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Form 990-PF

Return of Private Foundation

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

2009

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 01-01-2009, and ending 12-31-2009

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 CALLAWAY FOUNDATION	
	Number and street (or P O box number if mail is not delivered to street address) 605 W PARK AVE	
	Room/suite	
City or town, state, and ZIP code TEMPLE, TX 765011641		

A Employer identification number

33-1010957

B Telephone number (see page 10 of the instructions)
(254) 771-7409

C If exemption application is pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,848,783 **J** Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	518,961	518,961		
	4 Dividends and interest from securities.				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	513			
	b Gross sales price for all assets on line 6a 6,703,515				
	7 Capital gain net income (from Part IV, line 2) . . .		513		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	10,150	10,150		
	12 Total. Add lines 1 through 11	529,624	529,624		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	38,000	19,000		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,080	4,040		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	8,677	1,454		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	216	182		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	54,973	24,676		0
	25 Contributions, gifts, grants paid	441,863			441,863
	26 Total expenses and disbursements. Add lines 24 and 25	496,836	24,676		441,863
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	32,788			
	b Net investment income (if negative, enter -0-) . . .		504,948		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	730,982	74,787	74,787
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►	7,632		
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	5,799	6,229	6,229
10a	Investments—U S and state government obligations (attach schedule)	2,200,007	1,600,010	1,578,352
b	Investments—corporate stock (attach schedule)	27,988	27,988	26,820
c	Investments—corporate bonds (attach schedule)	7,519,811	8,915,466	9,011,928
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	250,000	155,002	150,667
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,742,219	10,779,482	10,848,783
Liabilities				
17	Accounts payable and accrued expenses	4,527	4,527	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	4,527	4,527	
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	10,737,692	10,774,955	
30	Total net assets or fund balances (see page 17 of the instructions)	10,737,692	10,774,955	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,742,219	10,779,482	

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	10,737,692
2	Enter amount from Part I, line 27a	2	32,788
3	Other increases not included in line 2 (itemize) ►	3	4,475
4	Add lines 1, 2, and 3	4	10,774,955
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	10,774,955

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.)
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1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
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a See Additional Data Table			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	513
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			

If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	545,412	10,173,811	0 053609
2007	524,603	10,352,673	0 050673
2006	523,082	10,420,587	0 050197
2005	544,092	10,617,933	0 051243
2004	508,032	10,868,369	0 046744

2 Total of line 1, column (d).	2	0 252466
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050493
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	10,396,455
5 Multiply line 4 by line 3.	5	524,948
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,049
7 Add lines 5 and 6.	7	529,997
8 Enter qualifying distributions from Part XII, line 4.	8	441,863

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	10,099
	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 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	10,099
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	10,099
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,229	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.		7	16,229
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached <input checked="" type="checkbox"/>		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	6,130
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/>	6,130	Refunded <input type="checkbox"/>	11 0

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?		Yes	No
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?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?		Yes	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX			
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? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	<input type="checkbox"/> 11		<input type="checkbox"/> No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<input type="checkbox"/> 12		<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> Yes	
	Website address ► N/A			
14	The books are in care of ► KEVIN KOCH Located at ► 605 W PARK AVE TEMPLE TX TEMPLE TX	Telephone no ► (254) 771-7409 ZIP +4 ► 76501		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			

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

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

		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	<input type="checkbox"/> 1b	
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?	<input type="checkbox"/> 1c	<input type="checkbox"/> 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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	<input type="checkbox"/> 2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> 3b	
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).	<input type="checkbox"/> 4a	<input type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4b	<input type="checkbox"/> 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?		

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEVIN J KOCH 605 W PARK AVENUE TEMPLE, TX 76501	TRUSTEE 15 00	38,000	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	0

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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.

1	
2	
3	
4	

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

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

1		Amount
2		
All other program-related investments See page 24 of the instructions		
3		
Total Add lines 1 through 3		

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities.	1a	10,295,430
b Average of monthly cash balances.	1b	259,347
c Fair market value of all other assets (see page 24 of the instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	10,554,777
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	10,554,777
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	158,322
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,396,455
6 Minimum investment return. Enter 5% of line 5.	6	519,823

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

1 Minimum investment return from Part X, line 6.	1	519,823
2a Tax on investment income for 2009 from Part VI, line 5.	2a	10,099
b Income tax for 2009 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	10,099
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	509,724
4 Recoveries of amounts treated as qualifying distributions.	4	0
5 Add lines 3 and 4.	5	509,724
6 Deduction from distributable amount (see page 25 of the instructions).	6	0
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	509,724

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	441,863
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	441,863
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	441,863

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				509,724
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			439,597	
b Total for prior years 20____, 20____, 20____		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 ► \$ _____ 441,863			439,597	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . .	0			
d Applied to 2009 distributable amount.			2,266	
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 page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				507,458
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	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.				

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

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

KEVIN J KOCH
605 W PARK AVENUE
TEMPLE, TX 76501
(254) 771-7409

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

NO PRESCRIBED FORM

c Any submission deadlines

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	441,863
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments				14	518,961
4 Dividends and interest from securities.					
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.				14	10,150
8 Gain or (loss) from sales of assets other than inventory				14	513
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).			0		529,624
13 Total. Add line 12, columns (b), (d), and (e).				13	529,624
(See worksheet in line 13 instructions on page 28 to verify calculations.)					

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

Additional Data

Software ID: 09000028
Software Version: 2009.04030
EIN: 33-1010957
Name: THE CALLAWAY FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FEDL HOME LOAN MTG CORP	P	2004-03-12	2009-01-08
US TREASURY BILL	P	2008-12-31	2009-01-08
US TREASURY BILL	P	2009-01-12	2009-02-19
US TREASURY BILL	P	2009-02-20	2009-02-26
PACIFIC CAP BANK NA CD	P	2008-12-31	2009-03-02
FIRST BANK CD	P	2009-04-02	2009-05-15
US TREASURY BILL	P	2009-05-07	2009-05-21
FREDDIE MAC	P	2007-03-11	2009-05-05
FREDDIE MAC	P	2004-11-04	2009-05-05
PEOPLES BANK CD	P	2009-04-02	2009-07-13
GNMA II PASS THRU POOL 4520	P	2009-09-30	2009-10-20
GNMA II PASS THRU POOL 4520	P	2009-10-31	2009-11-20
GNMA II PASS THRU POOL 4520	P	2009-11-30	2009-12-20
GNMA II PASS THRU POOL 4520	P	2009-12-31	2009-12-31
Capital Gains Dividends	P		

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

(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)
1,000,000		1,000,000	0
300,007		300,007	0
1,499,974		1,499,974	0
1,499,993		1,499,993	0
250,000		250,000	0
100,000		100,016	-16
899,982		899,982	0
400,000		400,000	0
500,000		500,000	0
250,000		250,000	0
319		319	0
502		502	0
1,154		1,154	0
1,055		1,055	0
529			529

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

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALLIED HEALTH 5424 HWY 290 STE 105 AUSTIN, TX 78735		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	1,925
BAYLOR UNIVERSITY 700 SOUTH UNIVERSITY PARKS DRIVE WACO, TX 76706		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	105,400
BLINN COLLEGE 902 COLLEGE AVE BRENHAM, TX 77833		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	12,275
HARVARD UNIVERSITY MASSACHUSETTS HALL CAMBRIDGE, MA 02138		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	15,000
SAM HOUSTON STATE UNIVERSITY PO BOX 2120 HUNTSVILLE, TX 77340		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	3,700
ITT TECH AUSTIN 6330 EAST HIGHWAY 290 AUSTIN, TX 78723		TAX EXEMPT SCHOOL	SCHOLARSHIPS FOR EDUCATION	5,175
LINCOLN COLLEGE OF TECHNOLOGY 2915 ALOUETTE DRIVE GRAND PRAIRIE, TX 78052		TAX EXEMPT SCHOOL	SCHOLARSHIPS FOR EDUCATION	2,050
MCMURRY UNIVERSITY 14TH SAYLES BLVD ABILENE, TX 79697		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	2,150
PRAIRIE VIEW UNIVERISITY PO BOX 519 PRAIRIE VIEW, TX 77446		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	9,375
RHODES COLLEGE 2000 N PARKWAY MEMPHIS, TN 38112		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	33,400
SAM HOUSTON STATE UNIVERSITY PO BOX 2478 HUNTSVILLE, TX 77341		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	5,325
SOUTHWESTERN UNIVERSITY 1001 E UNIVERSITY AVENUE GEORGETOWN, TX 78626		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	15,000
ST EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	49,000
TEMPLE COLLEGE 2600 SOUTH FIRST STREET TEMPLE, TX 76504		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	26,775
TEXAS A&M UNIVERSITY 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	93,100
Total			► 3a	441,863

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TEXAS STATE TECHNICAL COLLEGE 3801 CAMPUS DRIVE WACO, TX 76705		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	10,400
TEXAS STATE UNIVERSITY 601 UNIVERSITY DR SAN MARCOS, TX 78666		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	29,175
TYLER JR COLLEGE 1327 SOUTH BAXTER AVENUE TYLER, TX 75701		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	1,575
UNIVERSITY OF MARY HARDIN BAYLOR 900 COLLEGE STREET BELTON, TX 76513		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	5,400
UNIVERSITY OF TEXAS 302 WEST 24TH STREET AUSTIN, TX 78705		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	10,975
MCLENNAN COMMUNITY COLLEGE 1400 COLLEGE DRIVE WACO, TX 76708		TAX EXEMPT COLLEGE	SCHOLARSHIPS FOR EDUCATION	1,800
LONGVIEW ISD FOUNDATION INC PO BOX 3268 LONGVIEW, TX 75606		TAX EXEMPT SCHOOL	SCHOLARSHIPS FOR EDUCATION	938
VALDOSTA STATE UNIVERSITY 1500 N PATTERSON ST VALDOSTA, GA 31602		TAX EXEMPT UNIVERSIT	SCHOLARSHIPS FOR EDUCATION	1,950
Total.			► 3a	441,863

TY 2009 Accounting Fees Schedule

Name: THE CALLAWAY FOUNDATION**EIN:** 33-1010957

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,080	4,040		0

**TY 2009 Investments Corporate
Bonds Schedule****Name:** THE CALLAWAY FOUNDATION**EIN:** 33-1010957

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE FIXED INCOME	8,915,466	9,011,928

**TY 2009 Investments Corporate
Stock Schedule****Name:** THE CALLAWAY FOUNDATION**EIN:** 33-1010957

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	27,988	26,820

TY 2009 Investments Government Obligations Schedule

Name: THE CALLAWAY FOUNDATION

EIN: 33-1010957

US Government Securities - End of

Year Book Value: 1,600,010

US Government Securities - End of

Year Fair Market Value: 1,578,352

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2009 Investments - Other Schedule

Name: THE CALLAWAY FOUNDATION**EIN:** 33-1010957

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOVERNMENT ASSETS	FMV	155,002	150,667

TY 2009 Other Expenses Schedule

Name: THE CALLAWAY FOUNDATION**EIN:** 33-1010957

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSE	181	182		0
MISCELLEROUS EXPENSE	35	0		0

TY 2009 Other Income Schedule

Name: THE CALLAWAY FOUNDATION**EIN:** 33-1010957

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
REIMBURSED 2008 EXPENSES	10,150	10,150	10,150

TY 2009 Other Increases Schedule**Name:** THE CALLAWAY FOUNDATION**EIN:** 33-1010957

Description	Amount
CHANGE IN NET ASSETS	4,475

TY 2009 Taxes Schedule

Name: THE CALLAWAY FOUNDATION**EIN:** 33-1010957

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	2,907	1,454		0
EXCISE TAX	5,770	0		0