), Employer identification number (74-3014693), Telephone number ((210) 826-4988), City or town (San Antonio), TX 78209, and organization type (Section 501(c)(3) exempt private foundation).

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

Main table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Administrative Expenses (13-26).



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments	33,592.	62,109.	62,109.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) L-10b Stmt	1,007,372.	1,092,872.	1,061,950.	
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt	44,122.	40,264.	46,312.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	1,085,086.	1,195,245.	1,170,371.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
FUNDS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	1,085,086.	1,195,245.		
30	Total net assets or fund balances (see the instructions)	1,085,086.	1,195,245.			
31	Total liabilities and net assets/fund balances (see the instructions)	1,085,086.	1,195,245.			

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	1,085,086.
2	Enter amount from Part I, line 27a	2	164,162.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,249,248.
5	Decreases not included in line 2 (itemize) <u>Difference b/t FMV & Cost of contributed stock</u>	5	54,003.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,195,245.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Part IV Schedule	D	various	various
b See Part IV Schedule	D	various	various
c Plains All American Pipeline, LP	D	various	various
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 123,833.		207,550.	-83,717.
b 330,325.		360,315.	-29,990.
c 48.		0.	48.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-83,717.
b			-29,990.
c 0.	0.	0.	48.
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-113,659.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	45,363.	1,995,118.	0.022737
2006	59,831.	1,150,113.	0.052022
2005	7,178.	974,182.	0.007368
2004	55,945.	798,343.	0.070076
2003	5,200.	651,074.	0.007987

2 Total of line 1, column (d)	2	0.160190
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.032038
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,481,383.
5 Multiply line 4 by line 3	5	47,461.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	77.
7 Add lines 5 and 6	7	47,538.
8 Enter qualifying distributions from Part XII, line 4	8	35,812.

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 the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary – see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	153.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	153.
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	153.
6	Credits/Payments		
a	2008 estimated tax pmts and 2007 overpayment credited to 2008	6 a	1,400.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	1,400.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,247.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax 1,247. Refunded	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Sylvia Scott</u> Telephone no <u>(210) 826-4988</u> Located at <u>7373 Broadway, Ste 502 San Antonio TX</u> ZIP + 4 <u>78209</u>			
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 <u>15</u>			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	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 <u>20__ , 20__ , 20__ , 20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 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)	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)? (see instructions) Yes No

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lewis J. Moorman, III 340 Argyle Avenue San Antonio TX 78209	Pres/Director 10.00	0.	0.	0.
Nancy Wood Moorman 340 Argyle Avenue San Antonio TX 78209	Vice Pres/Director 10.00	0.	0.	0.
Lewis J. Moorman, IV 340 Argyle Avenue San Antonio TX 78209	Sec/Treas/Director 10.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 None

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

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

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

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

Part 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 -----	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 -----	
2 -----	
All other program-related investments See instructions	
3 -----	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,367,074.
b	Average of monthly cash balances	1b	136,868.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,503,942.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,503,942.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,559.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,481,383.
6	Minimum investment return. Enter 5% of line 5	6	74,069.

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	74,069.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	153.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	153.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	73,916.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	73,916.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	73,916.

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	35,812.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	35,812.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	35,812.

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				73,916.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			93,846.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2008				
a From 2003	0.			
b From 2004	0.			
c From 2005	0.			
d From 2006	0.			
e From 2007	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 35,812.				
a Applied to 2007, but not more than line 2a			35,812.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2008 distributable amount				
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount – see instructions			58,034.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				73,916.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2005	0.			
c Excess from 2006	0.			
d Excess from 2007	0.			
e Excess from 2008	0.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

Lewis J. Moorman, III

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

None

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

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

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

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

c Any submission deadlines

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

Part 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
<i>a Paid during the year</i>				
SW Foundation for Biomedical Research P.O. Box 760549 San Antonio TX 78245	None	Public char	General Purpose	5,000.
Historical Centre Foundation PO Box 831078 San Antonio TX 78283	None	Public char	General Purpose	12,500.
Kinetic Kids PO Box 690993 San Antonio TX 78269	None	Public char	General Purpose	7,500.
McNay Art Museum 6000 North New Braunfels San Antonio TX 78209	None	Public char	General Purpose	3,000.
Operation Comfort 4900 Broadway, Suite 400 San Antonio TX 78209	None	Public char	General Purpose	6,000.
Total				▶ 3a 34,000.
<i>b Approved for future payment</i>				
Total				▶ 3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ and 990-PF
▶ See separate instructions.

OMB No 1545-0047

2008

Name of the organization

The RWM Foundation

Employer identification number

74-3014693

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule** (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions)

General Rule –

- For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules –

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

The RWM Foundation

74-3014693

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Lewis & Nancy Moorman 7373 Broadway, Suite 502 San Antonio TX 78209	\$ 304,792.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Litigation Income	51.	51.	
Plains All American - Ordinary I	-606.	-606.	
Permian Basin Royalty Trust	4,229.	4,229.	
San Juan Basin Royalty Trust	997.	997.	
Total	<u>4,671.</u>	<u>4,671.</u>	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Taxes	173.	173.		
Foreign Taxes - Plains All Ameri	31.	31.		
Income Tax	1,500.			
Total	<u>1,704.</u>	<u>204.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Administrative Fees	725.	363.		362.
Other Expenses	182.	182.		
Fees	1.	1.		
Total	<u>908.</u>	<u>546.</u>		<u>362.</u>

Form 990-PF, Page 1, Part I, Line 16b

L-16b Stmt

Line 16b - Accounting Fees:		Amount Paid	Net Investment	Adjusted Net	Disbursements
Name of Provider	Type of Service Provided	Per Books	Income	Income	for Charitable Purposes
Southern Wealth Mgmt	Tax preparation	2,900.	1,450.		1,450.
Total		<u>2,900.</u>	<u>1,450.</u>		<u>1,450.</u>

Form 990-PF, Page 1, Part I, Line 16c

L-16c Stmt

Line 16c - Other Professional Fees:		Amount Paid	Net Investment	Adjusted Net	Disbursements
Name of Provider	Type of Service Provided	Per Books	Income	Income	for Charitable Purposes
Investment Expenses	money management	11,753.	11,753.		
Total		<u>11,753.</u>	<u>11,753.</u>		

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>Mutual Funds - UBS Fin Svcs</u>	<u>20,270.</u>	<u>16,452.</u>
<u>Equities - UBS Fin Svcs</u>	<u>1,072,602.</u>	<u>1,045,498.</u>
Total	<u>1,092,872.</u>	<u>1,061,950.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
<u>Inv - San Juan Basin Royalty Trust</u>	<u>4,528.</u>	<u>6,222.</u>
<u>Inv - Plains All Amer Pipeline LP</u>	<u>12,481.</u>	<u>20,850.</u>
<u>Inv - Permian Basin Royalty Trust</u>	<u>26,019.</u>	<u>19,240.</u>
<u>Accumulated Depletion - Permian Basin Royalty Trust</u>	<u>-2,764.</u>	<u>0.</u>
Total	<u>40,264.</u>	<u>46,312.</u>

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
Lewis & Nancy Moorman contributions	304,792.
Total	<u>304,792.</u>

Supporting Statement of:

Form 990-PF, p2/Line 10b(a)

Description	Amount
Equities - UBS Fin Svcs	1,007,372.
Total	<u>1,007,372.</u>

Supporting Statement of:

Form 990-PF, p2/Line 13(a)

Description	Amount
Inv - San Juan Basin Royalty Trust	4,528.
Inv - Plains All Amer Pipeline LP	14,809.
Inv - Permian Basin Royalty Trust	24,785.
Total	<u>44,122.</u>

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d).

Description	Amount
Plains All American	7.
Permian Basin Royalty Trust	3.
Total	<u>10.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Dividends	19,690.
Plains All American	7.

Continued

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Tax Exempt Interest	2,680.
Total	<u>22,377.</u>

Capital Gains - RWM Foundation - 74-3014693

7/1/2008 through 6/30/2009

10/29/2009

Page 1

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
UBS AS02203	Nokia Corp	200 000	9/24/2007	7/8/2008	5,016 37	7,316 80	-2,300 43
UBS AS02203	NYSE Euronext	82 000	12/14/2007	7/22/2008	3,922 03	7,123 09	-3,201 06
UBS AS02203	Bristol Myers Squibb Co	256 000	11/8/2007	7/25/2008	5,714 26	7,313 92	-1,599 66
UBS AS02203	Methlife Inc	106 000	12/14/2007	7/29/2008	5,519 80	6,644 49	-1,124 69
UBS AS02203	Kansas City STHN	166 000	3/28/2008	8/7/2008	8,534 18	6,591 12	1,943 06
UBS AS02203	NRG Energy Inc	167 000	11/8/2007	8/12/2008	5,602 81	7,418 14	-1,815 33
UBS AS02203	Noble Corp	65 000	11/8/2007	10/14/2008	2,132 90	3,571 75	-1,438 85
UBS AS02203	Bristol Myers Squibb Co	266 000	11/8/2007	10/21/2008	4,940 26	7,599 62	-2,659 36
UBS AS02203	Goodyear Tire & Rubber	302 000	9/8/2008	10/28/2008	2,509 77	6,314 22	-3,804 45
UBS AS02203	Goodyear Tire & Rubber	65 000	9/30/2008	10/28/2008	540 18	942 92	-402 74
UBS AS02203	Wyeth	317 000	11/8/2007	10/29/2008	10,618 68	14,651 74	-4,033 06
UBS AS02203	Textron Inc	111 000	4/22/2008	10/29/2008	1,702 01	6,658 89	-4,956 88
UBS AS02203	RadioShack Corp	345 000	8/12/2008	10/29/2008	4,175 01	6,282 42	-2,107 41
UBS AS02203	RadioShack Corp	77 000	9/30/2008	10/29/2008	931 81	1,314 39	-382 58
UBS AS02203	ABB Ltd Spon Adr	405 000	9/30/2008	10/29/2008	4,953 53	7,699 05	-2,745 52
UBS AS02203	Omnicom Group Inc	143 000	2/25/2008	12/3/2008	3,737 59	6,695 43	-2,957 84
UBS AS02203	Omnicom Group Inc	51 000	9/30/2008	12/3/2008	1,332 99	1,953 81	-620 82
UBS AS02203	SPX Corporation	61 000	2/21/2008	12/4/2008	1,968 09	6,951 87	-4,983 78
UBS AS02203	Barclays PLC Adr	166 000	10/3/2008	12/5/2008	1,369 74	4,384 97	-3,015 23
UBS AS02203	Temple Inland Inc	536 000	6/16/2008	12/9/2008	1,908 20	6,855 44	-4,947 24
UBS AS02203	McDonalds Corp	113 000	6/25/2008	12/11/2008	7,001 69	6,536 49	465 20
UBS AS02203	Alcon Inc	44 000	2/15/2008	12/16/2008	3,503 66	6,525 69	-3,022 03
UBS AS02203	Palm Inc	1,201 000	10/2/2008	12/16/2008	2,426 12	7,206 34	-4,780 22
UBS AS02203	Microsoft Corp	194 000	12/28/2007	12/23/2008	3,769 41	6,984 00	-3,214 59
UBS AS02203	Time Warner Inc	418 000	2/11/2008	12/23/2008	5,920 86	6,516 60	-2,595 74
UBS AS02203	Granger W W Inc	87 000	9/30/2008	1/30/2009	6,408 21	7,443 72	-1,035 51
UBS AS02203	Health Care Select	142 000	9/24/2008	2/3/2009	3,838 23	4,336 04	-497 81
UBS AS02203	SPDR KBW Bank ETF	84 000	3/13/2008	2/9/2009	1,326 35	3,296 02	-1,969 67
UBS AS02203	SPDR KBW Bank ETF	404 000	3/28/2008	2/9/2009	6,379 12	15,890 10	-9,510 98
UBS AS02203	SPDR KBW Bank ETF	217 000	9/30/2008	2/9/2009	3,426 41	7,040 58	-3,614 17
UBS AS02203	Belden Inc New	235 000	9/30/2008	3/3/2009	2,237 42	7,263 26	-5,025 84
UBS AS02203	KBW Regl Banking ETF	135 000	6/6/2008	3/13/2009	2,465 09	4,226 85	-1,761 76
TOTAL SHORT TERM					123,832.78	207,549.77	-83,716.99
LONG TERM							
UBS AS02203	AT&T Inc	206 000	10/24/2006	7/24/2008	6,557 25	6,969 80	-412 55
UBS AS02203	JP Morgan Chase & Co	118 000	11/10/2005	7/29/2008	4,764 81	4,522 94	241 87
UBS AS02203	JP Morgan Chase & Co	46 000	12/27/2005	7/29/2008	1,857 47	1,851 96	5 51
UBS AS02203	Banco Santander Cen	401 000	8/29/2007	9/19/2008	6,375 19	7,267 72	-892 53
UBS AS02203	General Electric Co	48 000	11/28/2005	9/29/2008	1,195 19	1,730 68	-535 49
UBS AS02203	Texas Capital Bancshares Inc	2,000 000	10/23/1998	9/30/2008	38,017 46	12,984 37	25,033 09
UBS AS02203	Thornburg Limited Term M	7,500 000	7/11/1991	9/30/2008	99,144 75	97,593 23	1,551 52
UBS AS02203	Noble Corp	71 000	7/25/2007	10/14/2008	2,329 78	3,806 99	-1,477 21
UBS AS02203	Gilead Sciences Inc	92 000	7/11/2005	11/5/2008	4,345 46	2,111 40	2,234 06
UBS AS02203	Gilead Sciences Inc	98 000	8/24/2007	11/5/2008	4,628 86	3,600 42	1,028 44
UBS AS02203	Citrix Systems Inc	197 000	9/13/2006	12/22/2008	4,493 56	6,892 38	-2,398 82
UBS AS02203	Ishares DJ Technology	120 000	12/18/2001	12/23/2008	4,237 17	6,664 69	-2,427 52
UBS AS02203	International Paper Co	419 000	6/27/2006	12/23/2008	4,755 66	13,102 17	-8,346 51
UBS AS02203	Pepsico Inc	110 000	7/11/2005	1/15/2009	5,557 51	5,925 70	-368 19
UBS AS02203	General Electric Co	205 000	11/28/2005	2/24/2009	1,759 10	7,391 42	-5,632 32
UBS AS02203	General Electric Co	295 000	12/27/2005	2/24/2009	2,531 39	10,445 95	-7,914 56
UBS AS02203	General Electric Co	46 000	8/15/2006	2/24/2009	394 73	1,530 85	-1,136 12
UBS AS02203	General Electric Co	21 000	12/6/2006	2/24/2009	180 20	741 51	-561 31
UBS AS02203	Ishares Trust S&P Small Cap	167 000	12/27/2005	2/25/2009	5,781 51	9,772 41	-3,990 90
UBS AS02203	Ishares Trust S&P Small Cap	141 000	11/16/2007	2/25/2009	4,881 39	9,212 21	-4,330 82

Capital Gains - RWM Foundation - 74-3014693
7/1/2008 through 6/30/2009

10/29/2009

Page 2

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
UBS AS02203	Abbott Laboratories	57 000	7/11/2005	3/10/2009	2,667 58	2,838 03	-170 45
UBS AS02203	KBW Regl Banking ETF	523 000	1/30/2008	3/13/2009	9,549 92	20,014 87	-10,464 95
UBS AS02203	Technology Select Sector	158 000	5/20/2002	4/20/2009	2,588 02	3,175 80	-587.78
UBS AS02203	Technology Select Sector	27 000	12/13/2002	4/20/2009	442 26	423 90	18 36
UBS AS02203	Technology Select Sector	193 000	1/22/2003	4/20/2009	3,161 31	2,971 23	190 08
UBS AS02203	Technology Select Sector	203 000	3/2/2004	4/20/2009	3,325 11	4,271 12	-946 01
UBS AS02203	Ishares DJ Technology	16 000	12/18/2001	5/6/2009	677 58	888 63	-211 05
UBS AS02203	Ishares DJ Technology	35 000	2/27/2002	5/6/2009	1,482 21	1,606 49	-124 28
UBS AS02203	Ishares DJ Technology	97 000	5/20/2002	5/6/2009	4,107 84	4,471 64	-363 80
UBS AS02203	Ishares DJ Technology	14 000	12/13/2002	5/6/2009	592 88	488 07	104 81
UBS AS72386	Rohm Haas Co	425 000	8/3/2005	7/15/2008	31,226 70	20,191 75	11,034 95
UBS AS72386	American Express Co	325 000	6/25/2004	7/15/2008	12,515 67	14,502 41	-1,986 74
UBS AS72386	Weingarten Realty Investors	495 000	8/3/2005	4/1/2009	4,441 12	20,111 85	-15,670 73
UBS AS72386	Roper Inds Inc	430 000	1/12/2006	4/2/2009	19,587 68	17,204 30	2,383 38
UBS AS72386	Proctor & Gamble Co	400 000	12/9/2003	4/2/2009	19,952 76	19,370 00	582 76
UBS AS72386	Corning Inc	450 000	1/12/2006	4/2/2009	6,819 44	10,827 00	-4,007 56
UBS AS72386	Apple Inc	30 000	4/4/2007	4/2/2009	3,397 98	2,838 75	559 23
TOTAL LONG TERM					330,324.50	360,314.64	-29,990.14
OVERALL TOTAL					454,157.28	567,864.41	-113,707.13