Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: James R. Dougherty, Jr. Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address): Post Office Box 640 | Room/suite

City or town, state, and ZIP code: Beeville, Texas 78104-0640

A Employer identification number: 02-0583552

B Telephone number (see page 10 of the instructions): 361-358-3560

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 foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,340,141.

J 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).)*

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	3,055.63	3,055.63		
	4	Dividends and interest from securities	150,045.52	150,045.52		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	(25,677.92)			
	b	Gross sales price for all assets on line 6a 1,248,094.97				
	7	Capital gain net income (from Part IV, line 2)		0.00		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	155,071.60	155,071.60		
	12	**Total.** Add lines 1 through 11	282,494.83	308,172.75		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	16,927.07	11,002.60		5,924.47
	14	Other employee salaries and wages	17,275.87	8,292.42		8,983.45
	15	Pension plans, employee benefits	2,886.77	1,628.52		1,258.25
	16a	Legal fees (attach schedule)	3,300.00	3,300.00		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	3,128.37	3,128.37		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	10,467.37	7,904.37		
	19	Depreciation (attach schedule) and depletion	9.39	9.39		
	20	Occupancy	23.90	23.90		
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	18,019.16	16,564.16		1,455.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	72,037.90	51,853.73		17,621.17
	25	Contributions, gifts, grants paid	332,000.00			332,000.00
	26	**Total expenses and disbursements.** Add lines 24 and 25	404,037.90	51,853.73		349,621.17
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(121,543.07)			
	b	**Net investment income** (if negative, enter -0-)		256,319.02		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,385,464.	1,249,654.	1,251,737.
	3	Accounts receivable ▶ 4,837.			
		Less: allowance for doubtful accounts ▶ 0.	0.	4,837.	4,837.
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	0.	2,600.	2,600.
	10a	Investments—U.S. and state government obligations (attach schedule)	1,651,988.	753,232.	763,124.
	b	Investments—corporate stock (attach schedule)	2,436,295.	2,499,124.	2,616,352.
	c	Investments—corporate bonds (attach schedule)	353,059.	1,191,358.	1,202,643.
	11	Investments—land, buildings, and equipment: basis ▶ 1,943,853.			
		Less: accumulated depreciation (attach schedule) ▶ 1,943,853.	9.	0.	495,000.
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ 3,555.			
		Less: accumulated depreciation (attach schedule) ▶ 3,555.	0.	0.	200.
	15	Other assets (describe ▶ Accrued Bond Interest)	0.	3,648.	3,648.
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,826,815.	5,704,453.	6,340,141.
Liabilities	17	Accounts payable and accrued expenses	819.	0.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	819.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	2,133,615.	2,133,615.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,692,381.	3,570,838.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,825,996.	5,704,453.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,826,815.	5,704,453.	

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	5,825,996.
2	Enter amount from Part I, line 27a	2	(121,543.)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,704,453.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,704,453.

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	Schedule Attached			
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				
b				
c				
d				
e				

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

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

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 — (25,677.92)

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

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))
2008	350,122.	6,337,719.	0.055244
2007	349,125.	6,616,202.	0.052768
2006	328,908.	6,296,705.	0.052235
2005	337,882.	6,169,840.	0.054763
2004	325,854.	6,150,260.	0.052982

2	**Total** of line 1, column (d)	2	0.267992
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	0.053598
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . .	4	6,050,862.
5	Multiply line 4 by line 3 . . .	5	324,214.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	2,563.
7	Add lines 5 and 6 . . .	7	326,777.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	349,621.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of 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	1	2,563.
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-)	2	
3	Add lines 1 and 2	3	2,563.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,563.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a 10,000.		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	10,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	7,437.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 2,600. **Refunded** ▶	11	4,837.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
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		✓
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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	✓	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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 *General Instruction G? If "No," attach explanation*	8b	✓	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶			
14	The books are in care of ▶ Daren R. Wilder Telephone no. ▶ 361-358-3560			
	Located at ▶ 201 N. Washington, Beeville, Texas ZIP+4 ▶ 78102			
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			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N	A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		✓
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ 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.)	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. ▶ 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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	3b	N.	A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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 2009?	4b		✓

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 page 22 of the 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 page 22 of the instructions)?		**5b**	✓
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☑ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	✓
	If "Yes" to 6b, 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?		**7b**	N A

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
Schedule Attached				

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				

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 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		
Total 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
1 Foundation is not involved with any direct charitable activities. It gives to active exempt organizations approved by the I.R.S.	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 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	
All other program-related investments See page 24 of the instructions	
3	
Total. 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.)

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	3,977,730.
b	Average of monthly cash balances	1b	1,540,022.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	625,255.
d	**Total** (add lines 1a, b, and c)	1d	6,143,007.
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	6,143,007.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	92,145.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,050,862.
6	**Minimum investment return.** Enter 5% of line 5	6	302,543.

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	302,543.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,563.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,563.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	299,980.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	299,980.
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	299,980

Part XII Qualifying Distributions (see page 25 of the 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	349,621.
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	349,621.
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	2,563.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	347,058.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				299,980.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			306,967.	
b Total for prior years: 20___,20___,20___				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 349,621.				
a Applied to 2008, but not more than line 2a			306,967.	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	42,654.			
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 *(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	42,654.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				299,980.
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.	*		
10 Analysis of line 9:	* Note. Election to Corpus	Distribute from Attached.		
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of 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:

Daren R. Wilder, Post Office Box 640, Beeville, Texas 78104-0640 (361) 358-3560

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

Requests should be made by letter giving information about the organization, its project and the amount requested. A copy of the IRS Determination Letter should also be enclosed

c Any submission deadlines: There are no fixed times for meetings which are usually held in the Spring and in the Fall The deadline for the Spring Meeting is March 1 and the deadline for the Fall Meeting is September 1 Requests received after the deadline are held over for the next meeting

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

None, except no gifts are made to individuals.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Schedule Attached.				**332,000.00**
Total . . . . ▶ 3a				**332,000.00**
b *Approved for future payment*				
NONE				
Total . . . . ▶ 3b				

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	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,055.63	
4 Dividends and interest from securities			14	150,045.52	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	(25,677.92)	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Oil & Gas Royalties			15	155,071.60	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13 282,494.83

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	N.A.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Karen R Welder | 5/13/10 | Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part I - Analysis of Revenue and Expenses

Line 11: Other Income	Col (a)	Col (b)
Oil & Gas Royalties	$155,071.60	$155,071.60

Line 16(a): Legal Fees		
Amount paid Graves, Dougherty, Hearon & Moody for revision of Bylaws	$ 3,300.00	$ 3,300.00

Line 16(c): Other Professional Fees		
Amount paid to Calhoun, Blair & Associates for appraisal of Royalty Interest	$ 3,128.37	$ 3,128.37

Line 18: Taxes	Col (a)	Col (b)	Col (d)
Production Taxes on Oil/Gas Royalties	$ 7,904.37	$ 7,904.37	-
Federal Excise Tax	2,563.00	-	-
Total	$ 10,467.37	$ 7,904.37	

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part I - Analysis of Revenue and Expenses

Line 19: Depreciation and Depletion

Depletion Schedule

	Lambert
Basis of Overriding Royalty	
Oil	$ 1,099,774.67
Gas	245,033.04
Total	$ 1,344,807.71
Depletion Allowed in Prior Years	
Oil	$ 1,099,765.28
Gas	245,033.04
Total	$ 1,344,798.32
Adjusted Basis 01/01/09	
Oil	$ 9.39
Gas	-
Total	$ 9.39
Reserves 01/01/09	
Oil	1,925.
Gas	10,340.
Units 01/01/09	
Oil	$ 0.0048779
Gas	$ -

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part I - Analysis of Revenue and Expenses

Line 19: Depreciation and Depletion Continued

Depletion Schedule

Production 01/01/09 - 12/31/09

	Lambert	
Oil	1,509.75	
Gas	6,535.34	

Depletion

Oil*	$ 9.39	
Gas	-	
Total Depletion on Lambert Lease		$ 9.39

* Note: Due to immateriality, all remaining Depletion written off this year.

Roche "A" Lease

	Interest #1*	Interest #2**
Basis of Overriding Royalty		
Oil	$ 520,046.27	$ 43,808.00
Gas	-	15,609.33
Total	$ 520,046.27	$ 59,417.33

* Acquired from James R. Dougherty in 1950
** Acquired from Genevieve Tarlton Dougherty in 1972

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part I - Analysis of Revenue and Expenses

Line 19: Depreciation and Depletion Continued

Depletion Schedule

Roche "A" Lease

	Interest #1*	Interest #2**
Less: Depletion Allowed in Prior Years		
Oil	$ 520,046.27	$ 43,808.00
Gas	-	15,609.33
Total	$ 520,046.27	$ 59,417.33
Adjusted Basis 01/01/09		
Oil	$ -	$ -
Gas	-	-
Total	$ -	$ -
Reserves 01/01/09		
Oil	613.	64.
Gas	1,400.	146.
Units 01/01/09		
Oil	$ -	$ -
Gas	$ -	$ -

* Acquired from James R. Dougherty in 1950

** Acquired from Genevieve Tarlton Dougherty in 1972

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part I - Analysis of Revenue and Expenses

Line 19: Depreciation and Depletion Continued

Depletion Schedule

Roche "A" Lease

	Interest #1*	Interest #2**	
Production 01/01/09 - 12/31/09			
Oil	619.13	64.49	
Gas	943.91	98.31	
Depletion			
Oil	$ -	$ -	
Gas	-	-	
	$ -	$ -	
Total Depletion on Roche "A" Lease			$ -
Total Depreciation and Depletion			$ 9.39

* Acquired from James R. Dougherty in 1950

** Acquired from Genevieve Tarlton Dougherty in 1972

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part I - Analysis of Revenue and Expenses

Line 23: Other Expenses	Col (a)	Col (b)	Col (d)
Dues - Council on Foundations	$ 710.00	$ 355.00	$ 355.00
Dues - Conference of Southwest Foundations	500.00	250.00	250.00
Commerce Clearing House - Tax Service Materials	1,805.45	1,624.90	180.55
Copier & Fax Expense	153.99	38.50	115.49
Office Supplies	346.22	262.30	83.92
Custodian Fee	12,085.28	12,085.28	-
Postage Expense	626.72	156.68	470.04
Automobile Expense	214.50	214.50	-
Automobile Insurance	154.00	154.00	-
Umbrella Insurance	1,001.00	1,001.00	-
General Liability Insurance	382.00	382.00	-
TSCPA - Accounting Seminar	40.00	40.00	-
Total	$ 18,019.16	$ 16,564.16	$ 1,455.00

2009 Form 990-PF Part II - Balance Sheets

Line 10(a): Investments - U.S. & State Government Obligations

#	Description	Book Value	Fair Market Value
585M	U.S. T-Notes 4.5% Due 05/15/10	$ 588,024.	$ 594,323.
50M	U.S. T-Notes 4.25% Due 01/15/10 (Inflation Adjusted)	64,586.	64,318.
50M	U.S. T-Notes 4.125% Due 08/15/10	50,076.	51,170.
50M	U.S. T-Notes 5% Due 08/15/11	50,546.	53,313.
	Total	$ 753,232.	$ 763,124.

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part II - Balance Sheets

Line 10(b): Investments - Corporate Stock

#	Description	Book Value	Fair Market Value
700 Sh.	Abbott Laboratories	$ 34,216.	$ 37,793.
1,500 Sh.	Adobe Systems, Inc.	39,340.	55,170.
600 Sh.	AFLAC Corporation	21,582.	27,750.
100 Sh.	Apache Corporation	6,829.	10,317.
300 Sh.	Apple, Inc.	29,034.	63,220.
1,000 Sh.	Applied Materials, Inc.	17,302.	13,940.
1,500 Sh.	AT&T, Inc.	37,800.	42,045.
300 Sh.	Baxter International, Inc.	14,784.	17,604.
2,923.994Sh.	Buffalo Small Cap Fund	76,705.	65,731.
600 Sh.	Chevron Corporation	35,903.	46,194.
2,000 Sh.	Cisco Systems, Inc.	44,322.	47,880.
700 Sh.	Colgate Palmolive Company	35,554.	57,505.
300 Sh.	Diageo PLC Sponsored ADR	26,796.	20,823.
2,081.225Sh.	Dodge & Cox International Stock Fund	95,875.	66,287.
1,200 Sh.	Dominion Resources, Inc. Virginia	42,276.	46,704.
400 Sh.	Emerson Electric Company	12,036.	17,040.
400 Sh.	Exxon Mobil Corporation	24,691.	27,276.
1,450 Sh.	Financial Select Sector SPDR	27,094.	20,880.
1,500 Sh.	General Electric Company	54,458.	22,695.
12,987.393Sh.	Glenmede Fund, Inc. - International Port	222,527.	169,615.
10,249.196Sh.	Glenmede Fund, Inc. - Large Cap 100 Port	140,387.	107,514.
300 Sh.	Goldman Sachs Group, Inc.	29,790.	50,652.
40 Sh.	Google, Inc.	14,854.	24,799.
4,780.751Sh.	Harbor Small Cap Value	97,269.	78,117.
400 Sh.	H.J. Heinz Company	13,568.	17,104.
800 Sh.	Hewlett Packard Corporation	24,464.	41,208.
1,200 Sh.	Illinois Tool Works	51,521.	57,588.
1,800 Sh.	Intel Corporation	48,132.	36,720.
400 Sh.	International Business Machines Corporation	43,679.	52,360.
1,000 Sh.	J.P. Morgan Chase & Company	46,140.	41,670.
1,000 Sh.	Johnson & Johnson, Inc.	46,170.	64,410.
600 Sh.	Kellogg Company	26,700.	31,920.
800 Sh.	3M Company	61,132.	66,136.
1,000 Sh.	Medtronic, Inc.	52,140.	43,980.
1,300 Sh.	Microsoft Corporation	39,738.	39,624.
400 Sh.	Nucor Corporation	16,626.	18,660.
1,000 Sh.	Omnicom Group	27,870.	39,150.
2,000 Sh.	Oracle Corporation	29,024.	49,060.
900 Sh.	Pepsico, Inc.	43,711.	54,720.
492 Sh.	Pfizer, Inc.	8,743.	8,949.

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part II - Balance Sheets

Line 10(b): Investments - Corporate Stock Continued

#	Description	Book Value	Fair Market Value
800 Sh.	Procter & Gamble Company	35,279.	48,504.
50 Sh.	Rio Tinto PLC Spon ADR	5,345.	10,770.
734 Sh.	Schlumberger, LTD.	19,558.	47,776.
500 Sh.	TJX Companies, Inc.	13,705.	18,275.
800 Sh.	Target Corporation	21,387.	38,696.
1,400 Sh.	Texas Instruments, Inc.	40,461.	36,484.
500 Sh.	The Travelers Companies, Inc.	21,385.	24,930.
139 Sh.	Transocean LTD.	5,506.	11,509.
3,375.83 Sh.	Tweedy Browne Global Value Fund	80,587.	71,568.
700 Sh.	United Parcel Service - Class B	47,100.	40,159.
700 Sh.	United Technologies Corporation	34,465.	48,587.
1,000 Sh.	US Bancorp	16,890.	22,510.
2,580.701Sh.	Vanguard Small Cap Index Fund Signal	45,000.	63,976.
1,000 Sh.	Varian Medical Systems, Inc.	36,293.	46,850.
800 Sh.	Waters Corporation	32,769.	49,568.
9,837.565Sh.	William Blair International Growth Fund	248,156.	186,422.
1,400 Sh.	Yum Brands, Inc.	34,456.	48,958.
	Total	$2,499,124.	$2,616,352.

Line 10(c): Investments - Corporate Bonds

#	Description	Book Value	Fair Market Value
50M	Anheuser Busch Bond 5.625% Due 10/01/10	$ 50,413.	$ 51,707.
100M	Cisco Systems, Inc. 5.25% Due 02/22/11	104,675.	104,933.
125M	Goldman Sachs Group 5.25% Due 10/15/13	134,201.	132,751.
200M	Hewlett Packard Company 2.25% Due 05/27/11	203,118.	202,840.
50M	J.P. Morgan Chase & Co. Bond 5.75% Due 01/02/13	50,782.	53,325.
125M	Morgan Stanley 5.05% Due 01/21/11	129,689.	129,649.
100M	Pfizer, Inc. 4.45% Due 03/15/12	105,150.	105,765.
50M	Toms River N.J. School District 4.212% Due 07/15/11	50,000.	51,798.
50M	Wal-Mart Stores Bonds 4.125% Due 02/15/11	49,156.	51,793.
200M	Wal-Mart Stores Bonds 4.25% Due 04/15/13	212,689.	212,054.
50M	Walt Disney Company 6.2% Due 06/20/14	51,482.	55,984.
50M	Wells Fargo Company 4.2% Due 01/15/10	50,003.	50,044.
	Total	$1,191,358.	$1,202,643.

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part II - Balance Sheets

Line 11: Investments: Land, Buildings and Equipment

Description	Cost	Accumulated Depreciation/ Depletion	Market Value
Roche "A" Lease R.I. - JRD Interest	$ 520,046.	$ 520,046.	$ 159,127.
Roche "A" Lease R.I. - GTD Interest	59,417.	59,417.	17,404.
Lambert Lease R.I.	1,344,808.	1,344,808.	318,469.
Lambert "B" Lease R.I.	17,996.	17,996.	-
Lambert #2 & #4 Lease R.I.	1,586.	1,586.	-
Totals	$ 1,943,853.	$ 1,943,853.	$ 495,000.

Line 14: Land, Buildings and Equipment

Description	Cost	Accumulated Depreciation/ Depletion	Market Value
Office Equipment	$ 3,555.	$ 3,555.	$ 200.

Line 15: Other Assets

Description	Book Value	Accumulated Amortization	Market Value
Interest Accrued on Purchase of Bonds	$ 3,648.	$ -	$ 3,648.
Organization Start-up Costs	20,000.	20,000.	-
Totals	$ 23,648.	$ 20,000.	$ 3,648.

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part IV - Capital Gains & Losses for Tax on Investment Income

		(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
a.	50M	Goldman Sachs Group Bond 3.85% Due 01/15/09	P	04/08/04	01/15/09
b.	250M	U.S. T-Notes 3.125% Due 04/15/09	P	07/07/08	04/15/09
c.	50M	U.S. T-Notes 3.125% Due 04/15/09	P	05/07/04	04/15/09
d.	500 Sh.	Hartford Financial Services Group	P	07/28/05	04/20/09
e.	590M	FNMA Bond 5.375% Due 08/15/09	P	08/16/06	08/15/09
f.	500 Sh.	Wyeth	P	10/18/07	10/16/09
g.	0.5 Sh.	Pfizer, Inc.	P	12/27/02	10/16/09
h.	300 Sh.	Lockheed Martin Corporation	P	01/26/04	10/26/09
i.	600 Sh.	Schering Plough Corporation	P	04/16/09	11/03/09
j.	240M	Certificate of Deposit 2.75% Due 12/09/09	P	12/10/08	12/09/09

	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or Other Basis	(h) Gain or (Loss)
a.	50,000.00	-	50,000.00	-
b.	250,000.00	-	250,000.00	-
c.	50,000.00	-	50,000.00	-
d.	4,970.92	-	41,632.00	(36,661.08)
e.	590,000.00	-	590,000.00	-
f.	25,251.73	-	23,005.00	2,246.73
g.	8.89	-	8.89	-
h.	20,856.81	-	15,273.00	5,583.81
i.	17,006.62	-	13,854.00	3,152.62
j.	240,000.00	-	240,000.00	-
	1,248,094.97	-	1,273,772.89	(25,677.92)

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part IV - Capital Gains & Losses for Tax on Investment Income Continued

	(i) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess of Col (i) over Col (j), if any	(l) Gain Col(h) Minus Col(k)
a.				-
b.				-
c.				-
d.				(36,661.08)
e.				-
f.				2,246.73
g.				-
h.				5,583.81
i.				3,152.62
j.				-
	-	-	-	(25,677.92)

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF

EXPENDITURE RESPONSIBILITY REPORT

1. Name and Address of Grantee:

   Dougherty Historical Foundation
   Post Office Box 640
   Beeville, Texas 78104

2. Date and Amount of Gift:

   July 3, 2008 $ 15,000.00

3. Purpose of Grant:

   To defray the cost of maintaining the Dougherty Homestead at Round Lake as a Museum for the general public for charitable and educational purposes.

4. Amount Spent by Grantee:

   $ 15,000.00

   Since all of the funds have been spent, this is a final report.

5. No portion of the funds was diverted from the purpose of this grant.

6. Date of Report:

   May 30, 2009

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF

EXPENDITURE RESPONSIBILITY REPORT

1. Name and Address of Grantee:

   Swinney Switch Volunteer Fire Department
   914 FM 3024
   Mathis, Texas 78368

2. Date and Amount of Gift:

   June 10, 2009 $ 6,500.00

3. Purpose of Grant:

   To help purchase a brush truck for fighting fires.

4. Amount Spent by Grantee:

   $ 6,500.00

   Since all of the funds have been spent, this is a final report.

5. No portion of the funds was diverted from the purpose of this grant.

6. Date of Report:

   July 2, 2009

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF

EXPENDITURE RESPONSIBILITY REPORT

1. Name and Address of Grantee:

   Dougherty Historical Foundation
   Post Office Box 640
   Beeville, Texas 78104

2. Date and Amount of Gift:

   November 26, 2008 $ 7,000.00

3. Purpose of Grant:

   To defray the cost of maintaining the Dougherty Homestead at Round Lake as a Museum for the general public for charitable and educational purposes.

4. Amount Spent by Grantee:

   $ 7,000.00

   Since all of the funds have been spent, this is a final report.

5. No portion of the funds was diverted from the purpose of this grant.

6. Date of Report:

   July 31, 2009

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF

EXPENDITURE RESPONSIBILITY REPORT

1. Name and Address of Grantee:

Dougherty Historical Foundation
Post Office Box 640
Beeville, Texas 78104

2. Date and Amount of Gift:

April 20, 2009 $ 15,000.00

3. Purpose of Grant:

To defray the cost of maintaining the Dougherty Homestead at Round Lake as a Museum for the general public for charitable and educational purposes.

4. Amount Spent by Grantee:

$ 15,000.00

Since all of the funds have been spent, this is a final report.

5. No portion of the funds was diverted from the purpose of this grant.

6. Date of Report:

December 30, 2009

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part VIII: Information about Officers, Directors, Trustees, etc.

(a) Name and Address	(b) Title & Avg. Hours per Week worked	(c) Compensation	(d) Contribution To Employee Benefit Plan	(e) Expenses Acct., Other Allowances
1. Ben F. Vaughan, III Post Office Box 98 Austin, TX 78767-0098	President/Director, as Needed	-	-	-
2. Genevieve Vaughan Post Office Box 2285 Austin, TX 78764-2285	Director, as Needed	-	-	-
3. Beatrice Rossi-Landi 136 E. 64th Street, Apt. 11F New York, NY 10065	Director, as Needed	-	-	-
4. Frances Carr Tapp Post Office Box 60010 Corpus Christi, TX 78466-0010	Secretary/Director, as Needed	-	-	-
5. Rachael Carr 2604 Pegram Avenue Austin, TX 78757	Director, as Needed	-	-	-
6. Rachael Pauley c/o Manor Downs Post Office Box 141309 Austin, TX 78714-1309	Director, as Needed	-	-	-
7. Daren R. Wilder Post Office Box 640 Beeville, TX 78104-0640	Treasurer, as needed	16,927.07	-	-
Total		16,927.07	-	-

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XIII - Undistributed Income

Line 4(c):

Election Under Section 4942 (d)(2)

This Foundation elects under the provisions of Section 4942 (d)(2), to treat $42,654.00 of the excess of qualifying distributions made in 2009 over undistributed income for 2008 as a distribution out of Corpus.

Daren R. Wilder
Daren R. Wilder
Treasurer

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
1.	Abraham's Vision of Peace, Inc. 295 89th Street, Suite 308 Daly City, California 94015	For the Vision Program and/or for operating expenses	3,000.00
2.	Admission Control dba College Forward 6448 Highway 290 East, Suite E-108 Austin, Texas 78723	For operating expenses	2,000.00
3.	Admission Control dba College Forward Post Office Box 142308 Austin, Texas 78714-2308	For operating expenses for the 2009-2010 fiscal year	1,000.00
4.	Any Baby Can, Inc. 1121 East 7th Street Austin, Texas 78702-3220	For operating expenses	1,000.00
5.	Any Baby Can, Inc. dba Any Baby Can Child and Family Resource Center 1121 East 7th Street Austin, Texas 78702	To help support the Candlelighters Childhood Cancer Program	3,000.00
6.	Austin Child Guidance Center 810 West 45th Street Austin, Texas 78751	For operating expenses	1,500.00
7.	Austin Child Guidance Center 810 West 45th Street Austin, Texas 78751	For operating expenses	4,600.00
8.	Austin Groups for the Elderly 3710 Cedar Street, Box 2 Austin, Texas 78705	For operating expenses	800.00
9.	Austin Recovery, Inc. 8402 Cross Park Drive Austin, Texas 78754	For operating expenses	500.00

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
10.	Austin Script Works Post Office Box 9787 Austin, Texas 78766-9787	This is an unrestricted grant made with the non-binding suggestion that the funds be used to help support the work of Sharon Bridgforth with her project titled delta dandi	2,000.00
11.	Boys & Girls Club of the Austin & Travis County, Inc. dba Boys & Girls Clubs of the Austin Area 303 West Johanna Street Austin, Texas 78704	For operating expenses	2,000.00
12.	Boys & Girls Club of Beeville, Inc. Post Office Box 131 Beeville, Texas 78104-0131	To help support quality summer programs and/or for operating expenses	4,150.00
13.	Boys & Girls Club of Beeville, Inc. Post Office Box 131 Beeville, Texas 78104-0131	To help purchase needed equipment, furniture and/or for operating expenses	3,000.00
14.	Boys & Girls Clubs of Martin County, Inc. 9 East Lyon Farm Drive Greenwich, Connecticut 06831	Funds are provided in memory of Mrs. Caroline Baxter Pauley and are for capital improvements to the Boys and Girls Club of Martin County and/or for operating expenses as ultimately determined by the Board of Directors	30,000.00
15.	Camp Aranzazu, Inc. 5420 FM 1781 Rockport, Texas 78382-7622	For operating expenses	1,000.00
16.	Cape Eleuthera Foundation, Inc. Post Office Box 5910 Princeton, New Jersey 08543-5910	This is an unrestricted grant made with the non-binding suggestion that the funds be used by the Bahamas Reef Environment Educational Foundation (BREEF) of Nassau, Bahamas for the Marine Conservation Teachers Symposium and/or for operating expenses	3,000.00

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
17.	Capital Area Food Bank of Texas, Inc. 8201 South Congress Avenue Austin, Texas 78745-7305	To help support the Meat and Perishable Food Rescue Program and/or for operating expenses	1,000.00
18.	Capital Area Food Bank of Texas, Inc. 8201 South Congress Avenue Austin, Texas 78745-7305	For the Central Texas Food Rescue Program	3,000.00
19.	Caritas of Austin Post Office Box 1947 Austin, Texas 78767-1947	For operating expenses	4,900.00
20.	Center for the Study of Ancient Territories 2205 West 11th Street Austin, Texas 78703	For help with the conference at the Centre of Agroarcheologia at Pantanello and/or for operating expenses	7,000.00
21.	Child Advocates, Inc. 2401 Portsmouth Street, Suite 210 Houston, Texas 77098	To help support the 2009 Court Services Program and/or for operating expenses	500.00
22.	CHRISTUS Spohn Health System Development Foundation 600 Elizabeth Street Corpus Christi, Texas 78404	To help support the da Vinci Surgical System and/or for operating expenses	3,000.00
23.	Congregation of the Daughters of Mary Immaculate (Marianist Sisters) 235 West Ligustrum Drive San Antonio, Texas 78228-4020	To help support the construction of a Hostel for poor young women and girls in Ranchi, Jharkhand, India	1,000.00
24.	Corpus Christi Hope House and the Gabriel Project 658 Robinson Street Corpus Christi, Texas 78404	For operating expenses	1,000.00
25.	Court Appointed Special Advocates (CASA) of Travis County, Inc. 6330 Highway 290 East, Suite 350 Austin, Texas 78723	For operating expenses	1,000.00

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
26.	Court Appointed Special Advocates (CASA) of Travis County, Inc. 6330 Highway 290 East, Suite 350 Austin, Texas 78723	For the Child Advocacy program	2,000.00
27.	Covenant House Texas Post Office Box 66330 Houston, Texas 77266-6330	For operating expenses	2,000.00
28.	Covenant House, Texas Fairview Station Post Office Box 66330 Houston, Texas 77266-6330	For operating expenses	2,000.00
29.	Crime Prevention Institute, Inc. 8101 FM 969 Austin, Texas 78724	For operating expenses	1,000.00
30.	Crudem Foundation Post Office Box 804 Ludlow, Massachusetts 01056	For the Hopital Sacre Coeur in Haiti and/or for operating expenses	4,500.00
31.	CRUDEM Foundation Post Office Box 804 Ludlow, Massachusetts 01056-0804	For the Hopital Sacre Coeur in northern Haiti and/or for operating expenses	1,000.00
32.	Cumberland College 6191 College Station Drive Williamsburg, Kentucky 40769-1372	For operating expenses	500.00
33.	Diocesan Migrant & Refugee Services, Inc. 2400 A East Yandell El Paso, Texas 79903	For help with the Unaccompanied Minors Representation Program	1,000.00
34.	Doctors Without Borders USA 333 Seventh Avenue, 2nd Floor New York, New York 10001-5004	For operating expenses	3,000.00
35.	Dougherty Historical Foundation Post Office Box 640 Beeville, Texas 78104-0640	For operating expenses	15,000.00

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
36.	Dougherty Historical Foundation Post Office Box 640 Beeville, Texas 78104-0640	For operating expenses	20,000.00
37.	Down Home Ranch, Inc. 20250 FM 619 Elgin, Texas 78621	For operating expenses	500.00
38.	Down Home Ranch, Inc. 20250 FM 619 Elgin, Texas 78621	For help with Swim Fest and/or for operating expenses	4,000.00
39.	Driscoll Children's Hospital Development Foundation, Inc. Post Office Box 6530 Corpus Christi, Texas 78466-9952	To help with the expansion and renovation of the Children's Blood and Cancer Center and/or for operating expenses	2,500.00
40.	East Rural Travis County Advisory Board, Inc. 601 West Carrie Manor Manor, Texas 78653	This is an unrestricted grant made with the non-binding suggestion that the funds be used to help support the Manor Library for books, study guides and/or for operating expenses	2,000.00
41.	Economists for Peace & Security, Inc. c/o the Levy Economics Institute Box 5000 Annandale-on-Hudson, New York 12504	For operating expenses	800.00
42.	FEMAP Foundation 1400 Hardaway, Suite 210 El Paso, Texas 79903	To help purchase two vehicles for the Community Bank Program and/or for operating expenses	2,000.00
43.	Food Bank of Corpus Christi, Inc. 826 Krill Street Corpus Christi, Texas 78408-2515	For operating expenses	3,500.00
44.	Food Bank of Corpus Christi 826 Krill Street Corpus Christi, Texas 78408-2515	For operating expenses	1,000.00

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
45.	Foundation Communities, Inc. 3036 South 1st Street, Suite 200 Austin, Texas 78704	For operating expenses	1,000.00
46.	Friends of WEECE, Inc. 21 Boylston Street Jamaica Plain, Massachusetts 02130	This is an unrestricted grant made with the non-binding suggestion that the funds be used by Women Education and Economic Center (WEECE) of Tanzania, East Africa to help with the building of a clinic in the village of Nganjoni in Tanzania and/or for operating expenses	10,500.00
47.	Funding Exchange, Inc. 666 Broadway, Suite 500 New York, New York 10012	For operating expenses	500.00
48.	GENaustin Post Office Box 3122 Austin, Texas 78704-3122	For operating expenses	1,000.00
49.	Global Fund for Women, Inc. 222 Sutter Street, Suite 500 San Francisco, California 94108	This is an unrestricted grant made with the non-binding suggestion that the funds be used for groups in the Philippines for travel expenses and/or for operating expenses	1,500.00
50.	Good News, Inc. dba Woodsboro Family Center Post Office Box 528 Woodsboro, Texas 78393-0528	For help with the installation and ground cover for playground equipment and/or for operating expenses	1,000.00
51.	Good Samaritan Rescue Mission Post Office Box 65 Corpus Christi, Texas 78403-0065	For the Air Conditioning/Heating-Windows/Stucco Project and/or for operating expenses	1,000.00
52.	Guatemala Human Rights Commission / USA 3321 12th Street, NE Washington, DC 20017-4008	For operating expenses	1,000.00

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
53.	Haitian Health Foundation 97 Sherman Street Norwich, Connecticut 06360	For operating expenses	3,000.00
54.	Heifer Project International 1 World Avenue Little Rock, Arkansas 72202	For operating expenses	2,500.00
55.	Heifer International 1 World Avenue Little Rock, Arkansas 72202	For operating expenses	1,000.00
56.	Helping Hand Home for Children 3804 Avenue B Austin, Texas 78751	For operating expenses	2,000.00
57.	Hope Foundation for the Homeless, Inc. 171 Bluebrook Court Oviedo, Florida 32765	To help care for homeless and impoverished families and/or for operating expenses	500.00
58.	House the Homeless, Inc. Post Office Box 2312 Austin, Texas 78768-2312	To help support people experiencing homelessness and/or for operating expenses	2,200.00
59.	Incarnate Word Academy 2920 South Alameda Corpus Christi, Texas 78404-2733	For operating expenses	1,000.00
60.	Infact dba Corporate Accountability International 46 Plympton Street Boston, Massachusetts 02118-2425	For operating expenses	200.00
61.	Institute for Food and Development Policy, Inc. dba Food First 398 60th Street Oakland, California 94618	For operating expenses	1,000.00

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

Recipient	Purpose	Amount
62. Institute for Policy Studies 1112 16th Sreet, NW, Suite 600 Washington, DC 20036	This is an unrestricted grant made with the non-binding suggestion that the funds be used by Other Worlds for operating expenses	3,000.00
63. Institute for Women's Policy Research 1707 L Street NW, Suite 750 Washington, DC 20036	For operating expenses	500.00
64. International Humanities Center 860 Via de la Paz, Suite D3-B Pacific Palisades, California 902772	This is an unrestricted grant made with the non-binding suggestion that the funds be used by Alliance for Bases Clean-up of Quezon City, Philippines for the "Friends of Clark and Subic Communities" to help clean-up the Clark Air Force Base and Subic Naval Base	5,000.00
65. Island Dolphin Care, Inc. 150 Lorelane Place Key Largo, Florida 33037	For operating expenses	1,000.00
66. Jupiter Medical Center Foundation, Inc. c/o Mr. Peter S. Pauley 103 Palmetto Trail Hobe Sound, Florida 33455	Funds are given to honor the memory of Mrs. Caroline (Biddy) Baxter Pauley for use in Oncology Nursing	25,000.00
67. The Lakota Language Consortium 2233 North Browncliff Lane Bloomington, Indiana 47408	For operating expenses	2,000.00
68. The Lambi Fund of Haiti Post Office Box 18955 Washington, DC 20036	For operating expenses	2,000.00
69. La Posada Providencia 1610 Marydale Road San Benito, Texas 78586	For operating expenses	1,000.00

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
70.	MADRE, Inc. 121 West 27th Street, Room 301 New York, New York 10117-0305	For operating expenses	1,000.00
71.	Make-A-Wish Foundation of the Texas Gulf Coast & Louisiana, Inc. 1604 Bissonnet Houston, Texas 77005	To help provide wishes to children with life threatening medical conditions and/or for operating expenses	1,000.00
72.	Manor Youth Association Post Office Box 219 Manor, Texas 78653	To help build a permanent bathroom facility	500.00
73.	Manos de Cristo, Inc. 4911 Harmon Avenue Austin, Texas 78751	For operating expenses	500.00
74.	Manos de Cristo 4911 Harmon Avenue Austin, Texas 78751	For operating expenses	1,000.00
75.	Meals on Wheels and More, Inc. 3227 East 5th Street Austin, Texas 78702	For operating expenses	500.00
76.	Meals on Wheels and More, Inc. 3227 East 5th Street Austin, Texas 78702-4907	For operating expenses	1,500.00
77.	Memorial Sloan/Kettering Cancer Center 1275 York Avenue New York, New York 10065	To help with breast cancer research and/or for operating expenses	3,000.00
78.	Mission Honduras International Post Office Box 56007 Chicago, Illinois 60656-0007	For help with the two new boarding centers in the Dominican Republic and/or for operating expenses	2,000.00
79.	Nature Conservancy, Inc. of Texas Post Office Box 1440 San Antonio, Texas 78295	To help preserve Texas' natural treasures	500.00

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
80.	New Israel Fund Post Office Box 91588 Washington, DC 20090-1588	This is an unrestricted grant made with the non-binding suggestion that the funds be used by the Coalition of Women for Peace to help with the publication of an anthology entitled **Women Building New Worlds** edited by Dr. Erella Shadmi	5,000.00
81.	New Radio & Performing Arts 124 Bourne Street Roslindale, Massachusetts 02131-2202	This is an unrestricted grant made with the non-binding suggestion that the funds be used by Women's International News Gathering Service (WINGS) to produce and distribute radio programs and/or operating expenses	5,000.00
82.	Normanna Volunteer Fire Department Post Office Box 196 Normanna, Texas 78142-0196	To help build or renovate the fire station and/or for operating expenses	500.00
83.	Pet Assistance Association, Inc. Post Office Box 1163 Beeville, Texas 78104-1163	To help support pet spay and neuter surgeries and/or for operating expenses	1,000.00
84.	Primarily Primates, Inc. Post Office Box 207 San Antonio, Texas 78291-0207	For operating expenses	1,000.00
85.	Primarily Primates, Inc. Post Office Box 207 San Antonio, Texas 78291-0207	For operating expenses	100.00
86.	Providence Ministry Corporation dba La Posada Providencia 1610 Marydale Road San Benito, Texas 78586	For operating expenses	1,500.00
87.	The Rainbow Network, Inc. 3834 South Avenue Springfield, Missouri 65807	To help the Feeding/Nutrition Program in Nicaragua and/or for operating expenses	2,000.00

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
88.	Ronald McDonald House Charities of Austin and Central Texas, Inc. 1315 Barbara Jordan Boulevard Austin, Texas 78723	For operating expenses	500.00
89.	St. Ann's Catholic Church Post Office Box 2000 Belcourt, North Dakota 58316-2000	To help support the St. Ann's Summer Camp and/or for operating expenses	1,000.00
90.	St. Edward's University, Inc. 3001 South Congress Avenue Austin, Texas 78704-6489	For the College Assistance Migrant Program (CAMP)	1,000.00
91.	St. Philip's Episcopal School 105 North Adams Street Beeville, Texas 78102	To help purchase new educational materials and/or for operating expenses	4,250.00
92.	St. Philip's Episcopal School 105 North Adams Street Beeville, Texas 78102	To help purchase new educational materials and/or for operating expenses	2,000.00
93.	San Angelo Saddle Club, Inc. 2031 Shahan Road San Angelo, Texas 76904	This is an unrestricted grant made with the non-binding suggestion that the funds be used for the San Angelo Saddle Club Equestrian 4H for operating expenses for the kids	5,500.00
94.	San Angelo Saddle Club, Inc. 2031 Shahan Road San Angelo, Texas 76904	This is an unrestricted grant made with the non-binding suggestion that the funds be used for the San Angelo Saddle Club Equestrian 4H for operating expenses for the kids	3,500.00
95.	Save Venice Inc. 1104 Lexington Avenue, 4C New York, New York 10075	For help with the publication of a book in conjunction with the Gallerie dell' Accademia in Venice as a full and permanent record of the restoration and conservation efforts of precious artworks	13,000.00

02-0583552

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

	Recipient	Purpose	Amount
96.	The Seton Fund of the Daughters of Charity of St. Vincent de Paul 1201 West 38th Street Austin, Texas 78705-1056	For operating expenses	1,500.00
97.	The Society of St. Vincent de Paul Saint John Neumann Conference 5455 Bee Cave Road Austin, Texas 78746	For operating expenses	2,500.00
98.	Solomon R. Guggenheim Foundation 1071 Fifth Avenue New York, New York 10128	For capital funds to help preserve the Peggy Guggenheim Collection	17,000.00
99.	Southern Brooks Volunteer Fire Department, Inc. Post Office Box 57 Encino, Texas 78353	For operating expenses	1,000.00
100.	South Texas Institute for the Arts dba Art Museum of South Texas 1902 North Shoreline Corpus Christi, Texas 78401	For the "ArtReach" Program and/or for operating expenses	2,500.00
101.	Swinney Switch Volunteer Fire Department 914 FM 3024 Mathis, Texas 78368	To help purchase a brush truck for fighting fires	6,500.00
102.	Texas RioGrande Legal Aid, Inc. 300 South Texas Boulevard Weslaco, Texas 78596	For operating expenses	2,000.00
103.	Texas RioGrande Legal Aid 300 South Texas Boulevard Weslaco, Texas 78596	For operating expenses	1,000.00
104.	Timon's Ministries 10501 South Padre Island Drive Corpus Christi, Texas 78418	For operating expenses	1,000.00

2009 Form 990-PF Part XV Supplementary Information

Line 3(a): Grants and Contributions Paid During the Year

Recipient	Purpose	Amount
105. Travis County Domestic Violence & Sexual Assault Survival Center dba SafePlace Post Office Box 19454 Austin, Texas 78760	For operating expenses	1,500.00
106. Wisconsin Interfaith Committee on Latin America dba Columbia Support Network Project Post Office Box 1505 Madison, Wisconsin 53701-1505	To help purchase a new computer and related items for the outreach mission and/or for operating expenses	4,000.00
107. The Women's Home 607 Westheimer Houston, Texas 77006-3915	For the WholeLife Treatment Program and/or for operating expenses	7,500.00
108. Workers Defense Project, Inc. Post Office Box 6423 Austin, Texas 78762-6423	For the Workplace Justice Program and/or for operating expenses	500.00
109. Young Womens Christian Association (YWCA) of Corpus Christi 4601 Corona Drive Corpus Christi, Texas 78411	To help underwrite the YW-Teen Program and/or for operating expenses	1,500.00
Total		$ 332,000.00

None of the above are individuals. All are public organizations except:

(1) Dougherty Historical Foundation, which received a grant of $15,000.00 on April 20, 2009;

(2) Swinney Switch Volunteer Fire Department, which received a grant of $6,500.00 on June 10, 2009;

(3) Dougherty Historical Foundation, which received a grant of $20,000.00 on December 11, 2009;

Expenditure Responsibility Agreements were signed with these organizations.

AMENDED AND RESTATED

BYLAWS

OF

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

TABLE OF CONTENTS

Page

AMENDED AND RESTATED

BYLAWS

OF

JAMES R. DOUGHERTY, JR. FOUNDATION, INC.

PREAMBLE

PURPOSES

It is recognized and acknowledged that this corporation is a successor to, and a continuation of, The James R. Dougherty, Jr. Foundation, a charitable trust established under the will of James R. Dougherty, Deceased (the "Founder"), which contemplated and authorized the conversion of such trust to a corporate form as a Texas non-profit corporation. This corporation shall at all times operate in a manner consistent with the true intent of the Founder as best understood and interpreted in good faith by the Directors.

While the Founder contemplated that the foundation would be administered and its funds distributed for the use and benefit of the people of South Texas, primarily, and the people of Texas secondarily, yet he provided that the Directors shall not be so limited in the use of the funds of the trust estate but in their unlimited discretion may extend the benefits thereof to the people of other states of the Union; and, if they see fit, to the relief of suffering abroad.

ARTICLE I.
NAME AND PURPOSE

1.1. Name. The name of the corporation is James R. Dougherty, Jr. Foundation, Inc. (the "Corporation").

1.2. Early Adoption of the Texas Business Organizations Code. By Early Adoption filed with the Texas Secretary of State on April ___, 2009, the Corporation adopted and became subject to the Texas Business Organizations Code (the "TBOC").

1.3. Purpose. Subject to Sections 2.002, 2.003, 2.010 and 22.051 of the TBOC, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes or the prevention of cruelty to children or animals within the meaning of Sections 501(c)(3) and 2055(a) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States tax law. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this

Section 1.3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II.
OFFICES

2.1. Principal Office. The principal office of the Corporation shall be located at 201 North Washington Street, Beeville, Texas 78102, or such other address as the Board of Directors may from time to time determine.

2.2. Additional Offices. The Corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III.
MEMBERS

3.1. General. The Corporation shall have no members.

ARTICLE IV.
BOARD OF DIRECTORS

4.1. General Powers. The affairs of the Corporation shall be managed by, and the control and disposition of its properties and funds shall be vested in the Corporation's Directors.

4.2. Number and Qualifications. The number of Directors which shall constitute the whole Board of Directors shall be six (6). Directors need not be residents of the State of Texas.

4.3. Increase or Decrease in Directors. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors may not be decreased to fewer than three (3).

4.4. Election and Vacancies. The Board of Directors shall be a self-perpetuating body. The Directors of the Corporation at the time of the adoption of these Amended and Restated Bylaws (the "Current Directors") are: Frances Carr Tapp, Genevieve Vaughan, Ben F. Vaughan III, Rachael Carr, Beatrice Rossi-Landi and Rachael Vaughan Pauley. The Current Directors shall serve until death, resignation or removal in accordance with the provisions of Section 4.5. The manner of electing successors to the Directors, filling vacancies and filling directorships by reason of an increase in the number of Directors shall be as follows: Successors to the Current Directors shall be elected by the affirmative vote of a majority of the other members of the Board of Directors or by the sole remaining Director, even if less than a quorum of the Board of Directors, and vacancies and any new Director positions created by an increase in the number of

Directors shall be filled in the same manner. In choosing additional and successor Directors, the Board of Directors shall give preferential (but not exclusive) consideration to the adult descendants of Rachel Dougherty Vaughan and May T. Dougherty King, daughters of James R. Dougherty, the Founder; and, to the extent practicable in the judgment of the Directors, the Board of Directors shall also give preferential consideration to the election of an equal number of Directors from each of the King and Vaughan families. Successors to the Current Directors shall be elected to serve until death, resignation or removal in accordance with the provisions of Section 4.5.

4.5. Removal. Subject to Section 22.211(b) of the TBOC, at any meeting of the Directors called expressly for that purpose at which a quorum is present, any Director may be removed either with or without cause.

4.6. Place of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

4.7. Regular Meetings. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board of Directors.

4.8. Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of any two or more Directors. Notice of each special meeting of the Board of Directors shall be given to each Director at least two (2) weeks before the date of the meeting. If the meeting will be held solely or in part by using a conference telephone or other communications system authorized by Section 6.002 of the TBOC or by these Bylaws, the notice must also comply with the requirements of Section 4.14 of these Bylaws.

4.9. Attendance as Waiver of Notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.10. Voting. A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution. A proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

4.11. Quorum of Directors; Majority Vote. At all meetings of the Board of Directors, the presence in person (but not by proxy) of a majority of the number of Directors set by these Bylaws shall constitute a quorum for the transaction of business, and the act of the majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.12. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may from time to time designate one or more committees, including an Executive Committee, which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are Directors; the remainder need not be Directors. A committee member who is not a Director has the same responsibility with respect to such committee as a committee member who is a Director. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to change the number and members of any such committee, to fill vacancies and to discharge any such committee. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President thereunto authorized by a like resolution of the Board of Directors. Membership on such committees may, but need not be, limited to Directors.

4.13. Director Action by Written Consent. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall have been signed by sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted. Any such written consent shall be signed and dated by each Director or committee member executing the same and such executed written consent shall be filed with the Corporation in the manner required by Section 3.151 of the TBOC.

4.14. Alternative Forms of Meetings. Subject to the provisions of the TBOC and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles of Incorporation or these Bylaws, Directors or committee members may participate in and hold a meeting of Directors or committee members by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those methods, if the telephone or other equipment or system permits each Director or committee member participating in the meeting to communicate with all other persons participating in the meeting, and such participation shall constitute presence in person at such meeting, except where a Director or committee member participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. If voting by Directors or committee members is to take place at the meeting, the Corporation must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or other action taken. If a meeting is held solely or in part by using a conference telephone or other communications systems authorized by Section 6.002 of the TBOC or by these Bylaws, the notice of the meeting must identify the forms of communications systems to be used for the meeting and the means of accessing the communications systems. Further, such a meeting may be held by means of a remote electronic communication system, including video teleconferencing technology or the Internet, only if (i) each person entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method in which each person participating in the meeting can communicate concurrently with each other participant.

ARTICLE V.
NOTICES

5.1. Notice to Directors. Except as may be otherwise provided in these Bylaws, any notice to Directors shall be in writing and shall be delivered (by personal delivery or overnight delivery service) or mailed to the Directors at their respective addresses appearing on the books of the Corporation, or sent by facsimile or other electronic transmission to the Directors at their respective fax numbers or electronic mail addresses appearing on the books of the Corporation. If mailed or sent by overnight delivery service, such notice shall be deemed to be delivered when deposited in the United States mail or with an overnight delivery service with postage paid. If transmitted by facsimile or other electronic transmission, notice is deemed to be delivered on successful transmission of the facsimile or electronic message.

5.2. Waiver of Notice. Whenever any notice is required to be given to a Director or member of a committee under the provisions of the TBOC or under the provisions of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The business to be transacted at a regular or special meeting of the Directors or members of a committee or the purpose of such a meeting is not required to be specified in a written waiver of notice unless required by the Articles of Incorporation.

ARTICLE VI.
OFFICERS

6.1. Officers of the Corporation. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President and Secretary. The Board of Directors may also elect or appoint one or more Vice Presidents, a Treasurer and such other officers and assistant officers as it shall deem necessary. All officers shall hold their offices for such terms (subject to Section 6.4) and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors by resolutions not inconsistent with these Bylaws. Any two (2) or more offices, other than the offices of President and Secretary may be held by the same person. A properly designated committee may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both President and Secretary.

6.2. Qualifications. No officer need be a member of the Board of Directors. The Board of Directors shall have the power to enter into contracts for the employment and reasonable compensation of officers for such terms as the Board of Directors deems advisable, subject to Section 6.3.

6.3. Compensation; Restrictions on Loans and Dividends. The Corporation may pay compensation in a reasonable amount to its officers and other agents for services rendered, but only as permitted by the TBOC and these Bylaws. The salaries and other compensation of all officers and agents of the Corporation shall be fixed by the Board of Directors. Any compensation paid to any officer of the Corporation in the form of salary, commission, bonus or otherwise that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such officer to the Corporation, and each officer, by virtue of becoming an officer, agrees to execute and deliver to the Corporation any and all documents reasonably requested by the Corporation in order to provide for such reimbursement. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its Directors or officers. No loan shall be made by the Corporation to its Directors, officers or employees. No person related by blood or marriage to James R. Dougherty, the Founder, shall be compensated for services as a Director or officer of the Corporation; but such person may be reimbursed for out-of-pocket expense or similar disbursement incurred by him or her in discharge of his or her duties as an officer or Director of the Corporation.

6.4. Term of Office and Removal. Regular elections of officers shall occur at the first meeting of the Board of Directors held in each year ending in an even number; provided, however, that the Board of Directors may, in its discretion, vote to elect or remove officers at any meeting. Unless otherwise specified by the Board of Directors, the term of office for all officers shall be for two (2) years, commencing with the date of such officer's election; provided that officers of the Corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

6.5. President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the Board of Directors.

6.6. Vice President. The Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President.

They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.7. Secretary. The Secretary shall attend all meetings of the Board of Directors and record all of the proceedings of the meetings of the Board of Directors in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and (if notice is required) regular meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Corporation (if any) and, when authorized by the Board of Directors, shall affix the same (or state that the Corporation has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by his or her signature or by the signature of an Assistant Secretary or of the Treasurer, if any.

6.8. Assistant Secretaries. The Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.9. Treasurer. The Treasurer, if any, shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in the records of the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors, at its regular meetings, or when the President or Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

6.10. Assistant Treasurers. The Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or the President may from time to time delegate.

6.11. Ex Officio Members. The President, the Secretary and the Treasurer (if a Treasurer has been elected by the Board of Directors) shall be ex officio members of the Board of Directors. As ex officio members they shall be entitled to receive notice of and attend all meetings of the Board of Directors. These officers shall not be entitled to vote as members of the Board of Directors unless they have also been elected and are serving as Directors. Any other officers of the Corporation may attend meetings of the Board of Directors from time to time at the invitation of the Board.

ARTICLE VII.
GENERAL PROVISIONS

7.1. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

7.3. Seal. The Board of Directors may provide for a corporate seal in such form as it prescribes. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

7.4. Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors in the management of the Corporation.

7.5. Financial Records and Annual Reports. The Corporation shall maintain such financial records, and shall prepare such reports of financial activity, as may be required by Section 22.352 of the TBOC.

7.6. Conveyance of Land. The Corporation may convey land by deed, with or without the seal of the Corporation, signed by an officer or attorney-in-fact of the Corporation when authorized by appropriate resolution of the Board of Directors.

ARTICLE VIII.
AMENDMENTS

8.1. Amendment to Bylaws. The Corporation's Board of Directors may amend or repeal the Corporation's Bylaws or adopt new Bylaws by the affirmative vote of a majority of the Directors of the Corporation (whether in person, by proxy or by written consent).

ARTICLE IX.
INDEMNIFICATION

9.1. Power to Indemnify and to Purchase Indemnity Insurance. To the maximum extent permitted by Chapter 8, Subchapter C of the TBOC, the Corporation shall indemnify any person who is or was a Director of the Corporation against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Chapter 8, Subchapter C of the TBOC) because of that person's service or status as a Director. Further, the Corporation shall pay or reimburse reasonable expenses incurred by a Director who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Chapter 8, Subchapter C of the TBOC; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section 8.104 of the TBOC may be conditioned upon a showing, satisfactory to the Board of Directors in its sole discretion, of the financial ability of the Director in question to make the repayment referred to in such Section 8.104. The Corporation shall indemnify and advance expenses to any person who is or was an officer of the Corporation in the same manner and to the same extent as the Corporation indemnifies and advances expenses to any person who is or was a Director of the Corporation. Further, the Corporation may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Chapter 8, Subchapter C of the TBOC and other applicable law, as the Board of Directors may from time to time determine. The provisions of this Section 9.1 shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this Section 9.1 shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Corporation in accordance with the provisions of the section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.