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

2008

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

10/1/2008

, and ending

9/30/2009

G Check all that apply:

 Initial return Final return Amended return Address change Name changeUse the IRS  
label.

Name of foundation

THE ESTILL FOUNDATION

A Employer identification number

74-1892894

Otherwise,  
print  
or type.

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

Room/suite

P O BOX 2787

B Telephone number (see page 10 of the instructions)  
(361) 241-5361See Specific  
Instructions.

City or town, state, and ZIP code

CORPUS CHRISTI

TX

78403-2787

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.  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end  
of year (from Part II, col. (c),  
line 16) ► \$ 2,753,695J Accounting method  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) (see page 11 of the instructions))(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

SCANNED JAN 2 2010 Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	47,564	47,564	RECEIVED
	4 Dividends and interest from securities	0	0	JAN 20 2010
	5 a Gross rents		0	PSOSC
	b Net rental income or (loss)	0		OGDEN, UT
	6 a Net gain or (loss) from sale of assets not on line 10	0		
	b Gross sales price for all assets on line 6a	0		
	7 Capital gain net income (from Part IV, line 2)		0	
	8 Net short-term capital gain			
	9 Income modifications		0	
Operating and Administrative Expenses	10 a Gross sales less returns and allowances	0		
	b Less Cost of goods sold	0		
	c Gross profit or (loss) (attach schedule)	0		
	11 Other income (attach schedule)	504,583	504,583	0
	12 Total. Add lines 1 through 11	552,147	552,147	0
	13 Compensation of officers, directors, trustees, etc	0		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)	565	565	0
	b Accounting fees (attach schedule)	0	0	0
	c Other professional fees (attach schedule)	0	0	0
	17 Interest			
	18 Taxes (attach schedule) (see page 14 of the instructions)	31,016	17,519	0
	19 Depreciation (attach schedule) and depletion	0	0	0
	20 Occupancy	234	234	
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	1,265	1,265	0
	24 Total operating and administrative expenses.	33,080	19,583	0
	Add lines 13 through 23	137,742		137,742
	25 Contributions, gifts, grants paid	170,822	19,583	0
	26 Total expenses and disbursements Add lines 24 and 25	381,325	532,564	137,742
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)			
	c Adjusted net income (if negative, enter -0-)			

	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		68,596	167,608	167,608
	2 Savings and temporary cash investments		1,203,439	1,484,236	1,484,236
	3 Accounts receivable ►	0			
	Less allowance for doubtful accounts ►	0			
	4 Pledges receivable ►	0			
	Less allowance for doubtful accounts ►	0			
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►	92,715			
	Less allowance for doubtful accounts ►	0			
	8 Inventories for sale or use		95,424	92,715	92,715
	9 Prepaid expenses and deferred charges				
	10 a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
Liabilities	11 Investments—land, buildings, and equipment basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0			
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		863,000	1,002,390	1,002,390
	14 Land, buildings, and equipment basis ►	0			
Net Assets or Fund Balances	Less accumulated depreciation (attach schedule) ►	0			
	15 Other assets (describe ► )	0			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,232,980	2,753,695	2,753,695
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21 Mortgages and other notes payable (attach schedule)		0	0	
	22 Other liabilities (describe ► )	0			
	23 Total liabilities (add lines 17 through 22)		0	0	
Part III Analysis of Changes in Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		1,468,546	1,468,546	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		764,434	1,285,149	
	30 Total net assets or fund balances (see page 17 of the instructions)		2,232,980	2,753,695	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,232,980	2,753,695	

## 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	2,232,980
2 Enter amount from Part I, line 27a	2	381,325
3 Other increases not included in line 2 (itemize) ► ADJUST ROYALTIES TO MARKET VALUE	3	139,390
4 Add lines 1, 2, and 3	4	2,753,695
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	2,753,695

**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					
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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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		0
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3		0

**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 page 18 of 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 (col (b) divided by col (c))
2007	140,075	1,876,914	0.074630
2006	149,645	1,845,930	0.081068
2005	364,549	1,496,527	0.243597
2004	335,641	1,594,657	0.210478
2003	409,572	1,547,772	0.264620

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**1 a 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)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2008 estimated tax payments and 2007 overpayment credited to 2008

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 17,397

6b

6c 0

6d

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2009 estimated tax ► 6,746 Refunded ►

7 17,397

8 0

9 0

10 6,746

11 0

**Part VII-A Statements Regarding Activities**

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?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

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

1c X

c Did the foundation file Form 1120-POL for this year?

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?

2 X

If "Yes," attach a detailed description of the activities

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

4 a 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?

4b N/A X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

6 X

- 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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► TX

8b X

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

9

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 on page 27)? If "Yes," complete Part XIV

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)**

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 page 20 of the 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 ► NARENDRA PATEL	Telephone no ► (361) 241-5361		
Located at ► 10659 LEOPARD STREET CORPUS CHRISTI TX		ZIP+4 ► 78410		
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.		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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	1b N/A
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?	► <input type="checkbox"/>	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 ► 20_____ , 20_____ , 20_____ , 20_____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ , 20_____ , 20_____ , 20_____		
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 N/A	X
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)**

<b>5a</b> During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		<b>5b</b>	N/A
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
<b>c</b> 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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If you answered "Yes" to 6b, also file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>	X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>7b</b>	X

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See attached statement	.00	0	0	0
-----	00	0	0	0
-----	00	0	0	0
-----	00	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00	0	0	0
-----	00	0	0	0
-----	00	0	0	0
-----	00	0	0	0
-----	00	0	0	0

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

► 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
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	NOT APPLICABLE	
2		
3		
4		

#### Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
3	All other program-related investments. See page 24 of the instructions	
Total. Add lines 1 through 3		► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	1,517,774
c	Fair market value of all other assets (see page 24 of the instructions)	1c	954,559
d	Total (add lines 1a, b, and c)	1d	2,472,333
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	2,472,333
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	37,085
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,435,248
6	Minimum investment return. Enter 5% of line 5	6	121,762

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	121,762
2a	Tax on investment income for 2008 from Part VI, line 5	2a	10,651
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,651
3	Distributable amount before adjustments Subtract line 2c from line 1	3	111,111
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	111,111
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	111,111

**Part XII Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	137,742
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	0
b	Program-related investments—total from Part IX-B		
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)		
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	137,742
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	137,742

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

**Part XIII Undistributed Income (see page 26 of the instructions)**

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				111,111
2 Undistributed income, if any, as of the end of 2007				0
a Enter amount for 2007 only				0
b Total for prior years 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2008				
a From 2003	340,959			
b From 2004	267,166			
c From 2005	301,055			
d From 2006	66,236			
e From 2007	61,096			
f Total of lines 3a through e	1,036,512			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ 137,742				0
a Applied to 2007, but not more than line 2a				0
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2008 distributable amount				111,111
e Remaining amount distributed out of corpus	26,631			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			
6 Enter the net total of each column as indicated below:	1,063,143			
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 page 27 of the instructions	0			
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	340,959			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	722,184			
10 Analysis of line 9				
a Excess from 2004	267,166			
b Excess from 2005	301,055			
c Excess from 2006	66,236			
d Excess from 2007	61,096			
e Excess from 2008	26,631			



**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SOUTH TEXAS LIGHTHOUSE FOR THE BLIND 4421 AGNES STREET CORPUS CHRISTI TX 78405 P.A.L.S	NONE	PUBLIC	SCHOLARSHIP	5,000
1101 NAVIGATION BLVD CORPUS CHRISTI TX 78414 HALO FLIGHT	NONE	PUBLIC	CONTRIBUTION TO PURCHASE	10,000
315 PINSON DRIVE CORPUS CHRISTI TX 78406 CCCT CHRISTMAS APPEAL	NONE	PUBLIC	OPERATING FUNDS-AIRPORT	5,000
CORPUS CHRISTI CORPUS CHRISTI TX 78401 TEXAS A & M UNIVERSITY COLLEGE STATION	NONE	PUBLIC	CHRISTMAS APPEAL	1,000
20 TECHNOLOGY WAY COLLEGE STATION TX 77845 BAYLOR UNIVERSITY	NONE	PUBLIC	SCHOLARSHIPS	36,000
1 BEAR PLACE WACO TX 76798 UNIVERSITY OF TEXAS- AUSTIN	NONE	PUBLIC	SCHOLARSHIPS	8,000
UT STATION AUSTIN TX 78713 INCARNATE WORD ACADEMY	NONE	PUBLIC	SCHOLARSHIPS	17,000
2910 S ALAMEDA CORPUS CHRISTI TX 78404 YWCA	NONE	PUBLIC	SCHOLARSHIPS	10,000
4601 CORONA CORPUS CHRISTI TX 78411 TEXAS A&M UNIVERSITY-CORPUS CHRISTI	NONE	PUBLIC	CHILD CARE CENTER	10,069
6300 OCEAN DRIVE CORPUS CHRISTI TX 78412 NUECES COUNTY JUNIOR LIVESTOCK SHOW	NONE	PUBLIC	SCHOLARSHIPS	20,700
710 EAST MAIN ST ROBSTOWN TX 78380 BOYS & GIRLS CLUB OF CORPUS CHRISTI	NONE	PUBLIC	SCHOLARSHIPS	1,000
3902 GREENWOOD CORPUS CHRISTI TX 78416 MISSION OF MERCY	NONE	PUBLIC	SUMMER PROGRAMS	5,000
719 SHORELINE CORPUS CHRISTI TX 78401 TEXAS STATE TECHNICAL COLLEGE SYSTEM	NONE	PUBLIC	MOBILE HEALTH CLINIC	5,000
300 HOMER K. TAYLOR DR. SWEETWATER TX 79501 300 HOMER K. TAYLOR DR. SWEETWATER TX 79501	NONE	PUBLIC	SCHOLARSHIP	3,973
				0
				0
<b>Total</b>				► 3a 137,742
<b>b Approved for future payment</b>				
				0
				0
				0
				0
				0
				0
				0
				0
<b>Total</b>				► 3b 0

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>		47,564	14		
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>		504,583	15		
<b>8 Gain or (loss) from sales of assets other than inventory</b>				0	-
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>	a	0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
<b>12 Subtotal Add columns (b), (d), and (e)</b>		552,147		0	0
<b>13 Total Add line 12, columns (b), (d), and (e)</b>			13		552,147

**Part XVI.B. Relationship of Activities to the Accomplishment of Exempt Purposes**

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes
<p><b>Line No. ▼</b></p> <p>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) (See page 28 of the instructions )</p> <p>NOT APPLICABLE</p>

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

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?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

- a Transfers from the reporting foundation to a noncharitable exempt organization of
  - (1) Cash . . . . .
  - (2) Other assets . . . . .
- b Other transactions
  - (1) Sales of assets to a noncharitable exempt organization . . . . .
  - (2) Purchases of assets from a noncharitable exempt organization . . . . .
  - (3) Rental of facilities, equipment, or other assets . . . . .
  - (4) Reimbursement arrangements . . . . .
  - (5) Loans or loan guarantees . . . . .
  - (6) Performance of services or membership or fundraising solicitations . . . . .
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .

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.

**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

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.

Valentina Portel

01/13/2010

Treasurer

Sign Here

Part Prepa- Use C	signature			
	Firm's name (or yours if self-employed), address, and ZIP code	EIN ►		Phone no

## Line 11 (990-PF) - Other Income

		504,583	504,583	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTIES NET OF PRODUCTION TAX	504,583	504,583	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

## Line 16a (990-PF) - Legal Fees

	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	0
1	J W COOPER, JR	565	565			
2	BRANSCOMB, P.C					
3						
4						
5						
6						
7						
8						
9						
10						

## Line 18 (990-PF) - Taxes

		31,016	17,519	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income				
3	Income tax	10,651			
4	AD VALOREM TAXES/ROYALTY ASSET	17,519	17,519		
5	FEDERAL TAX PAYMENTS PRIOR YR	2,846			
6					
7					
8					
9					
10					

## Line 23 (990-PF) - Other Expenses

1,265

1,265

0

0

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1	Amortization See attached statement	0	0	0	0
2	Fund Raising				
3	OFFICE EXPENSE	490	490		
4	FILING FEES	10	10		
5	BANK CHECKS	21	21		
6	LIABILITY INSURANCE	744	744		
7					
8					
9					
10					

**Part II, Line 7 (990-PF) - Other Notes**

Borrower's Name		Business	Check if 501(c)3 org.	Original amount	Net balance due beginning of year	Balance due end of year	Allowance for doubtful accts end of year	Security provided	Date of note
1	DLO THREE DIMENSIONAL DEVELOPMENT			97,750	95,424	92,715	0	0 LIEN-REALTY	10/5/2007
2					0				
3					0				
4					0				
5					0				
6					0				
7					0				
8					0				
9					0				
10					0				



**Part II, Line 13 (990-PF) - Investments - Other**

	Item or Category	Basis of Valuation	(a) Book value beg. of year	(b) Book value end of year	(c) FMV end of year
1	ROYALTY- MINERALS		863,000	1,002,390	1,002,390
2					
3					
4					
5					
6					
7					
8					
9					
10					

## **Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**