



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 2009, and ending 20

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

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

Name of foundation: SHIN'ENKAN, INC.
 Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1111
 Room/suite:
 City or town, state, and ZIP code: BARTLESVILLE, OK 74005

A Employer identification number: 73-1106645
 B Telephone number (see page 10 of the instructions): (918) 335-0771

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) \$ 14,214,266.
 J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				ATCH 1
4 Dividends and interest from securities	4,834.	4,834.	4,834.	ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	30,401.			
b Gross sales price for all assets on line 6a	102,723.			
7 Capital gain net income (from Part IV, line 2)		30,401.		
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)	7,175.	7,175.	7,175.	ATCH 3
12 Total. Add lines 1 through 11	42,410.	42,410.	12,009.	
13 Compensation of officers, directors, trustees, etc.	36,000.			36,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 4	1,450.	725.	725.	725.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	388.	-472.	-472.	860.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	48,889.	2,483.	2,483.	46,406.
24 Total operating and administrative expenses. Add lines 13 through 23	86,727.	2,736.	2,736.	83,991.
25 Contributions, gifts, grants paid	2,500.			2,500.
26 Total expenses and disbursements. Add lines 24 and 25	89,227.	2,736.	2,736.	86,491.
27 Subtract line 26 from line 12	-46,817.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		39,674.		
c Adjusted net income (if negative, enter -0-)			9,273.	

Operating and Administrative Expenses NOV 19 2010

RECEIVED
 NOV 18 2010
 UGDEN, UT
 IRS OSC

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	29,948.	14,498.	14,498.
	2	Savings and temporary cash investments			
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) <u>ATCH 7</u>	298,227.	268,274.	331,322.
	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)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ <u>ATCH 8</u>)	13,867,296.	13,868,446.	13,868,446.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	14,195,471.	14,151,218.	14,214,266.	
Liabilities	17	Accounts payable and accrued expenses	0.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.		
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	12,933,116.	12,933,116.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,262,355.	1,218,102.	
	30	Total net assets or fund balances (see page 17 of the instructions)	14,195,471.	14,151,218.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,195,471.	14,151,218.		

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	14,195,471.
2	Enter amount from Part I, line 27a	2	-46,817.
3	Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 9</u>	3	2,564.
4	Add lines 1, 2, and 3	4	14,151,218.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,151,218.

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 SEE PART IV SCHEDULE				
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 (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	30,401.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			}	3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	90,918.	554,555.	0.163948
2007	112,937.	664,875.	0.169862
2006	179,564.	692,403.	0.259335
2005	91,492.	747,156.	0.122454
2004	64,118.	750,825.	0.085397
2 Total of line 1, column (d)			2 0.800996
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 0.160199
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 338,593.
5 Multiply line 4 by line 3			5 54,242.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 397.
7 Add lines 5 and 6			7 54,639.
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 on page 18.			8 86,491.

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

Table with 11 rows and 2 columns. Row 1: 397. Row 2: 397. Row 3: 0. Row 4: 397. Row 5: 608. Row 6: 211. Row 7: 211. Row 8: 211. Row 9: 211. Row 10: 211. Row 11: 211.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an unlabeled column). Row 1: 1a, Yes, No, X. Row 2: 1b, Yes, No, X. Row 3: 1c, Yes, No, X. Row 4: 2, Yes, No, X. Row 5: 3, Yes, No, X. Row 6: 4a, Yes, No, X. Row 7: 4b, Yes, No, X. Row 8: 5, Yes, No, X. Row 9: 6, Yes, No, X. Row 10: 7, Yes, No, X. Row 11: 8b, Yes, No, X. Row 12: 9, Yes, No, X. Row 13: 10, Yes, No, 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 page 20 of the 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? 13 X
Website address N/A
14 The books are in care of GARY L. SMITH Telephone no 918-712-7804
Located at P.O. BOX 1111 BARTLESVILLE, OK ZIP + 4 74005
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) 3b X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here X

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)

6 a 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** Yes No
If "Yes" to 6b, file Form 8870

7 a 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** 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 (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
ATTACHMENT 10		36,000.	-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

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

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

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

Total number of others receiving over \$50,000 for professional services 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.	Expenses
1 SEE STATEMENT ATTACHED ----- -----	
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	Amount
1 NOT APPLICABLE ----- -----	
2 ----- -----	
All other program-related investments See page 24 of the instructions 3 NONE ----- -----	
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	321,526.
b	Average of monthly cash balances	1b	22,223.
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	343,749.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	343,749.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	5,156.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	338,593.
6	Minimum investment return. Enter 5% of line 5	6	16,930.

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

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	86,491.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	86,491.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,491.

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				
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004	64,118.			
b From 2005	91,709.			
c From 2006	179,650.			
d From 2007	113,935.			
e From 2008	90,926.			
f Total of lines 3a through e	540,338.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 86,491.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	86,491.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	626,829.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	64,118.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	562,711.			
10 Analysis of line 9				
a Excess from 2005	91,709.			
b Excess from 2006	179,650.			
c Excess from 2007	113,935.			
d Excess from 2008	90,926.			
e Excess from 2009	86,491.			

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

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 04/29/1981

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

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	9,273.	811.	7,335.	8,638.	26,057.
b 85% of line 2a	7,882.	689.	6,235.	7,342.	22,148.
c Qualifying distributions from Part XII, line 4 for each year listed	86,491.	90,926.	113,935.	179,650.	471,002.
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	86,491.	90,926.	113,935.	179,650.	471,002.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	14,214,266.	14,208,973.	14,643,471.	13,315,794.	56,382,504.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 8 for each year listed	11,287.	18,485.	22,163.	23,080.	75,015.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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:

N/A

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

NONE

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:

SEE STATEMENT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 11				
Total.				2,500.
b <i>Approved for future payment</i>				
Total.				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All cells are currently empty or contain 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are currently empty.

Declaration section: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: Janice H. Beeley, Date: 11/10/10, Title: Asst Sec. - Treas. Preparer's signature: Gary L. Smith, Date: 11/3/10, Check if self-employed: [], Preparer's identifying number: P00176629, Firm's name: HOWERTON, MORRIS, SIMPSON & SMITH, PLLC, Address: 8282 S. MEMORIAL DR., STE. 110, TULSA, OK 74133, EIN: 57-1147617, Phone no.: 918 481-5949

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
102,723.		SEE ATTACHED SCHEDULE 72,322.					VARIOUS 30,401.	VARIOUS
TOTAL GAIN (LOSS)					<u>30,401.</u>	

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
LEGG MASON DIVIDENDS	4,834.	4,834.	4,834.
TOTAL	<u>4,834.</u>	<u>4,834.</u>	<u>4,834.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ROYALTY INCOME	7,175.	7,175.	7,175.
TOTALS	<u>7,175.</u>	<u>7,175.</u>	<u>7,175.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX RETURN PREPARATION	1,450.	725.	725.	725.
TOTALS	<u>1,450.</u>	<u>725.</u>	<u>725.</u>	<u>725.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL TAXES	-713.	-713.	-713.	
PAYROLL TAXES	860.			860.
OTHER				
FOREIGN TAXES WITHHELD	241.	241.	241.	
TOTALS	<u>388.</u>	<u>-472.</u>	<u>-472.</u>	<u>860.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	2,462.	2,462.	2,462.	
EDUCATIONAL SEMINARS	1,100.			1,100.
ART STUDY & COMPUTER ANALYSIS	8,230.			8,230.
CIT CORPORATE FEE	135.			135.
OFFICE SUPPLIES AND BROCHURES	328.			328.
EXHIBITION EXPENSES FOR ART	7,384.			7,384.
SUBSCRIPTIONS	1,090.			1,090.
BANK FEES	21.		21.	
ART INSURANCE	28,139.			28,139.
	<u>48,889.</u>	<u>2,483.</u>	<u>2,483.</u>	<u>46,406.</u>
TOTALS				

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LEGG MASON STOCK PORTFOLIO	268,274.	331,322.
TOTALS	<u>268,274.</u>	<u>331,322.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ASSETS HELD FOR EXEMPT PURPOSE		
MOVIE	53,351.	53,351.
ART	13,689,683.	13,689,683.
BOOK	15,000.	15,000.
COMPUTER EQUIPMENT	110,412.	110,412.
TOTALS	<u>13,868,446.</u>	<u>13,868,446.</u>

ATTACHMENT 9

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUSTMENT TO CARRYING VALUES OF ASSETS	2,564.
TOTAL	<u>2,564.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
JOE D. PRICE P.O. BOX 1111 BARTLESVILLE, OK 74005	DIRECTOR	
ETSUKO Y. PRICE P.O. BOX 1111 BARTLESVILLE, OK 74005	DIRECTOR	
RALPH E. LERNER 430 PARK AVE. NEW YORK, NY	DIRECTOR	
JANICE BEELER P O BOX 1111 BARTLESVILLE, OK 74005	ASST SEC. TREAS.	
SACHI A. PRICE 183 SHORECLIFF RD. CORONA DEL MAR, CA	VICE PRESIDENT	36,000.
	40.00	
	GRAND TOTALS	<u>36,000.</u>

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

JAPAN AMERICA SOCIETY
345 S FIGUEROA ST
LOS ANGELES, CA 90071

NON PROFIT

EDUCATIONAL

2,500.

TOTAL CONTRIBUTIONS PAID

2,500.

SHIN'ENKAN, INC.
ATTACHMENT TO FORM 990-PF
TIN 73-1106645

PARTS IX-A and XV

As general rule the Foundation does not accept grant applications. The Board of Directors makes expenditures only to carry out its specific exempt educational purposes. At the present time these expenditures are being made in support of programs that develop, promote and further the understanding of Japanese art, with particular attention to Japanese art from the Edo period.

The Foundation exhibits the art it owns at the Pavilion for Japanese Art, a wing of the Los Angeles County Museum of Art in Los Angeles, California, and at its exhibition facility in Corona Del Mar, California. The Pavilion for Japanese Art was built in large part with a \$5 million expenditure from the Foundation. In addition to exhibiting the art, the Foundation participates in the exhibition, scheduling and the manner in which the art is displayed.

Other activities include the Japanese/American workshop that brings together scholars who are interested in Japanese art from different universities in Japan and the United States. The scholars study the art that is owned by the Foundation and have the opportunity to exchange ideas with each other on educational projects and interest in Japanese art at the various universities. The Foundation also runs programs and participates with other institutions in introducing students to the understanding and appreciation of Japanese art.

Each year the Foundation brings colleges and graduate students to the Foundation for the purpose of studying Japanese art. The Foundation has developed a computerized digital imaging program to assist the students, scholars and others in the study of the Foundation's collection of Japanese art.

The Foundation's other major project involves the expenditures in furtherance of the understanding and appreciation of the architecture of Bruce A. Goff. Goff, now deceased, was a world-class architect and was the individual who designed the Pavilion for Japanese Art. The Foundation has supported a book that was published that describes the architecture of Goff and has also supported a museum show based on his drawings that was exhibited at the Los Angeles County Museum of Art and other museums throughout the United States. In addition, the Foundation is supporting an archival project so that architectural students and other persons interested can review in one place the work of Goff.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust
SHIN'ENKAN, INC.

Employer identification number
73-1106645

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	30,401.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	30,401.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II

Caution: Read the instructions before completing this part.

Table with 4 columns: Line number, Description, (1) Beneficiaries' (see page 5), (2) Estate's or trust's, (3) Total. Rows include Net short-term gain or (loss), Net long-term gain or (loss) (Total for year, Unrecaptured section 1250 gain, 28% rate gain), and Total net gain or (loss).

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary

Part IV Capital Loss Limitation

Line 16: Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000. Includes a box for the amount.

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

Main tax computation table with 4 columns: Line number, Description, (1) Beneficiaries' (see page 5), (2) Estate's or trust's, (3) Total. Rows include taxable income, qualified dividends, adjustments, and final tax calculations.

SHIN'ENKAN, Inc

Account # 02678

Realized Capital Gain And Loss

December 31, 2009

Quantity	Security	Purchase Date	Sale Date	Purchase Cost	Sale Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
EQUITIES							
150.00	Genentech Inc	10/10/2001	03/27/2009	3,126.00	14,250.00	0.00	11,124.00
175.00	MEDNAX, Inc.	05/01/2007	04/17/2009	10,049.25	5,828.74	0.00	(4,220.51)
25.00	Air Products and Chemicals Inc.	11/05/2002	08/12/2009	1,095.75	1,872.21	0.00	776.46
50.00	Apple Inc	05/01/2007	08/12/2009	4,974.95	8,274.80	0.00	3,299.85
50.00	CVS Caremark Corp	07/19/2005	08/12/2009	1,552.50	1,742.45	0.00	189.95
50.00	Devon Energy Corp New	01/03/2001	08/12/2009	1,450.50	3,212.91	0.00	1,762.41
25.00	Energy Corp.	07/19/2005	08/12/2009	1,902.57	1,993.20	0.00	90.64
100.00	Express Scripts Inc.	05/01/2007	08/12/2009	4,703.00	6,748.82	0.00	2,045.82
75.00	FPL Group Inc.	07/19/2005	08/12/2009	3,266.66	4,344.63	0.00	1,077.98
100.00	Nestle SA Sponsored ADR	08/28/2006	08/12/2009	3,422.06	3,925.89	0.00	503.83
400.00	Schering-Plough Corp	07/15/2008	08/12/2009	8,814.84	10,727.72	0.00	1,912.88
100.00	Wells Fargo Company	11/05/2002	08/12/2009	2,481.80	2,711.93	0.00	230.13
100.00	Becton Dickinson & Co	10/10/2001	12/30/2009	3,798.00	7,958.89	0.00	4,160.89
50.00	Devon Energy Corp New	01/03/2001	12/30/2009	1,450.50	3,701.40	0.00	2,250.90
250.00	Nasdaq OMX Group Inc	12/09/2008	12/30/2009	6,858.98	5,017.77	0.00	(1,841.21)
75.00	Nestle SA Sponsored ADR	08/28/2006	12/30/2009	2,566.55	3,617.90	0.00	1,051.35
50.00	Netapp Inc	12/09/2008	12/30/2009	702.00	1,723.45	0.00	1,021.45
100.00	United Technologies Corp.	02/01/2000	12/30/2009	2,660.88	7,044.94	0.00	4,384.06
300.00	Wells Fargo Company	11/05/2002	12/30/2009	7,445.40	8,025.24	0.00	579.84
	TOTAL EQUITIES			\$72,322.17	\$102,722.89	\$0.00	\$30,400.72
	Total Portfolio			\$72,322.17	\$102,722.89	\$0.00	\$30,400.72

This schedule is primarily designed as a working tool for our consulting staff. We do not guarantee its accuracy for use on income tax returns.