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Form **990-PF**

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

OMB No 1545-0052

**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 12-01-2008 and ending 11-30-2009**

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

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation PEACH MOTT FOUNDATION INC		<b>A Employer identification number</b> 74-2730037
	Number and street (or P O box number if mail is not delivered to street address) Room/suite P O BOX 2549		<b>B Telephone number (see the instructions)</b> (361) 573-4383
	City or town, state, and ZIP code VICTORIA, TX 77902		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>

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

<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,496,008	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	3,080	3,080	3,080	
<b>4</b> Dividends and interest from securities . . . . .	290,083	290,083	290,083	
<b>5a</b> Gross rents . . . . .				
<b>b</b> Net rental income or (loss) _____				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-64,020			
<b>b</b> Gross sales price for all assets on line 6a _____ 1,386,000				
<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .				
<b>8</b> Net short-term capital gain . . . . .				
<b>9</b> Income modifications . . . . .				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .				
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b> Other income (attach schedule) . . . . .				
<b>12 Total.</b> Add lines 1 through 11 . . . . .	229,143	293,163	293,163	
<b>13</b> Compensation of officers, directors, trustees, etc				
<b>14</b> Other employee salaries and wages . . . . .				
<b>15</b> Pension plans, employee benefits . . . . .				
<b>16a</b> Legal fees (attach schedule) . . . . .	804	804	804	
<b>b</b> Accounting fees (attach schedule) . . . . .				
<b>c</b> Other professional fees (attach schedule) . . . . .				
<b>17</b> Interest . . . . .				
<b>18</b> Taxes (attach schedule) (see the instructions) . . . . .	4,634	4,634	4,634	
<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
<b>20</b> Occupancy . . . . .				
<b>21</b> Travel, conferences, and meetings . . . . .				
<b>22</b> Printing and publications . . . . .				
<b>23</b> Other expenses (attach schedule) . . . . .	109	109	109	
<b>24 Total operating and administrative expenses.</b>				
Add lines 13 through 23 . . . . .	5,547	5,547	5,547	0
<b>25</b> Contributions, gifts, grants paid . . . . .	714,367			714,367
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	719,914	5,547	5,547	714,367
<b>27</b> Subtract line 26 from line 12				
<b>a Excess of revenue over expenses and disbursements</b>	-490,771			
<b>b Net investment income</b> (if negative, enter -0-)		287,616		
<b>c Adjusted net income</b> (if negative, enter -0-)			287,616	

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	20,419	11,775	11,775
	<b>2</b> Savings and temporary cash investments . . . . .	605,176	578,594	578,594
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	8,431,551	7,968,917	7,905,639
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	9,057,146	8,559,286	8,496,008	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
<b>22</b> Other liabilities (describe ▶ _____)	3,165	-3,924		
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	3,165	-3,924		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	7,927,229	7,927,229	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	1,126,752	635,981		
<b>30 Total net assets or fund balances</b> (see the instructions)	9,053,981	8,563,210		
<b>31 Total liabilities and net assets/fund balances</b> (see the instructions)	9,057,146	8,559,286		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	9,053,981
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-490,771
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	8,563,210
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	8,563,210

**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)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	-64,020
<b>3</b> 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		<b>3</b>	

**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 (col (b) divided by col (c))
2007	242,960	9,295,915	0 026136
2006	675,181	10,615,959	0 063601
2005	98,253	8,868,621	0 011079
2004	41,050	8,165,368	0 005027
2003	620,895	8,109,491	0 076564

<b>2</b> Total of line 1, column (d).	<b>2</b>	0 182407
<b>3</b> 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	<b>3</b>	0 036481
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.	<b>4</b>	7,347,936
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	268,060
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	2,876
<b>7</b> Add lines 5 and 6.	<b>7</b>	270,936
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	714,367

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

**Additional Data****Software ID:** 08000060**Software Version:** 0852N0856N**EIN:** 74-2730037**Name:** PEACH MOTT FOUNDATION INC**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
VANGUARD TOTAL BD MRKT INDEX - ADMIR	P	2006-04-25	2008-12-05
VANGUARD SHRT-TRM INVESTMENT GRADE	P	2006-04-25	2008-12-05
VANGUARD TOTAL BD MRKT INDEX - ADMIR	P	2006-04-25	2008-12-05
VANGUARD INTRMDT-TRM INVESTMENT GRAD	P	2006-04-25	2008-12-05
VANGUARD SHRT-TRM INVESTMENT GRADE	P	2006-04-25	2008-12-05
VANGUARD INTRMDT-TRM INVESTMENT GRAD	P	2006-04-25	2008-12-05
VANGUARD SHRT-TRM INVESTMENT GRADE	P	2006-04-25	2009-06-03
VANGUARD INTRMDT-TRM INVESTMENT GRAD	P	2006-04-25	2009-06-03
VANGUARD FD TOTAL INTL STK INDEX FD	P	2006-03-23	2009-06-03
HARBOR FD INTL FD	P	2006-03-23	2009-06-03
VANGUARD TOTAL STOCK MKT PORT INST S	P	2002-03-22	2009-11-23
HARBOR FD INTL FD	P	2006-03-23	2009-11-23
VANGUARD FUNDS DIVERSIFIED EQ FD	P	2006-03-23	2009-11-23

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
135,000		133,838	1,162
163,000		178,382	-15,382
275,000		272,632	2,368
47,000		53,651	-6,651
62,000		67,851	-5,851
80,000		91,322	-11,322
26,000		26,745	-745
24,000		25,583	-1,583
86,000		99,771	-13,771
54,000		60,920	-6,920
251,000		229,135	21,865
29,000		25,895	3,105
154,000		184,295	-30,295

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			1,162
			-15,382
			2,368
			-6,651
			-5,851
			-11,322
			-745
			-1,583
			-13,771
			-6,920
			21,865
			3,105
			-30,295

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total tax due is 1,024.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns.

**Part VII-A Statements Regarding Activities Continued**

<p><b>11</b> 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)</p> <p>.....</p>	<b>11a</b>		<b>No</b>
<p><b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract? . . . . .</p>	<b>12</b>		<b>No</b>
<p><b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .</p> <p>Web site address ▶ <u>N/A</u></p>	<b>13</b>	<b>Yes</b>	
<p><b>14</b> The books are in care of ▶ <u>THOMAS L KELLER</u> Telephone no ▶ <u>(361) 573-4383</u></p> <p>Located at ▶ <u>101 S MAIN STE 300 VICTORIA TX</u> ZIP+4 ▶ <u>77901</u></p>			
<p><b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b>—Check here . . . . . <input type="checkbox"/></p> <p>and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u></p>			

**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
<b>1a</b>	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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
	(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)? . . . . . <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). . . . . <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <b>1b</b>			
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>			
<b>c</b>	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? . . . . . <b>1c</b>			
<b>2</b>	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))			
<b>a</b>	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>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see the instructions ). . . . . <b>2b</b>			
<b>c</b>	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____			
<b>3a</b>	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>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i> ). . . . . <b>3b</b>			
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> 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</p> <p><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 the instructions)? . . . <b>5b</b></p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input checked="" type="checkbox"/></p> <p><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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><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</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . <b>6b</b> <span style="float:right"><b>No</b></span></p> <p>If you answered "Yes" to 6b, also file Form 8870.</p> <p><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 type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . <b>7b</b></p>	
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**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 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
MICHAEL S ANDERSON P O BOX 2549 VICTORIA, TX 77902	PRESIDENT 1	0	0	0
STEVEN C ANDERSON P O BOX 2549 VICTORIA, TX 77902	VP, ASST TRES 1	0	0	0
DONALD J MALOUF 8115 PRESTON ROAD DALLAS, TX 75225	VP, ASST SECR 1	0	0	0
THOMAS L KELLER P O BOX 2549 VICTORIA, TX 77902	SECRY, TREAS 1	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see 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				

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

**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 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		
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .		

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	7,076,612
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	383,221
<b>c</b>	Fair market value of all other assets (see the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	7,459,833
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	7,459,833
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions). . . . .	<b>4</b>	111,897
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	7,347,936
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	367,397

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	367,397
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5. . . . .	<b>2a</b>	2,876
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	2,876
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	364,521
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	364,521
<b>6</b>	Deduction from distributable amount (see the instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	364,521

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	714,367
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	714,367
<b>5</b>	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) . . . . .	<b>5</b>	2,876
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	711,491

**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
<b>1</b> Distributable amount for 2008 from Part XI, line 7				364,521
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only. . . . .			124,164	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003. . . . .				
<b>b</b> From 2004. . . . .				
<b>c</b> From 2005. . . . .				
<b>d</b> From 2006. . . . .				
<b>e</b> From 2007. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4 $\blacktriangleright$ \$ <u>714,367</u>				
<b>a</b> Applied to 2007, but not more than line 2a			124,164	
<b>b</b> Applied to undistributed income of prior years (Election required—see the instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see the instructions). . . . .				
<b>d</b> Applied to 2008 distributable amount. . . . .				364,521
<b>e</b> Remaining amount distributed out of corpus	225,682			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	225,682			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see the instructions. . . . .				
<b>e</b> Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions. . . . .				
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions). . . . .				
<b>8</b> Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
<b>9</b> Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a. . . . .	225,682			
<b>10</b> Analysis of line 9				
<b>a</b> From 2004. . . . .				
<b>b</b> From 2005. . . . .				
<b>c</b> From 2006. . . . .				
<b>d</b> From 2007. . . . .				
<b>e</b> From 2008. . . . .	225,682			

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

**1a** 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

MICHAEL S ANDERSON

**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

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

Check here  if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc (see the 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

THOMAS L KELLER  
P O BOX 2549  
VICTORIA, TX 77902  
(361) 573-4383

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

ALL DISTRIBUTIONS BY THE FOUNDATION HAVE BEEN MADE TO CHARITABLE, RELIGIOUS OR EDUCATIONAL ORGANIZATIONS. IF THE FOUNDATION ADOPTS A GRANT, SCHOLARSHIP, FELLOWSHIP OR LOAN PROGRAM, IT WILL DEVELOP APPROPRIATE FORMS AND PROCEDURES AT THAT TIME

**c** Any submission deadlines

AS ABOVE

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

AS ABOVE

**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</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3a</b>	714,367
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	

**Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year**

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</b> <i>Paid during the year</i>				
AMERICAN RED CROSS4800 HARRY HINES BLVD DALLAS, TX 752357717	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	4,000
BARROWS NEUROLOGICAL INST 350 W THOMAS ROAD PHOENIX, AZ 85013	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	50,000
CASA OF COLLIN COUNTY112 W VIRGINIA ST MCKINNEY, TX 75069	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	50,000
CHARLES TAYLOR MINISTRIES 16200 DALLAS PKWY STE 260 DALLAS, TX 75248	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	2,500
CYSTIC FIBROSIS FND2929 CARLISLE SUITE 230 DALLAS, TX 752041058	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
DALLAS CHILDRENS ADVY CTR 5815 JOYCE WAY DALLAS, TX 75225	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	20,000
DALLAS MUSEUM OF ART1717 N HARWOOD ST DALLAS, TX 75201	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	4,000
GOLIAD ISD EDUC FNDPO BOX 830 GOLIAD, TX 77963	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	2,500
HEROS FOR CHILDREN1701 N COLLINS STE 240 RICHARDSON, TX 75080	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	4,400
MCKINNEY AVE CONTEMP MUSM 3120 MCKINNEY AVENUE DALLAS, TX 752047494	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	1,000
NORTH TX FOOD BANK4500 SOUTH COCKRELL HILL DALLAS, TX 75236	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	1,800
OUR LADY OF VICTORY BLDG1309 E MESQUITE LANE VICTORIA, TX 77901	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	50,000
PERPETUAL HELP HOMEPO BOX 4305 VICTORIA, TX 77903	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	15,000
SCRIPTORIUM PRESS3425 UNIVERSITY BOULEVARD DALLAS, TX 75205	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	2,000
ST MARKS SCHOOL OF TX10600 N PRESTON ROAD DALLAS, TX 75230	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	271,667
<b>Total . . . . .</b>			<b>3a</b>	714,367

**Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year**

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</b> <i>Paid during the year</i>				
TEXAS SCOTTISH RITE HOSP2222 WELBORN STREET DALLAS, TX 75219	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	23,500
THE DALLAS CONTEMPORARY 2801 SWISS AVE DALLAS, TX 752045925	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	1,000
THE VISITING NURSE ASSN1440 W MOCKINGBIRD LANE DALLAS, TX 75247	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
TOWN NORTH YMCA601 N AKARD ST DALLAS, TX 75201	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	120,000
TX AM 12TH MAN FNDPO BOX 2800 COLLEGE STATION, TX 778412800	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	2,500
USA FILM FESTIVAL-DALLAS6116 N CENTRAL EXPY DALLAS, TX 752065131	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	2,000
UTSW MEDICAL FND5253 HARRY HINES BLVD DALLAS, TX 75390	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	2,000
VICTORIA ADULT LITERACY802 EAST CRESTWOOD VICTORIA, TX 77901	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	5,000
VICTORIA CHRISTIAN ASST M401 E JUAN LINN STREET VICTORIA, TX 77901	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	15,000
VICTORIA COMMUNITY ACTION PO BOX 3607 VICTORIA, TX 77903	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	50,000
VICTORIA SW LITTLE LEAGUEPO BOX 2602 VICTORIA, TX 77902	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	2,000
VISD-MITCHELL GUIDANCE CTPO BOX 1759 VICTORIA, TX 77902	N/A	PUBLIC	CHARITABLE/EDUCATIONAL	2,500
<b>Total . . . . .</b>				714,367





**TY 2008 Investments - Other Schedule****Name:** PEACH MOTT FOUNDATION INC**EIN:** 74-2730037

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
HARBOR INTERNATIONAL FUND	FMV	324,614	354,652
VANGUARD DIVERSIFIED EQUITY INV	FMV	2,441,242	2,016,656
VANGUARD INTER TERM INV GRADE	FMV	379,769	390,216
VANGUARD SHORT TERM INV GRADE	FMV	572,695	581,807
VANGUARD TOTAL BOND MKT IDX	FMV	913,550	973,431
VANGUARD TOTAL INTL STOCK IDX	FMV	542,128	558,838
VANGUARD TOTAL STOCK MKT IDX	FMV	2,794,919	3,030,039

## TY 2008 Legal Fees Schedule

**Name:** PEACH MOTT FOUNDATION INC

**EIN:** 74-2730037

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	804			

## TY 2008 Other Expenses Schedule

**Name:** PEACH MOTT FOUNDATION INC

**EIN:** 74-2730037

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSE	109	109	109	

**TY 2008 Other Liabilities Schedule**

**Name:** PEACH MOTT FOUNDATION INC

**EIN:** 74-2730037

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX	3,165	-3,924

# TY 2008 Taxes Schedule

**Name:** PEACH MOTT FOUNDATION INC

**EIN:** 74-2730037

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	2,876	2,876	2,876	
FOREIGN TAX	1,758	1,758	1,758	