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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,  Amended return,  Initial return of a former public charity,  Address change,  Final return,  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>W.A. CRISWELL FOUNDATION, INC.</b>	A Employer identification number <b>23-7226473</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>2000 MCKINNEY AVENUE, SUITE 975</b>	B Telephone number <b>(972) 296-8290</b>
	City or town, state, and ZIP code <b>DALLAS, TX 75201</b>	C If exemption application is pending, check here <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	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>23,561,084.</b> (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	1,224,290.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14,496.	14,496.	14,496.	STATEMENT 1
	4 Dividends and interest from securities	349,203.	349,203.	349,203.	STATEMENT 2
	5a Gross rents	2,200.	2,200.	2,200.	STATEMENT 3
	b Net rental income or (loss) <b>-4,048.</b>				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	-446,486.			
	b Gross sales price for all assets on line 6a <b>4,321,592.</b>				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	96,209.	82,918.	96,209.	STATEMENT 5	
12 Total. Add lines 1 through 11	1,239,912.	448,817.	462,108.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	291,305.	5,739.	0.	173,591.
	15 Pension plans, employee benefits	23,695.	0.	0.	15,027.
	16a Legal fees <b>STMT 6</b>	10,968.	10,968.	0.	0.
	b Accounting fees <b>STMT 7</b>	22,480.	0.	0.	0.
	c Other professional fees <b>STMT 8</b>	204,345.	67,644.	0.	136,701.
	17 Interest				
	18 Taxes <b>STMT 9</b>	13,653.	13,653.	5,528.	0.
	19 Depreciation and depletion	2,496.	0.	2,496.	
	20 Occupancy	660.	0.	0.	0.
	21 Travel, conferences, and meetings	611.	0.	0.	0.
	22 Printing and publications				
	23 Other expenses <b>STMT 10</b>	69,351.	1,232.	720.	48,399.
	24 Total operating and administrative expenses. Add lines 13 through 23	639,564.	99,236.	8,744.	373,718.
	25 Contributions, gifts, grants paid	826,633.			826,633.
26 Total expenses and disbursements. Add lines 24 and 25	1,466,197.	99,236.	8,744.	1,200,351.	
27 Subtract line 26 from line 12	-226,285.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		349,581.			
c Adjusted net income (if negative, enter -0-)			453,364.		

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	91,159.	116,450.	116,450.
	2 Savings and temporary cash investments	4,559,341.	200,857.	200,857.
	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 ▶ 62,684.	STATEMENT 12		
	Less allowance for doubtful accounts ▶	87,684.	62,684.	62,684.
	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 13	14,325,024.	21,529,876.	21,529,876.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings and equipment basis ▶ 391,732.			
	Less accumulated depreciation ▶	394,067.	391,732.	1,634,900.
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	5,750.	11,750.	11,750.
	14 Land, buildings, and equipment basis ▶ 32,988.			
	Less accumulated depreciation STMT 15 ▶ 28,421.	7,063.	4,567.	4,567.
	15 Other assets (describe ▶ )			
16 Total assets (to be completed by all filers)	19,470,088.	22,317,916.	23,561,084.	
Liabilities	17 Accounts payable and accrued expenses	81,361.	8,244.	
	18 Grants payable	619.		
	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)	81,980.	8,244.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,500.	1,500.	
	25 Temporarily restricted	11,686,388.	22,308,172.	
	26 Permanently restricted	7,700,220.	0.	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	19,388,108.	22,309,672.		
31 Total liabilities and net assets/fund balances	19,470,088.	22,317,916.		

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	19,388,108.
2 Enter amount from Part I, line 27a	2	-226,285.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	3,147,849.
4 Add lines 1, 2, and 3	4	22,309,672.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,309,672.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b SEE ATTACHED STATEMENT				
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 4,321,592.		4,768,078.	-446,486.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e			-446,486.	
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 -446,486.
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) If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }		3 28,658.

**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	1,078,719.	23,763,698.	.045394
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	.045394
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	.045394
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	20,679,694.
5 Multiply line 4 by line 3	5	938,734.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,496.
7 Add lines 5 and 6	7	942,230.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,200,351.

**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)		
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	1	3,496.
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	3,496.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	3,496.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	11,120.
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	11,120.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	59.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,565.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.WACRISWELL.COM
14 The books are in care of W.A. CRISWELL FOUNDATION Telephone no (214) 740-3240
Located at 2000 MCKINNEY AVENUE, SUITE 975, DALLAS, TX ZIP+4 75201
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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 )
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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?
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 )
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		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
SAMUEL C HULL - 2000 MCKINNEY AVENUE, SUITE 975, DALLAS, TX 75201	DIRECTOR SERMON LIBRARY 40.00	113,833.	0.	0.
GLORIA COWAN - 2000 MCKINNEY AVENUE, SUITE 975, DALLAS, TX 75201	DIRECTOR FUNDRAISING 40.00	82,640.	0.	0.

Total number of other employees paid over \$50,000 0

**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
DANIEL HULL 4004 CLOUDCREST DRIVE, PLANO, TX 75074	TECHNICAL WORK FOR LIBRARY	68,495.
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 THE W.A. CRISWELL SERMON LIBRARY IS HOSTED FROM THE W.A. CRISWELL WEBSITE. THIS SERMON LIBRARY GIVES ACCESS TO DR. CRISWELL'S TEACHINGS AND SERMONS WORLDWIDE	373,718.
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.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	17,185,777.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,173,936.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	1,634,900.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	20,994,613.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	20,994,613.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	314,919.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	20,679,694.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	1,033,985.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,033,985.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	3,496.
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,496.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,030,489.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,030,489.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,030,489.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,200,351.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,200,351.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	3,496.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1,196,855.

**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				1,030,489.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			98,355.	
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 ▶ \$ 1,200,351.				
a Applied to 2008, but not more than line 2a			98,355.	
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				1,030,489.
e Remaining amount distributed out of corpus	71,507.			
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:	71,507.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	71,507.			
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	71,507.			

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

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

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

**1 Information Regarding Foundation Managers:**

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

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

**c** Any submission deadlines

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







**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

W.A. CRISWELL FOUNDATION, INC.

23-7226473

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

For 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 <b>W.A. CRISWELL FOUNDATION, INC.</b>	Employer identification number <b>23-7226473</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BLAKE AND ANN POGUE %PHOENIX PROPERTY CO. 5950 SHERRY LN., SUITE 320  DALLAS, TX 75225	\$ 110,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JACK BRADY  500 NORTH AKARD, SUITE 3300  DALLAS, TX 75201	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	THE SIMPSON CHARITABLE TRUST  4420 BEVERLY DRIVE  DALLAS, TX 75205	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	CURTIS BAKER  PO BOX 320  LINDALE, TX 75775	\$ 826,587.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	CURTIS BAKER  PO BOX 320  LINDALE, TX 75775	\$ 53,225.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	DON HODGES  2905 MAPLE AVE  DALLAS, TX 75201	\$ 5,000.	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 <b>W.A. CRISWELL FOUNDATION, INC.</b>	Employer identification number <b>23-7226473</b>
---	---

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	MACK POGUE  4266 BORDEAUX  DALLAS, TX 75205	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	JACK POGUE  2000 MCKINNEY AVE SUITE 975  DALLAS, TX 75201	\$ 100,000.	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.)

Name of organization <b>W.A. CRISWELL FOUNDATION, INC.</b>	Employer identification number <b>23-7226473</b>
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**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	15,508 SHARES OF PTP THAT TRADE ON THE NYSE	\$ 826,587.	12/31/09
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

**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 PONDER/HANEY EASEMENT SALE	P	00/00/00	03/25/09
b AUCTION SALE	P	VARIOUS	03/15/09
c DAIN RBC		VARIOUS	VARIOUS
d DAIN RBC		VARIOUS	VARIOUS
e FIRST DALLAS		VARIOUS	VARIOUS
f FIRST DALLAS		VARIOUS	VARIOUS
g CHARLES SCHWAB		VARIOUS	VARIOUS
h CHARLES SCHWAB		VARIOUS	VARIOUS
i EV ENERGY PARTNERS		02/01/07	06/18/09
j LEGACY PARTNERS		02/28/08	06/18/09
k CAPITAL GAINS DIVIDENDS			
l			
m			
n			
o			

(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 33,100.		2,335.	30,765.
b 1,439.			1,439.
c 141,169.		161,749.	-20,580.
d 116,953.		260,507.	-143,554.
e 139,453.		105,744.	33,709.
f 107,498.		158,011.	-50,513.
g 1,321,777.		1,306,248.	15,529.
h 2,327,859.		2,606,571.	-278,712.
i 55,406.		72,455.	-17,049.
j 62,705.		94,458.	-31,753.
k 14,233.			14,233.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			30,765.
b			1,439.
c			** -20,580.
d			-143,554.
e			** 33,709.
f			-50,513.
g			** 15,529.
h			-278,712.
i			-17,049.
j			-31,753.
k			14,233.
l			
m			
n			
o			

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	-446,486.
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) If (loss), enter "-0-" in Part I, line 8 }	3	28,658.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
FURNITURE & FIXTURES								
47	FIREPROOF CABINET AND COMPUTER SYSTEM							
	041202SL		7.00	16	9,316.		8,984.	332.
48	FIREPROOF CABINET							
	032104SL		7.00	16	4,115.		2,793.	588.
49	OFFICE SAFE							
	041307SL		7.00	16	2,885.		721.	412.
	* 990-PF PG 1 TOTAL FURNITURE & FIXTURES							
					16,316.	0.	12,498.	1,332.
LAND								
50	HANEY PROPERTY							
		L			190,436.			0.
51	GASTON AVE PARKING LOT							
		L			202,131.			0.
52	BRIDGEPORT LOTS							
		L			1,500.			0.
	* 990-PF PG 1 TOTAL LAND							
					394,067.	0.	0.	0.
MACHINERY & EQUIPMENT								
53	COMPAQ COMPUTER							
	062200SL		5.00	16	2,457.		2,457.	0.
54	LAPTOP							
	051502SL		5.00	16	2,030.		2,030.	0.
55	DELL COMPUTER							
	112702SL		5.00	16	1,106.		1,106.	0.
56	HSBC COMPUTER/PRINTER							
	020506SL		5.00	16	2,154.		1,257.	431.
57	COMPUTER BACK OFFICE 2.8GHZ							
	021707SL		5.00	16	1,854.		680.	371.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT							
					9,601.	0.	7,530.	802.
	* 990-PF PG 1 TOTAL -							
					419,984.	0.	20,028.	2,134.
MACHINERY & EQUIPMENT								
58	SERVER							
	011503SL		5.00	16	4,557.		4,557.	0.
59	HARD DRIVE							
	043003SL		5.00	16	707.		707.	0.
60	COMPUTER SERMON LIBRARY							
	040207SL		5.00	16	1,808.		633.	362.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT							
					7,072.	0.	5,897.	362.
	* 990-PF PG 1 TOTAL -							
					7,072.	0.	5,897.	362.
	* GRAND TOTAL 990-PF PG 1 DEPR							
					427,056.	0.	25,925.	2,496.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
COMPASS BANK	6,366.
SCHWAB	8,117.
WELLS FARGO	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,496.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMPASS	4,239.	0.	4,239.
DAIN RAUSCHER	38,391.	188.	38,203.
FIRST DALLAS	9,179.	0.	9,179.
NORTH DALLAS BANK	206.	0.	206.
SCHWAB	271,532.	14,045.	257,487.
UBS	18,744.	0.	18,744.
WELLS FARGO	21,145.	0.	21,145.
TOTAL TO FM 990-PF, PART I, LN 4	363,436.	14,233.	349,203.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PONDER/HANEY PROPERTY	1	2,200.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,200.

FORM 990-PF	RENTAL EXPENSES		STATEMENT	4
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL	
PROPERTY TAXES		5,528.		
INSURANCE		720.		
- SUBTOTAL -	1		6,248.	
TOTAL RENTAL EXPENSES			6,248.	
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-4,048.	

FORM 990-PF	OTHER INCOME			STATEMENT	5
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
PARTNERSHIP INVESTMENTS K-1	19,614.	19,614.	19,614.		
OIL & GAS ROYALTIES	59,278.	59,278.	59,278.		
DR ROYALTIES1099	2,739.	2,739.	2,739.		
BOOK ROYALTIES	1,287.	1,287.	1,287.		
UBIT PARTNERSHIP K-1	13,291.	0.	13,291.		
TOTAL TO FORM 990-PF, PART I, LINE 11	96,209.	82,918.	96,209.		

FORM 990-PF	LEGAL FEES				STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
LEGAL	10,968.	10,968.	0.	0.		
TO FM 990-PF, PG 1, LN 16A	10,968.	10,968.	0.	0.		

FORM 990-PF	ACCOUNTING FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	22,480.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	22,480.	0.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MONEY MANAGER FEES	57,298.	57,298.	0.	0.
TRANSCRIBERS	65,476.	0.	0.	65,476.
PROFESSIONAL FEES	5,000.	5,000.	0.	0.
BROKER FEES	5,346.	5,346.	0.	0.
TECHNICAL	71,225.	0.	0.	71,225.
TO FORM 990-PF, PG 1, LN 16C	204,345.	67,644.	0.	136,701.

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	8,125.	8,125.	0.	0.
PROPERTY TAXES	5,528.	5,528.	5,528.	0.
TO FORM 990-PF, PG 1, LN 18	13,653.	13,653.	5,528.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	512.	512.	0.	0.
INSURANCE	12,321.	0.	0.	0.
COMPUTER - SERMON LIBRARY	3,708.	0.	0.	3,708.
OTHER EXPENSES - SERMON LIBRARY	13,328.	0.	0.	13,328.
FUNDRAISING	836.	0.	0.	0.
COMPUTER -OFFICE	1,619.	0.	0.	0.
POSTAGE	966.	0.	0.	0.
OFFICE SUPPLIES	1,020.	0.	0.	0.
TELEPHONE	1,320.	0.	0.	0.
SOFTWARE	1,383.	0.	0.	0.
UTILITIES	140.	0.	0.	0.
MISC	115.	0.	0.	0.
SERMON CD SUPPLIES	8,863.	0.	0.	8,863.
RADIO SHOW	12,500.	0.	0.	12,500.
ADVERTISING	10,000.	0.	0.	10,000.
INSURANCE	720.	720.	720.	0.
TO FORM 990-PF, PG 1, LN 23	69,351.	1,232.	720.	48,399.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
DESCRIPTION		AMOUNT
UNREALIZED GAIN		3,147,848.
ROUNDING		1.
TOTAL TO FORM 990-PF, PART III, LINE 3		3,147,849.

FORM 990-PF	OTHER NOTES AND LOANS RECEIVABLE		STATEMENT 12
DESCRIPTION	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
CRISWELL COLLEGE	62,684.	0.	0.
TOTAL TO FM 990-PF, PART II, LN 7	62,684.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	13
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PUBLICLY TRADED SECURITIES	21,529,876.	21,529,876.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,529,876.	21,529,876.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER SECURITIES	COST	11,750.	11,750.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,750.	11,750.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	15
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FIREPROOF CABINET AND COMPUTER SYSTEM	9,316.	9,316.	0.
FIREPROOF CABINET	4,115.	3,381.	734.
OFFICE SAFE	2,885.	1,133.	1,752.
HANEY PROPERTY	190,436.	0.	190,436.
GASTON AVE PARKING LOT	202,131.	0.	202,131.
BRIDGEPORT LOTS	1,500.	0.	1,500.
COMPAQ COMPUTER	2,457.	2,457.	0.
LAPTOP	2,030.	2,030.	0.
DELL COMPUTER	1,106.	1,106.	0.
HSBC COMPUTER/PRINTER	2,154.	1,688.	466.
COMPUTER BACK OFFICE 2.8GHZ SERVER	1,854.	1,051.	803.
HARD DRIVE	4,557.	4,557.	0.
COMPUTER SERMON LIBRARY	707.	707.	0.
	1,808.	995.	813.
TOTAL TO FM 990-PF, PART II, LN 14	427,056.	28,421.	398,635.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DARRELL LAFITTE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	PRESIDENT 10.00	0.	0.	0.
JACK POGUE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	CHAIRMAN OF THE BOARD 10.00	0.	0.	0.
CURTIS BAKER 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
RANDY BRADLEY 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
JACK BRADY 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DEAN CHILDRES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
BRIAN HERMES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DON HODGES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
GARRY KINDER 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DR PAIGE PATTERSON 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
BLAKE POGUE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.



W.A. CRISWELL FOUNDATION, INC.

23-7226473

SOUTHEASTERN BAPTIST THEOLOGICAL  
SEMINARY  
120 SOUTH WINDGATE STREET WAKE  
FOREST, NC 27587

SUPPORT CHRISTIAN  
EDUCATION

1,123.

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

826,633.

W A CRISWELL FOUNDATION INC  
 ATTN JACK POGUE  
 2000 MCKINNEY AVE STE 975  
 DALLAS TX 75201-2084

PAGE
8 of 10
RECIPIENT'S ACCOUNT NUMBER

**Schedule of Realized Gains and Losses**

This section includes a summary of the short- or long-term gain or loss from the sale of selected securities in non-retirement accounts. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides cost basis information as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or contact your Tax Advisor for additional information.

**Term Unknown**

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
0.001	KINDER MORGAN MGMT.LLC SHS SYMBOL: KMR	N/A	N/A	05/19/09	0.03	N/A
0.000	KINDER MORGAN MGMT.LLC SHS SYMBOL: KMR	N/A	N/A	08/14/09	0.00	N/A
0.001	KINDER MORGAN MGMT.LLC SHS SYMBOL: KMR	N/A	N/A	11/16/09	0.06	N/A
<b>Term Unknown Subtotal</b>					<b>0.09</b>	<b>0.00</b>

**Short-Term**

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
5,500.000	ASHFORD HOSPITALITY TR INC COM SHS SYMBOL: AHT	08/05/08	22,780.57	03/16/09	6,839.76	-15,940.81
350.000	BOSTON SCIENTIFIC CORP SYMBOL: BSX	02/04/09	3,304.45	11/06/09	2,792.98	-511.47
350.000	BURLINGTON NORTHERN SANTA FE CORP CUSIP: 12189T104	01/22/09	22,727.02	11/03/09	34,021.62	11,294.60
1,900.000	COMMERCIAL METALS CO SYMBOL: CMC	08/26/08	48,378.70	05/28/09	31,704.34	-16,674.36
2,100.000	COMMERCIAL METALS CO SYMBOL: CMC	10/20/08	22,369.00	05/28/09	35,041.63	12,672.63
1,000.000	MESABI TRUST CBI SYMBOL: MSB	07/11/08	27,711.25	06/10/09	11,742.05	-15,969.20
64.081	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	10/14/08	733.78	09/21/09	466.02	-267.76
81.896	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	01/13/09	778.40	09/21/09	595.57	-182.83
0.343	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	07/15/09	1.98	09/21/09	2.52	0.54
61.561	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	04/20/09	396.08	09/21/09	447.69	51.61

W A CRISWELL FOUNDATION INC  
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RECIPIENT'S ACCOUNT NUMBER

**Schedule of Realized Gains and Losses (cont)**

**Short-Term (cont)**

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
42.017	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	07/15/09	243.06	09/21/09	305.56	62.50
500.000	OGE ENERGY CORP SYMBOL: OGE	04/06/09	12,324.96	10/26/09	17,209.30	4,884.34
<b>Short-Term Subtotal</b>					<b>141,169.04</b>	<b>-20,580.21</b>

**Long-Term**

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
2,500.000	ASHFORD HOSPITALITY TR INC COM SHS SYMBOL: AHT	10/18/06	31,570.48	03/16/09	3,108.98	-28,461.50
2,000.000	ASHFORD HOSPITALITY TR INC COM SHS SYMBOL: AHT	09/07/06	23,827.02	03/16/09	2,487.18	-21,339.84
0.814	KINDER MORGAN MGMT LLC SHS SYMBOL: KMR	02/20/07	35.07	02/17/09	34.89	-0.18
0.570	KINDER MORGAN MGMT LLC SHS SYMBOL: KMR	02/20/07	23.94	05/19/09	23.31	-0.63
0.044	KINDER MORGAN MGMT LLC SHS SYMBOL: KMR	02/20/07	1.81	08/14/09	2.00	0.19
0.817	KINDER MORGAN MGMT LLC SHS SYMBOL: KMR	02/20/07	32.87	11/16/09	39.78	6.91
1,000.000	MESABI TRUST CBI SYMBOL: MSB	02/19/08	25,748.13	06/10/09	11,742.05	-14,006.08
1,000.000	MESABI TRUST CBI SYMBOL: MSB	01/20/06	20,658.31	06/10/09	11,742.05	-8,916.26
1,000.000	MESABI TRUST CBI SYMBOL: MSB	05/26/06	20,076.54	06/10/09	11,742.05	-8,334.49
1,000.000	MESABI TRUST CBI SYMBOL: MSB	11/30/05	17,263.81	06/10/09	11,742.05	-5,521.76
1,600.000	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	02/20/07	25,067.84	09/21/09	11,635.68	-13,432.16
54.488	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	01/04/08	871.16	09/21/09	396.25	-474.91
42.775	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	04/14/08	698.43	09/21/09	311.07	-387.36
45.601	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	07/16/08	715.54	09/21/09	331.63	-383.91

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RECIPIENT'S ACCOUNT NUMBER

**Schedule of Realized Gains and Losses (cont)**

**Long-Term (cont)**

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
35.330	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	10/12/07	579.69	09/21/09	256.93	-322.76
29.471	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	07/13/07	504.30	09/21/09	214.32	-289.98
26.781	NGP CAPITAL RESOURCES COMPANY SYMBOL: NGPC	04/13/07	424.00	09/21/09	194.76	-229.24
256.344	SPECTRA ENERGY CORP SYMBOL: SE	09/28/01	8,646.02	09/21/09	4,898.08	-3,747.94
500.000	SPECTRA ENERGY CORP SYMBOL: SE	08/04/06	13,049.65	09/21/09	9,553.73	-3,495.92
160.215	SPECTRA ENERGY CORP SYMBOL: SE	11/08/01	5,770.54	09/21/09	3,061.30	-2,709.24
115.355	SPECTRA ENERGY CORP SYMBOL: SE	04/26/02	3,940.11	09/21/09	2,204.14	-1,735.97
250.000	SPECTRA ENERGY CORP SYMBOL: SE	05/09/06	6,099.03	09/21/09	4,776.86	-1,322.17
64.086	SPECTRA ENERGY CORP SYMBOL: SE	09/28/01	2,165.17	09/21/09	1,224.52	-940.65
300.000	SPECTRA ENERGY CORP SYMBOL: SE	12/29/04	6,501.63	09/21/09	5,732.24	-769.39
450.000	SPECTRA ENERGY CORP SYMBOL: SE	10/26/04	9,022.00	09/21/09	8,598.36	-423.64
250.000	UNITED STATES STL CORP NEW SYMBOL: X	08/26/08	32,479.00	10/28/09	9,082.53	-23,396.47
50.000	UNITED STATES STL CORP NEW SYMBOL: X	09/17/08	4,735.00	10/28/09	1,816.51	-2,918.49
<b>Long-Term Subtotal</b>					<b>116,953.25</b>	<b>-143,553.84</b>
<b>Total Gains and Losses</b>					<b>258,122.38</b>	<b>-164,134.05</b>
Short-Term						-20,580.21
Long-Term						-143,553.84
Term Unknown						0.00

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Realized Gain/Loss

As of Date. 2/05/10

Account Number:  
F.A. CRISWELL FOUNDATION

Realized Gain/Loss Detail for Year

Short Term	DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	SEAN MARINE PETROLEUM WORK	1,300.0000	11.7000	10/30/08	10/14/09	29,541.78	15,378.45	14,163.33
	ING CO	100.0000	64.9656	09/09/08	04/13/09	3,609.37	6,527.51	-2,918.14
		200.0000	52.5700	10/30/08	04/13/09	7,218.76	10,569.95	-3,351.19
	CONTINENTAL AIRLINES INC	900.0000	11.8105	04/27/09	10/14/09	15,215.35	10,815.40	4,399.95
	UMBERGER LTD	50.0000	52.9987	10/20/08	10/14/09	3,284.04	2,668.39	615.65
		150.0000	54.0000	10/30/08	10/14/09	9,852.14	8,143.45	1,708.69
	S INDUSTRIES INC	1,000.0000	28.1100	10/30/08	10/02/09	39,181.13	28,240.95	10,940.18
	ED STATES STEEL CORP	300.0000	36.7000	10/30/08	10/14/09	13,521.62	11,090.95	2,430.67
		400.0000	30.1200	11/14/08	10/14/09	18,028.84	12,309.44	5,719.40
	Short Term					\$139,453.03	\$105,744.49	\$33,708.54

Long Term	DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	SEAN MARINE PETROLEUM WORK	300.0000	40.5699	10/15/07	10/14/09	6,817.33	12,251.92	-5,434.59
		200.0000	41.9799	12/06/07	10/14/09	4,544.88	8,451.93	-3,907.05
		200.0000	24.0228	09/09/08	10/14/09	4,544.88	4,860.51	-315.63
	ING CO	250.0000	83.8717	04/19/06	04/13/09	9,023.43	21,036.38	-12,012.95
		50.0000	79.1200	09/26/06	04/13/09	1,804.68	3,974.45	-2,169.77
		200.0000	86.9600	11/15/06	04/13/09	7,218.74	17,447.95	-10,229.21
	UMBERGER LTD	300.0000	55.5266	10/10/08	10/14/09	19,704.27	16,738.93	2,965.34
	S INDUSTRIES INC	550.0000	48.5082	07/10/08	09/15/09	22,174.90	26,822.96	-4,648.06



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FIRST DALLAS SECURITIES

Realized Gain/Loss

99,147

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As of Date: 2/05/10

Account Number:  
W.A. CRISWELL FOUNDATION

Long Term Description	Quantity	Adj Price/ Orig Price	Date Acquired	Close Date	Proceeds	Adj Cost/ Orig Cost	Gain/Loss
UNITED STATES STEEL CORP	450.0000	50.3812	08/12/08	09/15/09	18,143.11	22,789.99	-4,646.88
W	150.0000	93.9305	09/16/08	10/14/09	6,760.81	14,133.03	-7,372.22
	150.0000	63.0612	10/02/08	10/14/09	6,760.81	9,502.63	-2,741.82
Total - Long Term					\$107,497.84	\$158,010.68	-\$50,512.84

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Y7314037 004831 037192851314 NNNNN NNNNN NNNNNN 000008

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**Realized Gains (Losses)**  
From 01/01/2009 to 12/31/2009

The W. A. Criswell Foundation Acct #:

**Realized Gains and Losses**

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
American Funds Capital Income Bldr F-I	11/30/2006	02/17/2009	1,632.653	61,518	100,000		-38,482	-38,482
American Funds Capital Income Bldr F-I	12/20/2006	02/17/2009	2.73	103	166		-63	-63
American Funds Capital Income Bldr F-I	12/20/2006	02/17/2009	8.061	304	490		-186	-186
American Funds Capital Income Bldr F-I	12/20/2006	02/17/2009	31.438	1,185	1,910		-726	-726
American Funds Capital Income Bldr F-I	01/11/2007	02/17/2009	1,654.26	62,333	100,000		-37,667	-37,667
American Funds Capital Income Bldr F-I	01/16/2007	02/17/2009	4,934.211	185,921	300,000		-114,079	-114,079
American Funds Capital Income Bldr F-I	03/20/2007	02/17/2009	55.714	2,099	3,421		-1,322	-1,322
American Funds Capital Income Bldr F-I	06/20/2007	02/17/2009	63.687	2,400	4,128		-1,728	-1,728
American Funds Capital Income Bldr F-I	09/22/2007	02/17/2009	63.545	2,394	4,184		-1,790	-1,790
American Funds Capital Income Bldr F-I	12/20/2007	02/17/2009	68.613	2,585	4,227		-1,642	-1,642
American Funds Capital Income Bldr F-I	12/20/2007	02/17/2009	75.401	2,841	4,645		-1,804	-1,804
American Funds Capital Income Bldr F-I	12/20/2007	02/17/2009	329.023	12,398	20,271		-7,874	-7,874
American Funds Capital Income Bldr F-I	03/20/2008	02/17/2009	80.208	3,022	4,584	-1,562		-1,562
American Funds Capital Income Bldr F-I	06/20/2008	02/17/2009	81.942	3,088	4,676	-1,589		-1,589
American Funds Capital Income Bldr F-I	09/19/2008	02/17/2009	91.191	3,436	4,767	-1,331		-1,331
American Funds Capital Income Bldr F-I	12/19/2008	02/17/2009	101.443	3,822	4,128	-305		-305
American Funds Capital Income Bldr F-I	12/19/2008	02/17/2009	120.235	4,530	4,892	-362		-362
			<b>9,394.355</b>	<b>353,979</b>	<b>566,492</b>	<b>-5,149</b>	<b>-207,363</b>	<b>-212,512</b>
American Funds Fundamental Invs A	07/30/2002	09/28/2009	11,998.098	372,541	313,875		58,666	58,666
American Funds Fundamental Invs A	07/30/2002	11/24/2009	7,396.319	239,641	193,491		46,150	46,150
American Funds Fundamental Invs A	08/16/2002	11/24/2009	164.077	5,316	3,825		1,491	1,491
American Funds Fundamental Invs A	12/13/2002	11/24/2009	338.303	10,961	7,490		3,471	3,471
American Funds Fundamental Invs A	02/21/2003	11/24/2009	185.223	6,001	3,875		2,126	2,126
American Funds Fundamental Invs A	05/29/2003	11/24/2009	166.384	5,391	3,893		1,497	1,497
American Funds Fundamental Invs A	08/15/2003	11/24/2009	158.88	5,148	3,910		1,238	1,238
American Funds Fundamental Invs A	12/12/2003	11/24/2009	141.781	4,594	3,926		668	668
American Funds Fundamental Invs A	02/20/2004	11/24/2009	69.517	2,252	2,055		197	197
American Funds Fundamental Invs A	05/21/2004	11/24/2009	73.743	2,389	2,062		327	327
American Funds Fundamental Invs A	08/13/2004	11/24/2009	74.033	2,399	2,069		329	329
American Funds Fundamental Invs A	12/10/2004	11/24/2009	172.832	5,600	5,399		201	201
American Funds Fundamental Invs A	02/18/2005	11/24/2009	64.988	2,106	2,094		12	12
American Funds Fundamental Invs A	05/27/2005	11/24/2009	65.844	2,133	2,100		33	33
American Funds Fundamental Invs A	08/19/2005	11/24/2009	62.098	2,012	2,107		-95	-95
American Funds Fundamental Invs A	12/28/2005	11/24/2009	172.337	5,584	6,128		-545	-545

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**Realized Gains (Losses)**  
From 01/01/2009 to 12/31/2009

The W. A. Criswell Foundation Acct #:

**Realized Gains and Losses**

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
American Funds Fundamental Invs A	02/17/2006	11/24/2009	63.167	2,047	2,343		-297	-297
American Funds Fundamental Invs A	05/26/2006	11/24/2009	61.273	1,985	2,350		-365	-365
American Funds Fundamental Invs A	08/18/2006	11/24/2009	66.309	2,148	2,571		-423	-423
American Funds Fundamental Invs A	12/27/2006	11/24/2009	117.812	3,817	4,729		-912	-912
American Funds Fundamental Invs A	12/27/2006	11/24/2009	840.744	27,240	33,747		-6,507	-6,507
American Funds Fundamental Invs A	02/16/2007	11/24/2009	33.74	1,093	1,392		-299	-299
American Funds Fundamental Invs A	02/16/2007	11/24/2009	65.304	2,116	2,694		-579	-579
American Funds Fundamental Invs A	05/18/2007	11/24/2009	61.41	1,990	2,706		-717	-717
American Funds Fundamental Invs A	08/17/2007	11/24/2009	64.983	2,105	2,714		-608	-608
American Funds Fundamental Invs A	12/24/2007	11/24/2009	312.269	10,118	13,381		-3,263	-3,263
American Funds Fundamental Invs A	12/24/2007	11/24/2009	1,063.832	34,468	45,585		-11,117	-11,117
American Funds Fundamental Invs A	02/15/2008	11/24/2009	73.808	2,391	2,887		-495	-495
American Funds Fundamental Invs A	02/15/2008	11/24/2009	161.148	5,221	6,302		-1,081	-1,081
American Funds Fundamental Invs A	05/23/2008	11/24/2009	70.22	2,275	2,915		-640	-640
American Funds Fundamental Invs A	08/15/2008	11/24/2009	78.582	2,546	2,923		-377	-377
American Funds Fundamental Invs A	12/16/2008	11/24/2009	212.346	6,880	5,377	1,503		1,503
American Funds Fundamental Invs A	02/20/2009	11/24/2009	134.279	4,351	2,958	1,392		1,392
American Funds Fundamental Invs A	05/26/2009	11/24/2009	110.486	3,580	2,974	605		605
American Funds Fundamental Invs A	08/14/2009	11/24/2009	101.929	3,303	2,988	315		315
			13,000	421,200	387,963	3,816	29,421	33,237
			24,998.098	793,741	701,838	3,816	88,087	91,903
AT&T, Inc.	11/27/2007	11/13/2009	100	2,633	3,690		-1,057	-1,057
AT&T, Inc.	11/27/2007	11/13/2009	100	2,633	3,690		-1,057	-1,057
AT&T, Inc.	11/27/2007	11/13/2009	100	2,633	3,690		-1,057	-1,057
AT&T, Inc.	11/27/2007	11/13/2009	100	2,633	3,690		-1,057	-1,057
AT&T, Inc.	11/27/2007	11/13/2009	100	2,633	3,690		-1,057	-1,057
AT&T, Inc.	11/27/2007	11/13/2009	200	5,265	7,380		-2,115	-2,115
AT&T, Inc.	11/27/2007	11/13/2009	200	5,265	7,380		-2,115	-2,115
AT&T, Inc.	11/27/2007	11/13/2009	200	5,265	7,380		-2,115	-2,115
AT&T, Inc.	11/27/2007	11/13/2009	935	24,616	34,503		-9,887	-9,887
AT&T, Inc.	11/27/2007	11/13/2009	965	25,406	35,610		-10,204	-10,204
			3,000	78,982	110,704		-31,722	-31,722

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**Realized Gains (Losses)**  
From 01/01/2009 to 12/31/2009

The W. A. Criswell Foundation Acct #:

**Realized Gains and Losses**

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
Chesapeake Energy Corporation	02/03/2005	06/29/2009	2,000	39,496	35,485		4,011	4,011
Chesapeake Energy Corporation	02/15/2005	06/29/2009	200	3,950	3,789		161	161
Chesapeake Energy Corporation	02/15/2005	06/29/2009	1,400	27,647	26,521		1,127	1,127
Chesapeake Energy Corporation	02/15/2005	06/29/2009	1,400	27,647	26,521		1,127	1,127
			<u>5,000</u>	<u>98,741</u>	<u>92,315</u>		<u>6,426</u>	<u>6,426</u>
Duke Energy Corporation	12/06/2007	11/13/2009	200	3,222	4,098		-877	-877
Duke Energy Corporation	12/06/2007	11/13/2009	200	3,222	4,098		-877	-877
Duke Energy Corporation	12/06/2007	11/13/2009	900	14,497	18,442		-3,945	-3,945
			<u>1,300</u>	<u>20,941</u>	<u>26,638</u>		<u>-5,698</u>	<u>-5,698</u>
Duke Energy Corporation	12/06/2007	11/13/2009	100	1,611	2,049		-438	-438
Duke Energy Corporation	12/06/2007	11/13/2009	100	1,611	2,049		-438	-438
Duke Energy Corporation	12/06/2007	11/13/2009	1,100	17,718	22,540		-4,822	-4,822
			<u>1,300</u>	<u>20,939</u>	<u>26,638</u>		<u>-5,699</u>	<u>-5,699</u>
Duke Energy Corporation	12/06/2007	11/13/2009	300	4,832	6,147		-1,315	-1,315
Duke Energy Corporation	12/06/2007	11/13/2009	200	3,222	4,098		-876	-876
Duke Energy Corporation	12/06/2007	11/13/2009	200	3,222	4,098		-877	-877
Duke Energy Corporation	12/06/2007	11/13/2009	200	3,222	4,098		-877	-877
Duke Energy Corporation	12/06/2007	11/13/2009	100	1,611	2,049		-438	-438
Duke Energy Corporation	12/06/2007	11/13/2009	100	1,611	2,049		-438	-438
Duke Energy Corporation	12/06/2007	11/13/2009	100	1,611	2,049		-438	-438
			<u>3,800</u>	<u>61,210</u>	<u>77,866</u>		<u>-16,656</u>	<u>-16,656</u>
W. Energy Partners, L.P.	02/01/2007	06/18/2009	7	129	172		42	42
W. Energy Partners, L.P.	02/01/2007	06/18/2009	139	2,567	3,405		-838	-838

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EV Energy Partners  
 Proceeds 55,406  
 Cost 2,299 -  
 Basis Adj 9,844 +  
 -----  
 WP 34 - 2,299 =

Clear  
 Legacy Reserves  
 Proceeds 62,705  
 Cost 110,230 -  
 Basis Adj 15,772 +  
 -----  
 WP 47 - 31,753 =

**Realized Gains (Losses)**  
 From 01/01/2009 to 12/31/2009

The W. A. Criswell Foundation Acct #:

Partnership disposition G/L  
 calculation w/p 34 & 47

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
EV Energy Partners, L.P.	02/01/2007	06/18/2009	154	2,844	3,783		939	939
EV Energy Partners, L.P.	02/01/2007	06/18/2009	200	3,694	4,899		1,205	1,205
EV Energy Partners, L.P.	02/01/2007	06/18/2009	200	3,694	4,908		1,214	1,214
EV Energy Partners, L.P.	02/01/2007	06/18/2009	300	5,541	7,349		1,808	1,808
EV Energy Partners, L.P.	02/28/2008	06/18/2009	2,000	36,937	57,784		20,846	20,846
			3,000	55,406	82,299		26,893	26,893
Intrepid Potash, Inc.	09/03/2009	11/09/2009	1,500	38,698	36,621	2,077		2,077
Legacy Reserves LP	02/28/2008	06/18/2009	5,000	62,705	110,230		47,525	47,525
Norfolk Southern Corporation	05/29/2007	11/13/2009	1,300	66,945	74,782		-7,837	-7,837
Norfolk Southern Corporation	05/29/2007	11/13/2009	300	15,449	17,257		-1,809	-1,809
Norfolk Southern Corporation	05/29/2007	11/13/2009	171	8,806	9,837		-1,031	-1,031
Norfolk Southern Corporation	05/29/2007	11/13/2009	108	5,561	6,213		-651	-651
Norfolk Southern Corporation	05/29/2007	11/13/2009	100	5,150	5,753		-603	-603
Norfolk Southern Corporation	05/29/2007	11/13/2009	21	1,081	1,208		-127	-127
			2,000	102,992	115,050		-12,058	-12,058
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	40	911	1,091		-180	-180
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,723		-445	-445
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,726		-448	-448
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,727		-449	-449
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,728		-450	-450
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,729		-451	-451
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,730		-452	-452
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,723		-445	-445
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,726		-448	-448
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,726		-448	-448

#23-7221470

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9/23/12

**Realized Gains (Losses)**  
From 01/01/2009 to 12/31/2009

The W. A. Criswell Foundation Acct #:

**Realized Gains and Losses**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,726		-448	-448
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,728		-450	-450
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,728		-450	-450
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	200	4,556	5,458		-903	-903
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	200	4,556	5,460		-905	-905
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	300	6,833	8,178		-1,345	-1,345
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	300	6,833	8,184		-1,351	-1,351
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	350	7,972	9,552		-1,580	-1,580
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	600	13,667	16,375		-2,708	-2,708
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	1,000	22,778	27,301		-4,523	-4,523
			4,190	95,441	114,322		-18,882	-18,882
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	1,000	22,778	27,281		-4,503	-4,503
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	600	13,667	16,369		-2,702	-2,702
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	300	6,833	8,184		-1,351	-1,351
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	200	4,556	5,456		-901	-901
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	200	4,556	5,456		-901	-901
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	200	4,556	5,456		-901	-901
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,728		-450	-450
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,728		-450	-450
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,728		-450	-450
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,728		-450	-450
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,728		-450	-450
Piedmont Natural Gas Company, Inc.	12/06/2007	11/13/2009	100	2,278	2,728		-450	-450

#23-7226473

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**Realized Gains (Losses)**  
From 01/01/2009 to 12/31/2009

The W. A. Criswell Foundation Acct #:

## Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>
Piedmont Natural Gas Company, Inc	12/06/2007	11/13/2009	60	1,367	1,637		-270	-270
			<u>7,350</u>	<u>167,420</u>	<u>200,531</u>		<u>-33,112</u>	<u>-33,112</u>
T. Rowe Price New Era	01/19/2005	03/03/2009	1,316.92	32,001	43,730		-11,729	-11,729
T. Rowe Price New Era	08/04/2005	03/02/2009	3,683.08	89,500	150,000		-60,500	-60,500
			<u>5,000</u>	<u>121,501</u>	<u>193,730</u>		<u>-72,229</u>	<u>-72,229</u>
US Treasury Bill 09/17/2009	06/22/2009	09/17/2009	600,000	600,000	599,771			
US Treasury Bill 12/17/2009	06/22/2009	12/17/2009	600,000	600,000	599,056			
Vanguard Capital Opportunity	01/14/2004	09/28/2009	5,500	152,301	146,947		5,354	5,354
Vanguard Capital Opportunity	01/14/2004	11/24/2009	7,600	215,124	203,053		12,070	12,070
Vanguard Capital Opportunity	12/29/2004	11/24/2009	29.773	843	917		-74	-74
Vanguard Capital Opportunity	12/29/2004	11/24/2009	30.198	855	930		-75	-75
Vanguard Capital Opportunity	12/21/2005	11/24/2009	21.92	620	724		-103	-103
Vanguard Capital Opportunity	12/21/2005	11/24/2009	39.456	1,117	1,303		-186	-186
Vanguard Capital Opportunity	12/21/2005	11/24/2009	51.811	1,467	1,711		-244	-244
Vanguard Capital Opportunity	12/15/2006	11/24/2009	10.297	291	385		-93	-93
Vanguard Capital Opportunity	12/15/2006	11/24/2009	24.856	704	929		-226	-226
Vanguard Capital Opportunity	12/15/2006	11/24/2009	649.099	18,373	24,263		-5,890	-5,890
Vanguard Capital Opportunity	12/17/2007	11/24/2009	37.566	1,063	1,354		-291	-291
Vanguard Capital Opportunity	12/17/2007	11/24/2009	84.426	2,390	3,043		-653	-653
Vanguard Capital Opportunity	12/17/2007	11/24/2009	1,295.437	36,668	46,688		-10,019	-10,019
Vanguard Capital Opportunity	12/16/2008	11/24/2009	87.114	2,466	1,753	713		713
Vanguard Capital Opportunity	12/16/2008	11/24/2009	<u>1,575.692</u>	<u>44,601</u>	<u>31,703</u>	<u>12,898</u>		<u>12,898</u>
			<u>11,537.645</u>	<u>326,582</u>	<u>318,755</u>	<u>13,611</u>	<u>-5,785</u>	<u>7,827</u>
			<u>17,037.645</u>	<u>478,883</u>	<u>465,702</u>	<u>13,611</u>	<u>-430</u>	<u>13,181</u>

#23-7226473

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11/08/12

**Realized Gains (Losses)**  
From 01/01/2009 to 12/31/2009

The W. A. Criswell Foundation Acct #: 9032-3768

**Realized Gains and Losses**

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
Vanguard Energy	08/11/2005	09/28/2009	1,784.839	103,256	100,000		3,256	3,256
Vanguard Energy	12/16/2005	09/28/2009	0.632	37	36	1,321,777	1	1
Vanguard Energy	12/16/2005	09/28/2009	23.397	1,354	1,321	1,006,248	33	33
Vanguard Energy	12/16/2005	09/28/2009	27.666	1,601	1,562		39	39
Vanguard Energy	03/24/2006	09/28/2009	0.298	17	18	15,529 =	-1	-1
Vanguard Energy	03/24/2006	09/28/2009	0.685	40	42		-3	-3
Vanguard Energy	03/24/2006	09/28/2009	1.251	72	77		-5	-5
Vanguard Energy	12/19/2006	09/28/2009	28.31	1,638	1,857	14,355 =	-219	-219
Vanguard Energy	12/19/2006	09/28/2009	38.738	2,241	2,541		-300	-300
Vanguard Energy	01/12/2007	09/28/2009	747.334	43,234	45,688	1,174 =	-2,454	-2,454
			2,653.15	153,489	153,143		346	346

\$15,529

Short Term Gains	1,321,777	1,306,248	14,355	does not XF properly ULD \$1,174
Long Term Gains	2,445,970	2,799,099	353,130	
Total (Sales)	3,767,746	4,105,347	14,355	-353,130 -338,774

**Capital Gain Distributions**

Description	Pay Date	Short Term Gains	Long Term Gains	Total Gains
Vanguard GNMA	12/30/2009	12,494		12,494
Vanguard GNMA	12/30/2009		4,805	4,805
		12,494	4,805	17,299
Total (Distributions)		12,494	4,805	17,299
Total Gains		26,849	348,324	321,475

reported on 1099 WP 124 & 126 included in dividend income

\$28,023 IB

LT Proceeds 2,445,970	LT loss 353,130 -
EV WP 127 35,400 -	EV WP 137 26,893 +
Legacy WP 137 62,705 -	Legacy WP 137 47,525 +
-----	-----
2,327,859 =	-278,712 =
LT Proceeds	Net LT Loss 2008
LT Cost 2,799,099	270,712 -
EV WP 137 82,289 -	WP 137 17,049 -
Legacy WP 137 110,200 -	WP 137 51,752 -
-----	-----
2,606,570 =	-227,514 = IB
LT Cost	2009

#23-7220473 990-PF 12/12

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>	Name of Exempt Organization <b>W.A. CRISWELL FOUNDATION, INC.</b>	Employer identification number <b>23-7226473</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2000 MCKINNEY AVENUE, SUITE 975</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>DALLAS, TX 75201</b>	

**Check type of return to be filed** (file a separate application for each return):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**W.A. CRISWELL FOUNDATION**

- The books are in the care of ▶ **2000 MCKINNEY AVENUE, SUITE 975 - DALLAS, TX 75201**  
 Telephone No. ▶ **(214) 740-3240** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover

**1** I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2009** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	11,120.
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	11,120.
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

<b>Part II</b>		<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)	
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization		Employer identification number
	W.A. CRISWELL FOUNDATION, INC.		23-7226473
	Number, street, and room or suite no. If a P O box, see instructions.		For IRS use only
	2000 MCKINNEY AVENUE, SUITE 975		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	DALLAS, TX 75201		

**Check type of return to be filed** (File a separate application for each return):

Form 990   
  Form 990-EZ   
  Form 990-T (sec. 401(a) or 408(a) trust)   
  Form 1041-A   
  Form 5227   
  Form 8870  
 Form 990-BL   
 Form 990-PF   
 Form 990-T (trust other than above)   
 Form 4720   
 Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**W.A. CRISWELL FOUNDATION**

• The books are in the care of **▶ 2000 MCKINNEY AVENUE, SUITE 975 - DALLAS, TX 75201**  
 Telephone No **▶ (214)740-3240**      FAX No. **▶**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**
- For calendar year **2009**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- If this tax year is for less than 12 months, check reason:  Initial return     Final return     Change in accounting period
- State in detail why you need the extension

**THE TAXPAYER RESPECTFULLY REQUESTS AN ADDITIONAL EXTENSION OF TIME IN ORDER TO GATHER INFORMATION NEEDED TO FILE A COMPLETE RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$	11,120.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	11,120.
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶ *Dunca Campbell***      Title **▶ CPA**      Date **▶ 8/12/10**