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

OMB No 1545-0052

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 , 2009, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Mildred Yount Manion Charitable Foundation 3535 Calder Avenue Beaumont, TX 77706		A Employer identification number 41-2143851
			B Telephone number (see the instructions) 409-981-6032
			C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 23,083.			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
SCANNED MAY 27 2010	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	31.	31.	31.	
	4 Dividends and interest from securities	1,804.	1,804.	1,804.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	12,267.			
	b Gross sales price for all assets on line 6a	99,415.			
	7 Capital gain net income (from Part IV, line 2)				
	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/(loss) (att sch)					
11 Other income (attach schedule)	See Statement 2	792.			
12 Total. Add lines 1 through 11		14,894.	1,835.	1,835.	
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	See St 3	1,500.	1,350.	1,350.
	c Other prof fees (attach sch)	See St 4	199.	179.	180.
	17 Interest				
	18 Taxes (attach schedule)(see instr)	See Stm 5	31.	28.	27.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		1,730.	1,557.	1,557.	
25 Contributions, gifts, grants paid Part XV		144,750.			144,750.
26 Total expenses and disbursements. Add lines 24 and 25		146,480.	1,557.	1,557.	144,750.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-131,586.			
b Net investment income (if negative, enter -0-)			278.		
c Adjusted net income (if negative, enter -0-)				278.	

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash — non-interest-bearing	37.	23,083.	23,083.
	2 Savings and temporary cash investments	67,440.		
	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 (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	75,818.		
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	18,810.			
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe )				
16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)	162,105.	23,083.	23,083.	
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
	<b>NET FUND ASSETS OR BALANCES</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>		
24 Unrestricted		162,105.	23,083.	
25 Temporarily restricted				
26 Permanently restricted				
<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, building, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 <b>Total net assets or fund balances</b> (see the instructions)		162,105.	23,083.	
31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)		162,105.	23,083.	

**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	162,105.
2 Enter amount from Part I, line 27a	2	-131,586.
3 Other increases not included in line 2 (itemize) <u>See Statement 6</u>	3	45.
4 Add lines 1, 2, and 3	4	30,564.
5 Decreases not included in line 2 (itemize) <u>See Statement 7</u>	5	7,481.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	23,083.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a N/A				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8         </div>		3	

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year, see 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 (column (b) divided by column (c))
2008	179,400.	91,836.	1.953482
2007	76,300.	63,132.	1.208579
2006	70,049.	123,482.	0.567281
2005	62,195.	174,875.	0.355654
2004	68,900.	228,316.	0.301775

2 Total of line 1, column (d)	2	4.386771
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	0.877354
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	80,618.
5 Multiply line 4 by line 3	5	70,731.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3.
7 Add lines 5 and 6	7	70,734.
8 Enter qualifying distributions from Part XII, line 4	8	144,750.

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

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

1 a 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 instr.)			
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.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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.
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.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a		
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		0.
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		3.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Compass Bank-Trustee</u> Telephone no <u>409-981-6032</u> Located at <u>3535 Calder Avenue, Beaumont, TX</u> ZIP + 4 <u>77706</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

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

	Yes	No
<b>1 a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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>b</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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
<b>a</b> At the end of tax year 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer 'No' and attach statement - see the instructions)	2 b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>3 a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6b X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
Mildred Yount Manion 3535 Calder Avenue Beaumont, TX 77706	Chairman 0	0.	0.	0.
Compass Bank 3535 Calder Avenue Beaumont, TX 77706	Trustee 0	0.	0.	0.

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

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>	78,073.
<b>b</b> Average of monthly cash balances	<b>1b</b>	3,773.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	81,846.
<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>	81,846.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,228.
<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>	80,618.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	4,031.

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

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	4,031.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	3.
<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.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	4,028.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	4,028.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	4,028.

**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>	144,750.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	144,750.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	3.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	144,747.

**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				4,028.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	57,528.			
b From 2005	53,516.			
c From 2006	63,875.			
d From 2007	73,183.			
e From 2008	174,839.			
f Total of lines 3a through e.	422,941.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$ 144,750.				
a Applied to 2008, but not more than line 2a			0.	
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				4,028.
e Remaining amount distributed out of corpus	140,722.			
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	563,663.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	57,528.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	506,135.			
10 Analysis of line 9				
a Excess from 2005	53,516.			
b Excess from 2006	63,875.			
c Excess from 2007	73,183.			
d Excess from 2008	174,839.			
e Excess from 2009	140,722.			

BAA

Form 990-PF (2009)

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

N/A

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

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

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

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

Mildred Yount Manion

- 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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Statement 8				
<b>Total</b>			<b>3a</b>	144,750.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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					31.
4	Dividends and interest from securities					1,804.
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					12,267.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Miscellaneous Income					792.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					14,894.
13	Total. Add line 12, columns (b), (d), and (e)					14,894.

(See worksheet in the instructions for line 13 to verify calculations )

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

[illegible]



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## Statement 1

Form 990-PF, Part I, Line 6a

Net Gain (Loss) from Noninventory Sales Per Books

Assets Not Included in Part IV

Description:	95 sh Proctor & Gamble Co.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	7/02/2009		
To Whom Sold:			
Gross Sales Price:	4,933.		
Cost or Other Basis:	6,354.		
Basis Method:	Cost		
		Gain (Loss)	-1,421.

Description:	175 sh Walgreen Company		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	7/02/2009		
To Whom Sold:			
Gross Sales Price:	5,240.		
Cost or Other Basis:	6,261.		
Basis Method:	Cost		
		Gain (Loss)	-1,021.

Description:	55 sh Entergy Corporation		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	8/06/2009		
To Whom Sold:			
Gross Sales Price:	4,437.		
Cost or Other Basis:	6,306.		
Basis Method:	Cost		
		Gain (Loss)	-1,869.

Description:	100 sh Exxon Mobil Corp.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	8/06/2009		
To Whom Sold:			
Gross Sales Price:	7,088.		
Cost or Other Basis:	362.		
Basis Method:	Cost		
		Gain (Loss)	6,726.

Description:	210 sh Microsoft Corporation		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	8/06/2009		
To Whom Sold:			
Gross Sales Price:	4,976.		
Cost or Other Basis:	6,302.		
Basis Method:	Cost		
		Gain (Loss)	-1,326.

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**Statement 1 (continued)**  
**Form 990-PF, Part I, Line 6a**  
**Net Gain (Loss) from Noninventory Sales Per Books**  
**Assets Not Included in Part IV**

Description:	100 sh Exxon Mobil Corp.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	11/24/2009		
To Whom Sold:			
Gross Sales Price:	7,446.		
Cost or Other Basis:	362.		
Basis Method:	Cost	Gain (Loss)	7,084.

Description:	65 sh Quest Diagnostics Inc.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	11/24/2009		
To Whom Sold:			
Gross Sales Price:	3,759.		
Cost or Other Basis:	3,287.		
Basis Method:	Cost	Gain (Loss)	472.

Description:	185 sh General Electric Company		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/10/2009		
To Whom Sold:			
Gross Sales Price:	2,970.		
Cost or Other Basis:	6,124.		
Basis Method:	Cost	Gain (Loss)	-3,154.

Description:	550 sh Service Corp Int'l		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/10/2009		
To Whom Sold:			
Gross Sales Price:	4,386.		
Cost or Other Basis:	6,194.		
Basis Method:	Cost	Gain (Loss)	-1,808.

Description:	165 sh Williams Companies Inc		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/10/2009		
To Whom Sold:			
Gross Sales Price:	3,229.		
Cost or Other Basis:	6,113.		
Basis Method:	Cost	Gain (Loss)	-2,884.



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**Statement 1 (continued)**  
**Form 990-PF, Part I, Line 6a**  
**Net Gain (Loss) from Noninventory Sales Per Books**  
**Assets Not Included in Part IV**

Description:	90 sh Johnson & Johnson Co.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/28/2009		
To Whom Sold:			
Gross Sales Price:	5,810.		
Cost or Other Basis:	6,067.		
Basis Method:	Cost		
		Gain (Loss)	-257.

Description:	130 sh J P Morgan Chase & Co.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/28/2009		
To Whom Sold:			
Gross Sales Price:	5,445.		
Cost or Other Basis:	6,257.		
Basis Method:	Cost		
		Gain (Loss)	-812.

Description:	60 sh Quest Diagnostics Inc.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/28/2009		
To Whom Sold:			
Gross Sales Price:	3,700.		
Cost or Other Basis:	3,034.		
Basis Method:	Cost		
		Gain (Loss)	666.

Description:	180 sh Bldrs Asia 50 ADR Index Fund		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2009		
To Whom Sold:			
Gross Sales Price:	4,611.		
Cost or Other Basis:	6,225.		
Basis Method:	Cost		
		Gain (Loss)	-1,614.

Description:	100 sh Exxon Mobil Corp.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2009		
To Whom Sold:			
Gross Sales Price:	6,889.		
Cost or Other Basis:	362.		
Basis Method:	Cost		
		Gain (Loss)	6,527.

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**Statement 1 (continued)**  
**Form 990-PF, Part I, Line 6a**  
**Net Gain (Loss) from Noninventory Sales Per Books**  
**Assets Not Included in Part IV**

Description:	50 sh International Business Machines Corp.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2009		
To Whom Sold:			
Gross Sales Price:	6,595.		
Cost or Other Basis:	6,255.		
Basis Method:	Cost	Gain (Loss)	340.
Description:	160 sh Verizon Comm.		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2009		
To Whom Sold:			
Gross Sales Price:	5,347.		
Cost or Other Basis:	6,179.		
Basis Method:	Cost	Gain (Loss)	-832.
Description:	250 Enbridge Energy Patrnrs PTP		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	12,554.		
Cost or Other Basis:	5,104.		
Basis Method:	Cost	Gain (Loss)	7,450.
			Total \$ 12,267.

**Statement 2**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Miscellaneous Income	\$ 792.		
Total	\$ 792.	\$ 0.	\$ 0.

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Statement 3  
Form 990-PF, Part I, Line 16b  
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fes	\$ 1,500.	\$ 1,350.	\$ 1,350.	
Total	\$ 1,500.	\$ 1,350.	\$ 1,350.	\$ 0.

Statement 4  
Form 990-PF, Part I, Line 16c  
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary Fees	\$ 199.	\$ 179.	\$ 180.	
Total	\$ 199.	\$ 179.	\$ 180.	\$ 0.

Statement 5  
Form 990-PF, Part I, Line 18  
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Internal Revenue Service Fee	\$ 31.	\$ 28.	\$ 27.	
Total	\$ 31.	\$ 28.	\$ 27.	\$ 0.

Statement 6  
Form 990-PF, Part III, Line 3  
Other Increases

Prior Year Adjustment			\$ 45.
Total			\$ 45.

Statement 7  
Form 990-PF, Part III, Line 5  
Other Decreases

Reduction of basis			\$ 7,481.
Total			\$ 7,481.

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Statement 8  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Community Foundation P.O. Box 14090 Jackson, WY 83002	None		Scholarship Fund	\$ 200.
St. Patrick Catholic Church 1010 35th Street Galveston, TX 77550			To use in General Operating Fund.	1,000.
Bay Area SPCA P.O. Box 838 Kemah, TX 77565			To benefit the underprivileged	500.
Kelly Catholic High School 5950 Kelly Drive Beaumont, TX 77707	None		For the Monsignor Kelly Catholic High School Foundation	8,000.
Family Service Center 2128 Avenue P Galveston, TX 77660			To use in the General Operating Fund	5,000.
Humane Society of Southeast TX P.O. Box 1829 Beaumont, TX 77704			To be used in "Internet Angel" program.	1,000.
Catholic Medical Misson Board 10 West 17th Street New York, NY 10011	None		Advance the teaching and missions of the Catholic Church.	1,000.
Julie Rogers Gift of Life 145 South Dowlen Road Beaumont, TX 77707	None		Breast cancer research, treatment, and education.	5,000.
Our Lady of the Mountains P.O. Box 992 Jackson, WY 83001	None		To be used in the Capital Campaign Contribution	20,300.
Some Other Place P.O. Box 843 Beaumont, TX 77704	None		To benefit the underprivileged.	3,000.
Jackson Hole Wildlife Fnd P.O. Box 8042 Jackson, WY 83002			Feeding, care, and shelter of animals.	1,000.

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**Statement 8 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Dominican Sisters 6501 Almed Road Houston, TX 77021				\$ 200.
Special Olympics Texas P.O. Box 143806 Austin, TX 78714	None		To be used in the General Operating Fund.	50.
D'Feet Breast Cancer 6610 Stewart Road Galveston, TX 77551	None		To use in the General Operating Fund.	5,000.
Galveston Catholic School 2601 Ursuline Galveston, TX 77550			To use in the General Operating Fund.	2,500.
Alley Cat Allies 7090 Norfolk Avenue Suite 600 Bethesda, MD 20814	None		Feeding, care, and shelter of animals.	400.
Court Appointed Spec. Advocate 1501 W Anderson Lane Suite B-2 Austin, TX 78757			To use in the General Operating Fund.	200.
Comm Found of Jackson Hole 255 E. Simpson Street Jackson, WY 83001	None		To use in the General Operating Fund.	6,000.
EJ's Empty Stocking Fund P.O. Box 400 Colorado Springs, Co 80901			To use in the general operating fund.	500.
The Jesse Tree 2622 Market Street Galveston, TX 77550			To use in the general operating fund.	500.
American Anti-Vivisection Society 801 Old York Rd., #204 Jenkintown, PA 19046			To use in the general operating fund.	200.
Galveston Island Humane Society 6814 Broadway Galveston, TX 77554	None		To use in the general operating fund.	13,000.
The Franciscan Friars 9230 w. Highland Park Ave Franklin, WI 53132	None		To use in the general operating fund.	500.

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Statement 8 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
St. Francis Gulf Coast Feline Rescue ,	Mildred Manion, President		To use in the general operating fund.	\$ 25,000.
Archdiocese of Galveston-Houston 1700 San Jacinto Houston,, TX 77001	None		To use in the general operating fund.	6,000.
Animal Alliance of Galveston County 608 Bayou Drive LaMarque, TX 77592	None		To use in the general operating fund.	500.
Monestary of the Infant Jesus 1501 Lotus Lane Lufkin, TX 75904	None		To use in the general operating fund.	1,000.
Animal Sanctuary of the United States P.O. Box 690422 San Antonio, TX 78269	None		To use in the general operating fund.	300.
The Sunshine Center 1726 21st Street Galveston, TX 77550	None		To use in the general operating fund.	500.
ASPCA 424 East 92nd Street New York, NY 10128	None		To use in the general operating fund.	950.
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741	None		To use in the general operating fund.	4,000.
University of Houston P.O. Box 867 Houston, TX 77701	None		To use in the general operating fund.	500.
Houston Humane Society 1460 Almeda Road Houston, TX	None		To use in general operating fund.	200.
Our Lady of the Pines Catholic Church 1601 North Pines Street Woodville, TX 75979	None		To use in general operating fund.	1,000.
Mannequin Ministries P.O. Box 940791 Houston, TX 77094	None		To use in general operating fund.	100.

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Statement 8 (continued)  
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Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Targhee Animal Shelter 185 E. 25th North Driggs, ID 83422	None		To use in general operating fund.	\$ 500.
Loyola University New Orleans 7214 St. Charles Avenue New Orleans, LA 70118	None		To use in general operating fund.	100.
Cross International Catholic Outreach 370 W. Camino Blvd. Boca Raton, FL 33432	None		To use in general operating fund.	700.
Community Endowment Foundation 2516 Mandell Street No. 6 Houston, TX 77006	None		To use in general operating fund.	200.
Texas A&M VMA 101, 4461 TAMU College Station, TX 77843	None		To use in general operating fund.	200.
Huntington Disease Society of America P.O. Box 131147 Houston, TX 77219	None		To use in general operating fund.	250.
Wellsprings Village, Inc. P.O. Box 311017 Houston, TX 77231	None		To use in general operating fund.	2,500.
Holocaust Museum Houston 5401 Caroline Street Houston, TX 77004	None		To use in general operating fund.	500.
Methodist Hospital Foundation P.O. Box 4384 Houston, TX 77210	None		To use in general operating fund.	1,000.
Association of the Miraculous Medal 1811 West Saint Joseph Street Perryville, MO 63775	None		To use in general operating fund.	500.
Texas Childrens Hospital P.O. Box 4839 Houston, TX 77210	None		To use in general operating fund.	1,000.

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Statement 8 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
St Michael Church 1801 Sage Road Houston, TX 77056	None		To use in general operating fund.	\$ 5,000.
Houston Zoo, Inc. 1513 North Macgregor Houston, TX 77030	None		To use in general operating fund.	200.
Family Service Center of Galveston 2200 Market Street, Ste 600 Houston, TX 77550	None		To use in general operating fund.	10,000.
St. Michael Catholic School 1833 Sage Road Houston, TX 77056	None		To use in general operating fund.	5,000.
St. John's Auxiliary P.O. Box 2712 Jackson, WY 83001	None		To use in general operating fund.	1,500.
The Children's Center, Inc. P.O. Box 3002 Galveston, TX 77553	None		To use in general operating fund.	500.
Total				\$ <u>144,750.</u>