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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

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

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 THE WOODFOREST CHARITABLE FOUNDATION		A Employer identification number 20-2516951
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number 832-375-2543
	1330 LAKE ROBBINS DRIVE		
	City or town, state, and ZIP code THE WOODLANDS, TX 77380		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,486,331. (Part I, column (d) must be on cash basis)		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	3,396,378.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	24,935.	24,935.		
	4 Dividends and interest from securities	94,570.	94,570.		
	5a Gross rents	181.	181.		STATEMENT 1
	b Net rental income or (loss)	181.			
	6a Net gain or (loss) from sale of assets not on line 10	-422,347.			
	b Gross sales price for all assets on line 6a	7,353,567.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	20,522.	20,522.	0.	STATEMENT 2	
12 Total. Add lines 1 through 11	3,114,239.	140,208.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	3,125.	1,562.	0.	1,563.
	b Accounting fees STMT 4	16,924.	8,462.	0.	8,462.
	c Other professional fees STMT 5	25,679.	25,679.	0.	0.
	17 Interest	1,361.	1,361.	0.	0.
	18 Taxes STMT 6	1,134.	1,134.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	15,883.	3,460.	3,460.	8,963.
	24 Total operating and administrative expenses. Add lines 13 through 23	64,106.	41,658.	3,460.	18,988.
	25 Contributions, gifts, grants paid	400,587.			400,587.
26 Total expenses and disbursements. Add lines 24 and 25	464,693.	41,658.	3,460.	419,575.	
27 Subtract line 26 from line 12	2,649,546.				
a Excess of revenue over expenses and disbursements		98,550.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			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		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,198,248.	4,090,161.	4,090,161.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	3,318,039.	3,416,339.	4,396,170.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	5,516,287.	7,506,500.	8,486,331.
	17 Accounts payable and accrued expenses			
	18 Grants payable	99,137.	60,498.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	99,137.	60,498.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	5,417,150.	7,446,002.		
30 Total net assets or fund balances	5,417,150.	7,446,002.		
31 Total liabilities and net assets/fund balances	5,516,287.	7,506,500.		

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	5,417,150.
2 Enter amount from Part I, line 27a	2	2,649,546.
3 Other increases not included in line 2 (itemize) ▶ TAX DIFFERENCE ON REALIZED GAIN	3	55.
4 Add lines 1, 2, and 3	4	8,066,751.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR UNREALIZED LOSS	5	620,749.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,446,002.

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 WOODFOREST FINANCIAL SERVICES 56717220	P	VARIOUS	VARIOUS
b WOODFOREST FINANCIAL SERVICES 20415715	P	VARIOUS	VARIOUS
c WOODFOREST FINANCIAL SERVICES 56682174	P	VARIOUS	VARIOUS
d WOODFOREST FINANCIAL SERVICES 20415715	P	VARIOUS	VARIOUS
e WOODFOREST FINANCIAL SERVICES 56682174	P	VARIOUS	VARIOUS

(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 3,805,821.		3,931,096.	-125,275.
b 215,191.		277,638.	-62,447.
c 147,557.		208,984.	-61,427.
d 2,479,084.		2,611,201.	-132,117.
e 705,914.		746,995.	-41,081.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-125,275.
b			-62,447.
c			-61,427.
d			-132,117.
e			-41,081.

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	-422,347.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	230,027.	5,219,400.	.044072
2007	106,759.	3,126,121.	.034151
2006	4,084.	1,366,063.	.002990
2005	1,150.	49,414.	.023273
2004			

2 Total of line 1, column (d)	2	.104486
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	.026122
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,676,741.
5 Multiply line 4 by line 3	5	200,532.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	986.
7 Add lines 5 and 6	7	201,518.
8 Enter qualifying distributions from Part XII, line 4	8	419,575.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	986.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	986.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	986.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	800.	
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	800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	186.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX, VA, NC, OH, PA, WV, IL, MD, AL, SC, NY, KY, MS, LA		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)

11 ☐ Yes ☒ No

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

12 ☐ Yes ☒ No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13 ☒ Yes ☐ No

Website address **WWW.WOODFORESTCHARITABLEFOUNDATION.ORG**

14 The books are in care of **VICKI RICHMOND**

Telephone no **832-375-2543**

Located at **1330 LAKE ROBBINS DR #100, THE WOODLANDS, TX**

ZIP+4 **77380**

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

and enter the amount of tax-exempt interest received or accrued during the year

15

N/A

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

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

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 ☐ Yes ☒ No

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 ☐ Yes ☒ No

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 ☐ , ☐ , ☐ , ☐

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)

N/A

2b ☐ Yes ☒ No

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

☐ , ☐ , ☐ , ☐

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 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)

N/A

3b ☐ Yes ☒ No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a ☐ Yes ☒ No

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 ☐ Yes ☒ No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT E. MARLING, JR. 1330 LAKE ROBBINS #100 THE WOODLANDS, TX 77380	PRESIDENT 2.00	0.	0.	0.
KIM MARLING 1330 LAKE ROBBINS #100 THE WOODLANDS, TX 77380	VP & EXEC. DIRECTOR 30.00	0.	0.	0.
VICKI RICHMOND 1330 LAKE ROBBINS #100 THE WOODLANDS, TX 77380	TREASURER/SECRETARY 10.00	0.	0.	0.

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

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

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

0
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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	5,140,957.
b	Average of monthly cash balances	1b	2,652,689.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,793,646.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,793,646.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	116,905.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,676,741.
6	Minimum investment return. Enter 5% of line 5	6	383,837.

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

1	Minimum investment return from Part X, line 6	1	383,837.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	986.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	986.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	382,851.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	382,851.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	382,851.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	419,575.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	419,575.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	986.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	418,589.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				382,851.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			142,137.	
b Total for prior years		0.		
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	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 419,575.				
a Applied to 2008, but not more than line 2a			142,137.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				277,438.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				105,413.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

THE WOODFOREST CHARITABLE FOUNDATION

20-2516951

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE WOODFOREST CHARITABLE FOUNDATION

20-2516951

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID GOTTLIEB 34 ABERDEEN CROSSING THE WOODLANDS, TX 77381	\$ 2,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	DAVID GOTTLIEB 34 ABERDEEN CROSSING THE WOODLANDS, TX 77381	\$ 3,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	MICHAEL H. RICHMOND 59 N ROYAL FERN THE WOODLANDS, TX 77380	\$ 10,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	ROBERT MARLING 30 S TRANQUIL PATH THE WOODLANDS, TX 77380	\$ 13,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	ROBERT MARLING 30 S TRANQUIL PATH THE WOODLANDS, TX 77380	\$ 11,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	SMITH SOUTHERN EQUIPMENT 2210 WEST 34TH STREET HOUSTON, TX 77018	\$ 17,822.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE WOODFOREST CHARITABLE FOUNDATION

20-2516951

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	TELEGISTICS 24900 PITKIN STE 340 THE WOODLANDS, TX 77386	\$ 6,950.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	THE WOODLANDS CAR CLUB P.O. BOX 9023 THE WOODLANDS, TX 77387	\$ 9,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	UNITED HEALTHCARE P.O. BOX 1459 MINNEAPOLIS, MN 55440	\$ 6,950.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	WOODFOREST NATIONAL BANK 1330 LAKE ROBBINS DR. #100 THE WOODLANDS, TX 77380	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	TAD BROWN 1510 POLK HOUSTON, TX 77002	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	RICHIE RAY 16955 WALDEN ROAD, SUTIE 100 MONTGOMERY, TX 77356	\$ 17,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE WOODFOREST CHARITABLE FOUNDATION

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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	MR. & MRS. GERALD GLENN 3 GRAND REGENCY CIRCLE THE WOODLANDS, TX 77382	\$ 5,477.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	MR & MRS. PIERRE MULACHECK 15 REGENT SQUARE THE WOODLANDS, TX 77381	\$ 5,977.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	MR & MRS. STAN PAUR 2 RAMBLING SPRINGS WAY THE WOODLANDS, TX 77382	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	DISCOVER FINANCIAL SERVICES 2500 LAKE COOK RD RIVERWOODS, IL 60015	\$ 6,950.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	FIRST DATA 1845 CORTLANDT ST HOUSTON, TX 77008	\$ 6,950.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	GREEN PAGES 33 BADGERS' ISLAND WEST KITTERY, ME 03904	\$ 24,070.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE WOODFOREST CHARITABLE FOUNDATION**20-2516951****Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	MR & MRS. JOE GILLEN 1235 NORTH LOOP WEST #800 HOUSTON, TX 77008	\$ 8,520.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
20	MR & MRS. JIM BLAIR 205 GROGAN'S POINT DRIVE THE WOODLANDS, TX 77380	\$ 5,477.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990-PF	RENTAL INCOME	STATEMENT	1
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME	
K-1 FROM PARTNERSHIP	1	181.	
TOTAL TO FORM 990-PF, PART I, LINE 5A		181.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	20,522.	20,522.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	20,522.	20,522.	0.

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	3,125.	1,562.	0.	1,563.	
TO FM 990-PF, PG 1, LN 16A	3,125.	1,562.	0.	1,563.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	16,924.	8,462.	0.	8,462.	
TO FORM 990-PF, PG 1, LN 16B	16,924.	8,462.	0.	8,462.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	25,679.	25,679.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	25,679.	25,679.	0.	0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	617.	617.	0.	0.
TAXES ON INVESTMENTS	517.	517.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,134.	1,134.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,084.	694.	695.	695.
FILING FEES	1,465.	488.	488.	489.
PUBLIC RELATIONS	2,583.	861.	861.	861.
FUNDRAISING	5,500.	0.	0.	5,500.
SUPPLIES	230.	77.	76.	77.
CREDIT CARD FEES	4,021.	1,340.	1,340.	1,341.
TO FORM 990-PF, PG 1, LN 23	15,883.	3,460.	3,460.	8,963.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK INVESTMENTS	3,416,339.	4,396,170.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,416,339.	4,396,170.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	9
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BAY AREA FOOD BANK 5248 MOBILE SOUTH STREET THEODORE, AL 36582	N/A SUPPORT GENERAL PROGRAMS	N/A	850.
FOOD BANK OF NORTH ALABAMA 2000 B. VERNON AVE SW HUNTSVILLE, AL 35805	N/A SUPPORT GENERAL PROGRAMS	N/A	650.
MONTGOMERY COUNTY FOOD BANK 521 TRADE CENTER STREET MONTGOMERY, AL 36108-2107	N/A SUPPORT GENERAL PROGRAMS	N/A	650.
THE FOUNDRY RESCUE MISSION & RECOVERY CENTER 1800 4TH AVENUE NORTH, PO BOX 824 BESSEMER, AL 35021-0824	N/A SUPPORT GENERAL PROGRAMS	N/A	1,000.
THE KINGS RANCH AND HANNAH HOMES 221 DAYSPRING DRIVE CHELSEA, AL 35044	N/A SUPPORT GENERAL PROGRAMS	N/A	3,150.
CENTRAL ILLINOIS FOOD BANK P.O. BOX 8228, 2000 EAST MOFFAT SPRINGFIELD, IL 62791	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.

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HARVEST DELIVERENCE CENTER	N/A SUPPORT GENERAL PROGRAMS	N/A	2,500.
NORTHERN ILLINOIS FOOD BANK 6000 INDUSTRIAL DRIVE ST. CHARLES, IL 60174	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
FEEDING INDIANA'S HUNGRY 5722-A WEST 74TH STREET INDIANAPOLIS, IN 46278	N/A SUPPORT GENERAL PROGRAMS	N/A	10,000.
RONALD MCDONALD HOUSE OF INDIAN-MICHIANA, INC. 615 N. MICHIGAN STREET SOUTH BEND, IN 46601	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
FEEDING AMERICA - KENTUCKY'S HEARTLAND P.O. BOX 313 PETERSON DRIVE ELIZABETHTOWN, KY 42702	N/A SUPPORT GENERAL PROGRAMS	N/A	3,750.
INDIAN SUMMER CAMP P.O. BOX 24337 LOUISVILLE, KY 40224	N/A SUPPORT GENERAL PROGRAMS	N/A	3,750.
SECOND HARVEST FOOD BANK OF GREATER N.O. AND ACADIANA 215 E. PINHOOK RD. LAFAYETTE, LA 70501	N/A SUPPORT GENERAL PROGRAMS	N/A	425.
MARYLAND FOOD BANK - EASTERN SHORE 28500 OWENS BRANCH ROAD, P.O. BOX 804 SALISBURY, MD	N/A SUPPORT GENERAL PROGRAMS	N/A	3,500.
ANGEL RANCH, INC. P.O. BOX 120 OXFORD, MS 38655	N/A SUPPORT GENERAL PROGRAMS	N/A	900.
BOYS AND GIRLS COUNTRY OF HOUSTON, INC. 18806 ROBERTS ROAD HOCKLEY, TX 77447	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.

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BRIDGEWOOD FARMS, INC. 11680 ROSE ROAD CONROE, TX 77303	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
CHILDREN'S MIRACLE NETWORK 1919 S. BRAESWOOD MC 4-4483 HOUSTON, TX 77030	N/A SUPPORT GENERAL PROGRAMS	N/A	20,000.
FACE P.O. 19783 CINCINNATI, OH 45219	N/A SUPPORT GENERAL PROGRAMS	N/A	10,000.
HUMANE SOCIETY OF MONTGOMERY COUNTY 407 SGT. ED HOLCOMB BLVD S CONROE, TX 77301	N/A SUPPORT GENERAL PROGRAMS	N/A	2,200.
INTERFAITH OF THE WOODLANDS 4242 INTERFAITH WAY THE WOODLANDS, TX 77381	N/A SUPPORT GENERAL PROGRAMS	N/A	20,000.
MONTGOMERY COUNTY FOOD BANK 111 SOUTH 2ND STREET CONROE, TX 77301	N/A SUPPORT GENERAL PROGRAMS	N/A	7,500.
MONTGOMERY COUNTY WOMEN'S CENTER 1600 LAKE FRONT CIRCLE THE WOODLANDS, TX 77387	N/A SUPPORT GENERAL PROGRAMS	N/A	8,000.
MONTGOMERY COUNTY YOUTH SERVICES P.O. BOX 1316 CONROE, TX 77305	N/A SUPPORT GENERAL PROGRAMS	N/A	8,000.
NORTH COUNTY YMCA 10245 OWEN DRIVE CONROE, TX 77304	N/A SUPPORT GENERAL PROGRAMS	N/A	2,500.
PALMETTO PLACE EMERG SHELTER P.O. BOX 3395 COLUMBIA, SC 29230	N/A SUPPORT GENERAL PROGRAMS	N/A	2,000.

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RONALD MCDONALD HOUSE OF INDIANA 435 LIMESTONE ST. INDIANAPOLIS, IN 46202	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
ST. JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA	N/A SUPPORT GENERAL PROGRAMS	N/A	10,450.
STARLIGHT STARBRIGHT CHILDREN'S FOUNDATION 30 EAST ADAMS ST., STE 1020 CHICAGO, IL 60603	N/A SUPPORT GENERAL PROGRAMS	N/A	10,000.
TEXAS NEW COMMUNITY ALLIANCE P.O. BOX 7181 THE WOODLANDS, TX 77387	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
WV ELKS MAJOR PROJECT, INC. 227 SOUTH WELLS STREET SISTERVILLE, WV 26175	N/A SUPPORT GENERAL PROGRAMS	N/A	3,450.
HABITAT FOR HUMANITY P.O. BOX 2624 CONROE, TX 77301	N/A SUPPORT GENERAL PROGRAMS	N/A	25,000.
MISSISSIPPI FOOD NETWORK P.O. BOX 411 JACKSON, MS 39205	N/A SUPPORT GENERAL PROGRAMS	N/A	400.
DOUBLE H - HOLE IN THE WOODS RANCH 97 HIDDEN VALLEY ROAD LAKE LUZERNE, NY 12846	N/A SUPPORT GENERAL PROGRAMS	N/A	1,000.
FOOD BANK OF CENTRAL NY 6970 SCHUYLER ROAD EAST SYRACUSE, NY 13057	N/A SUPPORT GENERAL PROGRAMS	N/A	650.
FOOD BANK OF WESTERN NY 91 HOLT STREET BUFFALO, NY 14206	N/A SUPPORT GENERAL PROGRAMS	N/A	350.

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FOODLINK, INC 936 EXCHANGE ST ROCHESTER, NY 14608	N/A SUPPORT GENERAL PROGRAMS	N/A	600.
REGIONAL FOOD BANK OF NORTHEASTER NY 965 ALBANY-SHAKER ROAD LATHAM, NY 12110	N/A SUPPORT GENERAL PROGRAMS	N/A	400.
FOOD BANK OF CENTRAL & EASTER NC, INC. 3808 TARHEEL DRIVE RALEIGH, NC 27609	N/A SUPPORT GENERAL PROGRAMS	N/A	10,000.
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE, NC 28805-2445	N/A SUPPORT GENERAL PROGRAMS	N/A	10,000.
SECOND HARVEST FOOD BANK OF NORTHWEST NC, INC 3655 REED STREET WINSTON-SALEM, NC 27107-5428	N/A SUPPORT GENERAL PROGRAMS	N/A	10,000.
FREESTORE FOOD BANK 1250 TENNESSEE AVENUE CINCINNATI, OH 45229	N/A SUPPORT GENERAL PROGRAMS	N/A	2,700.
LOAVES AND FISHES PANTRY P.O. BOX 551 CARROLLTON, OH 44615-0551	N/A SUPPORT GENERAL PROGRAMS	N/A	250.
MID-OHIO FOODBANK 3960 BROOKHAM DRIVE GROVE CITY, OH 43123	N/A SUPPORT GENERAL PROGRAMS	N/A	3,850.
OVER THE RHINE KITCHEN P.O. BOX 6045 CINCINNATI, OH 45205	N/A SUPPORT GENERAL PROGRAMS	N/A	3,000.
OHIO ASSOC. OF SECOND HARVEST FOOD BANKS 51 NORTH HIGH STREET, SUITE 761 COLUMBUS, OH 43215	N/A SUPPORT GENERAL PROGRAMS	N/A	10,500.

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THE FOOD BANK 427 WASHINGTON STREET DAYTON, OH 45402	N/A SUPPORT GENERAL PROGRAMS	N/A	2,700.
CENTRAL PENNSYLVANIA FOOD BANK 3908 COREY ROAD HARRISBURG, PA 17109-5929	N/A SUPPORT GENERAL PROGRAMS	N/A	6,000.
GREATER BERKS FOOD BANK 1011 TUCKERTON COURT READING, PA 19605	N/A SUPPORT GENERAL PROGRAMS	N/A	3,150.
GREATER PITTSBURGH COMMUNITY FOOD BANK 1 NORTH LINDEN STREET DUQUESNE, PA 15110	N/A SUPPORT GENERAL PROGRAMS	N/A	2,850.
THE CHILDREN'S INSTITUTE 1405 SHADY AVENUE PITTSBURGH, PA 15217-135	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
AREA CHURCHES TOGETHER SERVING 340 PARK AVENUE, SW AIKEN, SC 29801	N/A SUPPORT GENERAL PROGRAMS	N/A	500.
DAILY BREAD MINISTRIES, INC P.O. BOX 2344 GREER, SC 29650	N/A SUPPORT GENERAL PROGRAMS	N/A	500.
FOOD BANK OF GREENWOOD COUNTY 222 EAST AVENUE, P.O. BOX 604 GREENWOOD, SC 29648-0604	N/A SUPPORT GENERAL PROGRAMS	N/A	500.
GOOD NEIGHBOR CUPBOARD 313 SOUTH TOWER ST., SUITE 113 ANDERSON, SC 29624	N/A SUPPORT GENERAL PROGRAMS	N/A	500.
HARVEST HOPE FOOD BANK 2220 SHOP ROAD COLUMBIA, SC 29202	N/A SUPPORT GENERAL PROGRAMS	N/A	2,000.

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LOWCOUNTRY FOOD BANK 2864 AZALEA DRIVE CHARLESTON, SC 29405	N/A SUPPORT GENERAL PROGRAMS	N/A	500.
MCARN COMMUNITY MINISTRY 131 SECOND STREET CHERAW, SC 29520	N/A SUPPORT GENERAL PROGRAMS	N/A	500.
UNION COUNTY MEALS ON WHEELS P.O. BOX 951 UNION, SC 29379	N/A SUPPORT GENERAL PROGRAMS	N/A	500.
BIG BROTHERS, BIG SISTERS OF CENTRAL TEXAS 2433 RIDGEPOINT DR. A AUSTIN, TX 78754	N/A SUPPORT GENERAL PROGRAMS	N/A	2,500.
CAPITAL AREA FOOD BANK 8201 S. CONGRESS AVENUE AUSTIN, TX 78745	N/A SUPPORT GENERAL PROGRAMS	N/A	10,000.
LOAVES & FISHES OF THE RIO GRANDE VALLEY 514 SOUTH E STREET AUSTIN, TX 78550	N/A SUPPORT GENERAL PROGRAMS	N/A	750.
THE BEEVILLE VINEYARD, INC	N/A SUPPORT GENERAL PROGRAMS	N/A	750.
HIGH PLAINS FOOD BANK P.O. BOX 31803 AMARILLO, TX 79120-1803	N/A SUPPORT GENERAL PROGRAMS	N/A	1,000.
LOS BARRIOS UNIDOS COMMUNITY CLINIC 809 SINGLETON BLVD DALLAS, TX 75212	N/A SUPPORT GENERAL PROGRAMS	N/A	14,000.
MAKE-A-WISH FOUNDATION OF NORTH TEXAS 407 TEXAS STREET, SUITE 101 FORT WORTH, TX 76102	N/A SUPPORT GENERAL PROGRAMS	N/A	7,000.

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NORTH TEXAS FOOD BANK 4500 COCKRELL HILL ROAD DALLAS, TX 75236-2028	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
THE SAMARITAN INN 1710 NORTH MCDONALD STREET MCKINNEY, TX 75071	N/A SUPPORT GENERAL PROGRAMS	N/A	12,000.
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
WEST TEXAS FOOD BANK P.O. BOX 4242 ODESSA, TX 79760-4242	N/A SUPPORT GENERAL PROGRAMS	N/A	1,000.
EAST TEXAS CRISIS CENTER P.O. BOX 7060 TYLER, TX 75711	N/A SUPPORT GENERAL PROGRAMS	N/A	3,625.
EAST TEXAS FOOD BANK 3201 ROBERTSON ROAD TYLER, TX 75701	N/A SUPPORT GENERAL PROGRAMS	N/A	7,000.
HABITAT FOR HUMANITY 2938 BROWN ROAD MARSHALL, TX 75672-5373	N/A SUPPORT GENERAL PROGRAMS	N/A	3,625.
HOUSTON AREA WOMEN'S CENTER 101 WAUGH DRIVE HOUSTON, TX 77019-3902	N/A SUPPORT GENERAL PROGRAMS	N/A	1,000.
HOUSTON FOOD BANK 3811 EASTEX FREEWAY HOUSTON, TX 77026	N/A SUPPORT GENERAL PROGRAMS	N/A	30,000.
TEXAS CHILDREN'S HOSPITAL 6621 FANNIN STREET HOUSTON, TX 77030	N/A SUPPORT GENERAL PROGRAMS	N/A	1,000.

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CHILDREN'S SAFE HARBOR 1519 ODDFELLOW STREET CONROE, TX 77301	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
THE COMMUNITY CLINIC 101 PINE MANOR DR. CONROE, TX 77385	N/A SUPPORT GENERAL PROGRAMS	N/A	5,000.
THE FRIENDSHIP CENTER 1202 CALLAHAN CONROE, TX 77301	N/A SUPPORT GENERAL PROGRAMS	N/A	8,000.
THE NATIONAL FALLEN FIREFIGHTERS FOUNDATION	N/A SUPPORT GENERAL PROGRAMS	N/A	362.
MONTGOMERY COUNTY EMERGENCY ASSISTANCE 1022 MCCALL AVENUE CONROE, TX 77301-2228	N/A SUPPORT GENERAL PROGRAMS	N/A	10,000.
TOMAGWA CLINIC 13414 MEDICAL COMPLEX DR. #1 TOMBALL, TX 77375	N/A SUPPORT GENERAL PROGRAMS	N/A	2,500.
BIG BROTHERS, BIG SISTERS OF SOUTH TX 202 BALTIMORE AVENUE SAN ANTONIO, TX 778215	N/A SUPPORT GENERAL PROGRAMS	N/A	1,500.
SAN ANTONIO FOOD BANK 5200 OLD HWY 90 W SAN ANTONIO, TX 78227	N/A SUPPORT GENERAL PROGRAMS	N/A	4,500.
BLUE RIDGE AREA FOOD BANK 96 LAUREL HILL ROAD VERONA, VA 24482-0937	N/A SUPPORT GENERAL PROGRAMS	N/A	10,450.
MENCHVILLE HOUSE P.O. BOX 22687 NEWPORT NEWS, VA 23609	N/A SUPPORT GENERAL PROGRAMS	N/A	10,450.

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MOUNTAINEER FOOD BANK
484 ENTERPRISE DRIVE GASSAWAY,
WV 22624

N/A
SUPPORT GENERAL
PROGRAMS

N/A

3,450.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

440,587.