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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

, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Margueritte B. Piers Living Free Sanctuary for Animals and Nature Conserv	A Employer identification number 73-1576163	
	Number and street (or P O box number if mail is not delivered to street address) PO Box 1086	Room/suite	
	City or town, state, and ZIP code Ardmore, OK 73402-1086	B Telephone number 580.223.7739	
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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method:	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
► \$ 1,138,166. (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))		(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					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		23,909.	22,254.	23,909.	Statement 1
4 Dividends and interest from securities		9,134.	9,134.	9,134.	Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)		RECEIVED	0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances	106,624.				Statement 3
b Less Cost of goods sold	23,585.				Statement 4
c Gross profit or (loss)		83,039.		83,039.	
11 Other income		<5,543.>	<5,543.>	<5,543.	Statement 5
12 Total. Add lines 1 through 11		110,539.	25,845.	110,539.	
13 Compensation of officers, directors, trustees, etc		47,196.	0.	0.	47,196.
14 Other employee salaries and wages		92,706.	0.	0.	92,706.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	Stmt 6	10,960.	0.	0.	10,960.
c Other professional fees					
17 Interest		184.	0.	0.	184.
18 Taxes	Stmt 7	16,307.	8.	0.	16,299.
19 Depreciation and depletion		48,139.	0.	18,396.	
20 Occupancy		42,584.	0.	0.	42,584.
21 Travel, conferences, and meetings		5,005.	0.	0.	5,005.
22 Printing and publications					
23 Other expenses	Stmt 8	63,278.	0.	0.	63,278.
24 Total operating and administrative expenses. Add lines 13 through 23		326,359.	8.	18,396.	278,212.
25 Contributions, gifts, grants paid		3,000.			3,000.
26 Total expenses and disbursements. Add lines 24 and 25		329,359.	8.	18,396.	281,212.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<218,820.>			
b Net investment income (if negative, enter -0-)			25,837.		
c Adjusted net income (if negative, enter -0-)				92,143.	

17P

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	9,909.	21,746.	21,746.
2	Savings and temporary cash investments	234,975.	290,222.	290,222.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►	26,910.		
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations Stmt 11	0.	10,190.	10,190.
b	Investments - corporate stock Stmt 12	231,129.	162,831.	165,000.
c	Investments - corporate bonds Stmt 13	363,467.	250,000.	250,000.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other Stmt 14	120,298.	30,793.	31,000.
14	Land, buildings, and equipment: basis ► 509,277.			
	Less accumulated depreciation Stmt 15 ► 204,532.	292,957.	304,745.	345,000.
15	Other assets (describe ► Statement 16)	19,501.	19,501.	25,008.
16	Total assets (to be completed by all filers)	1,299,146.	1,090,028.	1,138,166.
17	Accounts payable and accrued expenses	3,188.	4,829.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable		23,002.	
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	3,188.	27,831.	
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	1,295,958.	1,062,197.	
30	Total net assets or fund balances	1,295,958.	1,062,197.	
31	Total liabilities and net assets/fund balances	1,299,146.	1,090,028.	

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	1,295,958.
2	Enter amount from Part I, line 27a	2	<218,820.>
3	Other increases not included in line 2 (itemize) ►	3	15,935.
4	Add lines 1, 2, and 3	4	1,093,073.
5	Decreases not included in line 2 (itemize) ►	5	30,876.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,062,197.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
1a						
b	NONE					
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			(I) 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			
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c). 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 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	311,727.	0.	.000000
2007	244,573.	0.	.000000
2006	201,556.	0.	.000000
2005	245,682.	0.	.000000
2004	157,121.	0.	.000000

2 Total of line 1, column (d)

2 .000000

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 .000000

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 .0.

5 Multiply line 4 by line 3

5 0.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 258.

7 Add lines 5 and 6

7 258.

8 Enter qualifying distributions from Part XII, line 4

8 281,212.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 2b

c All other domestic foundations enter 2% of line 2b. 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2009 estimated tax payments 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 penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8 0.

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 258.

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 0.

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►

Refunded ►

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

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b 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

1c X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

If "Yes," attach a detailed description of the activities.

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

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

6 X

- 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?

7 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8 X

If "Yes," complete Part II, col. (c), and Part XV

8b X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

OK

10 X

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)

8b X

of each state as required by General Instruction G? If "No," attach explanation

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

9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 X

Part VII-A Statements Regarding Activities (continued)

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

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 ► N/A

13 X

14 The books are in care of ► Chambers and Jackson, PC Telephone no. ► 580-223-1877
Located at ► 129 C Street NW, Ardmore, OK ZIP+4 ► 73401

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year

► 15 N/A**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

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

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

 Yes 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)?

N/A

► 1b

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(i)(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 instructions.)

N/A

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.

► _____, _____, _____, _____, _____

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.)

N/A

3b

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

The Margueritte B. Piers Living Free
Sanctuary for Animals and Nature Conserv

73-1576163

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No

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

N/A

►

5b

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

6b

X

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

If "Yes" to 6b, file Form 8870.

Yes No

N/A

7b

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 17		47,196.	0.	0.

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

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

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

►

0

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

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

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A **Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A		0.
2	N/A		0.
3	N/A		0.
Total. Add lines 1 through 3 ►			0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	0.
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	0.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	Minimum investment return Enter 5% of line 5	6	0.

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

1	Minimum investment return from Part X, line 6	1	
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 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 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	281,212.
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	281,212.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	258.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	280,954.

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				0.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>N/A</u>			0.	
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	0.			0.
e Remaining amount distributed out of corpus	0.			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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	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 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

► 03/21/01

 4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

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

Tax year	Prior 3 years			
(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
0.	0.	1,280.	0.	1,280.
0.	0.	1,088.	0.	1,088.
281,212.	311,975.	245,025.	202,444.	1,040,656.
0.	0.	0.	0.	0.

b 85% of line 2a

0.	0.	1,088.	0.	1,088.
----	----	--------	----	--------

c Qualifying distributions from Part XII, line 4 for each year listed

281,212.	311,975.	245,025.	202,444.	1,040,656.
-----------------	-----------------	-----------------	-----------------	-------------------

d Amounts included in line 2c not used directly for active conduct of exempt activities

0.	0.	0.	0.	0.
----	----	----	----	----

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

281,212.	311,975.	245,025.	202,444.	1,040,656.
-----------------	-----------------	-----------------	-----------------	-------------------

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

0.	0.	0.	0.	0.
----	----	----	----	----

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

0.	0.	0.	0.	0.
----	----	----	----	----

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

0.	0.	853.	0.	853.
----	----	------	----	------

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.	0.	0.	0.	0.
----	----	----	----	----

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)

0.	0.	0.	0.	0.
----	----	----	----	----

(3) Largest amount of support from an exempt organization

0.	0.	0.	0.	0.
----	----	----	----	----

(4) Gross investment income

0.	0.	0.	0.	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 the instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

Barbara Woodruff, 405-329-3416**PO Box 720958, Norman, OK 730704742**

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

N/A

c Any submission deadlines:

N/A

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

N/A

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
<i>a Paid during the year</i>				
See Statement 18				
Total			► 3a	3,000.
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.

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
	(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	523000	23,909.			
4 Dividends and interest from securities	523000	9,134.			
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	523000	<5,543.>			
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events	111000				
10 Gross profit or (loss) from sales of inventory	211110	83,039.			
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		110,539.		0.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	110,539.

(See Worksheet in line 13 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of 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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

1. If the answer to any of the above is "Yes," complete the following schedule. See Part 2.

6 If the answer to any of the above is Yes, complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p> <p>Barbara Woodcock 9/16/10 Executive Director</p>				
<p>Signature of officer or trustee</p>		<p>Date</p>	<p>Title</p>	
<p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p>	<p>Date</p>	<p>Check if self- employed</p>	<p>Preparer's identifying number</p>
	<p>James Chambers</p>	<p>9-14-10</p>	<p><input type="checkbox"/></p>	<p>EIN</p>
<p>Firm's name (or yours if self-employed), address, and ZIP code</p>		<p>Phone no.</p>		
<p>Chambers, Jackson and Fox, PC PO Box 1171-129 C Northwest Ardmore, OK 73402-1171</p>				

2009 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	Furniture & Fixtures											
2	Furniture and Fixtures	103100200DB5.00	17	1,000.					1,000.	1,000.	0.	0.
5	Furniture and Fixtures	073100200DB5.00	17	938.					938.	938.	0.	0.
16	COMPUTER	052606200DB3.00	17	4,076.					4,076.	3,860.	216.	
17	Furniture and Fixtures	070106200DB3.00	17	1,694.					1,694.	1,553.	141.	
18	Furniture and Fixtures	080106200DB3.00	17	3,496.					3,496.	3,205.	291.	
19	Furniture and Fixtures	120806200DB3.00	17	7,990.					7,990.	7,176.	814.	
	HOUSEHOLD											
24	FURNISHINGS & ANTIQ	010106200DB4.00	17	23,343.					23,343.	18,967.	2,917.	
27	Furniture and Fixtures	071307200DB4.00	17	759.					759.	451.	154.	
28	Mattress	110907200DB4.00	17	543.					543.	289.	127.	
29	Furniture and Fixtures	112707200DB4.00	17	5,974.					5,974.	3,174.	1,400.	
30	Furniture and Fixtures	120307200DB4.00	17	783.					783.	416.	184.	
31	Furniture and Fixtures	121707200DB4.00	17	1,542.					1,542.	819.	362.	
34	ELECTRONICS	021908200DB3.00	17	1,046.					523.	305.	145.	
352	CHESTS	073008200DB3.00	17	664.					332.	83.	166.	
36	WASHER & DRYER	101008200DB3.00	17	1,649.					825.	69.	503.	
43	COMPUTER	050609200DB3.00	19B	1,287.					644.	643.	912.	
	* 990-PF Pg 1 Total								2,324.	54,460.	42,305.	0.
	Furniture & Fixtur											8,332.

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	Machinery & Equipment											
7	TRACTOR	073101200DB5.00	17	4,599.					4,599.	4,599.		0.
9	Security Gate Replacement	032004200DB4.00	17	944.					472.	472.		0.
10	42" Lawn Tractor	063004200DB4.00	17	1,078.					539.	539.		0.
12	RANCH EQUIPMENT	072105200DB4.00	17	1,500.					1,500.	1,383.		117.
20	MOWER/EDGER	040106200DB4.00	17	1,999.					1,999.	1,656.		249.
TRACTOR AND	21 BRUSHHOG	041506200DB4.00	17	12,200.					12,200.	10,104.		1,524.
22	FEED BUCKETS	042306200DB3.00	17	2,426.					2,426.	2,297.		129.
23	18' TRAILER	052506200DB3.00	17	1,375.					1,375.	1,302.		73.
25	Security Equipment	011807200DB3.00	17	1,381.					1,381.	1,189.		171.
26	Kitchen Equipment	041707200DB3.00	17	314.					314.	253.		44.
32	RANCH EQUIPMENT	020107200DB3.00	17	4,367.					4,367.	3,760.		540.
33	Zero Turn Mower	100107200DB3.00	17	3,853.					3,853.	2,676.		785.
37	FARM EQUIPMENT	031108200DB3.00	17	1,209.					605.	604.		352.
38	LAWN MOWER	042108200DB3.00	17	2,070.					1,035.	1,035.		403.
42	TRACTOR	102009200DB3.00	19B	25,000.					12,500.	12,500.		13,542.
44	DISC	092809200DB3.00	19B	7,341.					3,671.	3,670.		4,589.
* 990-PF Pg 1 Total Machinery & Equipment				71,656.					18,822.	52,834.	31,013.	0.
												22,334.

2009 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Year Sec 179 Deduction
	Transportation Equipment										
1998 Green Chevrolet Pickup	063000200DB5.00	21	18,449.			18,449.			18,449.		0.
3 1989 GMAC Sierra Pickup	073100200DB5.00	21	2,200.			2,200.			2,200.		0.
81997 chevy PU	082304200DB3.00	21	6,000.			3,000.			3,000.		0.
112006 Toyota Avalon	100405200DB3.00	21	34,846.			34,846.			12,129.		1,675.
154 WHEELER	092306200DB3.00	17	4,300.			4,300.			3,942.		358.
40BRONCO	071008200DB3.00	17	2,500.			1,250.			1,250.		625.
2008 CHEVY											
41SILVERADO	103109200DB3.00	19B	26,299.			13,150.			13,149.		14,246.
* 990-PF Pg 1 Total Transportation Equ						94,594.			77,194.		0.
						17,400.			40,032.		16,904.
Land											
11Land	0630000L					251,000.			251,000.		0.
* 990-PF Pg 1 Total Land						251,000.			0.		0.
Other											
6Land IMPROVEMENTS	073100200DB7.00	17	28,694.			28,694.			28,694.		0.
13HORSE	080705200DB3.00	17	2,000.			2,000.			2,000.		0.
14IMPROVEMENTS	063006200DB4.00	17	4,550.			4,550.			3,768.		569.
* 990-PF Pg 1 Total						35,244.			35,244.		34,462.
Other						0.			0.		569.
* Grand Total						509,278.			38,546.		147,812.
990-PF Pg 1 Depr											48,139.

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
CHARLES SCHWAB	23,410.
Landmark	496.
Republic Spac Group	3.
Total to Form 990-PF, Part I, line 3, Column A	23,909.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CHARLES SCHWAB	9,134.	0.	9,134.
Total to Fm 990-PF, Part I, ln 4	9,134.	0.	9,134.

Form 990-PF	Income and Cost of Goods Sold Included on Part I, Line 10	Statement 3
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Income

1. Gross receipts	106,624
2. Returns and allowances	
3. Line 1 less line 2	106,624
4. Cost of goods sold (line 15)	23,585
5. Gross profit (line 3 less line 4)	83,039
6. Other Income	
7. Gross Income (add lines 5 and 6)	83,039

Cost of Goods Sold

8. Inventory at beginning of year	
9. Merchandise purchased	
10. Cost of labor	
11. Materials and supplies	
12. Other costs	23,585
13. Add lines 8 through 12	23,585
14. Inventory at end of year	
15. Cost of goods sold (line 13 less line 14) . .	23,585

Form 990-PF

Other Expenses

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Supplies	20,971.	0.	0.	20,971.
Insurance	5,054.	0.	0.	5,054.
Contract Labor	4,191.	0.	0.	4,191.
Dues/Subscriptions	1,333.	0.	0.	1,333.
Farm Auto	2,451.	0.	0.	2,451.
Ward Health & Care	240.	0.	0.	240.
Repairs and Maintenance	17,147.	0.	0.	17,147.
Office Supplies	531.	0.	0.	531.
Miscellaneous	2,298.	0.	0.	2,298.
Feed & Vet	4,199.	0.	0.	4,199.
Advisor Fee	4,863.	0.	0.	4,863.
To Form 990-PF, Pg 1, ln 23	63,278.	0.	0.	63,278.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 9

Description	Amount
Percentage Depletion not recorded on books	15,935.
Total to Form 990-PF, Part III, line 3	15,935.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 10

Description	Amount
Non deductible expenses Republic Spac Group	511.
Capital Loss Carryover	30,102.
Prior period adjustment	263.
Total to Form 990-PF, Part III, line 5	30,876.

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Form 990-PF U.S. and State/City Government Obligations Statement 11

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Stocks		X	10,190.	10,190.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations			10,190.	10,190.
Total to Form 990-PF, Part II, line 10a			10,190.	10,190.

Form 990-PF Corporate Stock Statement 12

Description	Book Value	Fair Market Value
Stocks	162,831.	165,000.
Total to Form 990-PF, Part II, line 10b	162,831.	165,000.

Form 990-PF Corporate Bonds Statement 13

Description	Book Value	Fair Market Value
Corporate Fixed Income	250,000.	250,000.
Total to Form 990-PF, Part II, line 10c	250,000.	250,000.

Form 990-PF Other Investments Statement 14

Description	Valuation Method	Book Value	Fair Market Value
Certificates of Deposit	COST	30,793.	31,000.
Total to Form 990-PF, Part II, line 13		30,793.	31,000.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 15

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land	251,000.	0.	251,000.
Furniture and Fixtures	1,000.	1,000.	0.
1998 Green Chevrolet Pickup	18,449.	18,449.	0.
1989 GMAC Sierra Pickup	2,200.	2,200.	0.
Furniture and Fixtures	938.	938.	0.
Land IMPROVEMENTS	28,694.	28,694.	0.
TRACTOR	4,599.	4,599.	0.
1997 chevy PU	6,000.	6,000.	0.
Security Gate Replacement	944.	944.	0.
42" Lawn Tractor	1,078.	1,078.	0.
2006 Toyota Avalon	34,846.	13,804.	21,042.
RANCH EQUIPMENT	1,500.	1,500.	0.
hORSE	2,000.	2,000.	0.
IMPROVEMENTS	4,550.	4,337.	213.
4 WHEELER	4,300.	4,300.	0.
COMPUTER	4,076.	4,076.	0.
FURNiture and Fixtures	1,694.	1,694.	0.
Furniture and Fixtures	3,496.	3,496.	0.
FURNiture and Fixtures	7,990.	7,990.	0.
MOWER/EDGER	1,999.	1,905.	94.
TRACTOR AND BRUSHHOG	12,200.	11,628.	572.
FEED BUCKETS	2,426.	2,426.	0.
18' TRAILER	1,375.	1,375.	0.
HOUSEHOLD FURNISHINGS &			
ANTIQUES	23,343.	21,884.	1,459.
Security Equipment	1,381.	1,360.	21.
Kitchen Equipment	314.	297.	17.
Furniture and Fixtures	759.	605.	154.
Mattress	543.	416.	127.
Furniture and Fixtures	5,974.	4,574.	1,400.
Furniture and Fixtures	783.	600.	183.
Furniture and Fixtures	1,542.	1,181.	361.
RanCH EQUIPMENT	4,367.	4,300.	67.
Zero Turn Mower	3,853.	3,461.	392.
ELECTRONICS	1,046.	973.	73.
2 CHESTS	664.	581.	83.
WASHER & DRYER	1,649.	1,397.	252.
FARM EQUIPMENT	1,209.	1,125.	84.
LAWNMOWER	2,070.	1,869.	201.
BRONCO	2,500.	2,187.	313.
2008 CHEVY SILVERADO	26,299.	14,246.	12,053.
TRACTOR	25,000.	13,542.	11,458.
COMPUTER	1,287.	912.	375.
DISC	7,341.	4,589.	2,752.
Total To Fm 990-PF, Part II, ln 14	509,278.	204,532.	304,746.

Form 990-PF	Other Assets	Statement	16
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Leasehold Costs Producing Non-Producing Leasehold Costs	19,493. 8.	19,493. 8.	25,000. 8.
To Form 990-PF, Part II, line 15	19,501.	19,501.	25,008.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	17
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Howard L. Woodruff P.O. Box 720958 Norman, OK 73070-4742	Member, Director, Pres. 0.00	0.	0.	0.
Barbara L. Woodruff P.O. Box 720958 Norman, OK 73070-4742	Member, Director, Sec/Trea 0.00	0.	0.	0.
Barbara L. Woodruff P.O. Box 720958 Norman, OK 73070-4742	Executive Director 20.00	47,196.	0.	0.
Dr. Doug Nightengale, DVM 1115 Prairie Valley Road Ardmore, OK 73401	Member, Director 0.00	0.	0.	0.
James A. Chambers P.O. Box 1171 Ardmore, OK 734021171	Member, Director 0.00	0.	0.	0.
Linda J. Chambers 2208 Ridgeway Ardmore, OK 734021171	Member, Director 0.00	0.	0.	0.
G. M. Richardson 129 "C" Street NW Ardmore, OK 73401	Member, Director 0.00	0.	0.	0.

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James Louis Kee-Rees P.O. Box 720958 Norman, OK 73070-4742	Member, Director 0.00	0.	0.	0.
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Totals included on 990-PF, Page 6, Part VIII	47,196.	0.	0.
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Form 990-PF	Grants and Contributions Paid During the Year	Statement 18
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Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
ANIMAL RESCUE FOUNDATION PO BOX 50065 MOBILE, AL 36605	Unrestricted		
Carter County Animal Hospital 315 N Rockford Road Ardmore, OK 73401	Unrestricted		
DORIS DAY ANIMAL LEAGUE 2100 L ST NW Washington, DC 20037	Unrestricted		500.
MAINSTREET AUTHORITY 251 E MAIN Ardmore, OK 73401	Unrestricted		
National Humane Education Society PO Box 340 Charles Town, WV 254140340	Unrestricted		
National Wildlife Federation 11100 Wildlife Center Drive Reston, VA 201905362	Unrestricted		
PRAIRIE VALLEY PET CLINIC 1115 PRAIRIE VALLEY ROAD ARDMORE, OK 73401	Unrestricted		

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The Fund for Animals
200 West 57th Street New York, Unrestricted
NY 10019

200.

Town & Country Animal Hospital
2310 S Commerce Ardmore, OK Unrestricted
73401

UNION VALLEY VOLUNTEER FIRE
DEPARTMENT Unrestricted
7965 F.M. 1565 UNION VALLEY, TX
75189

2,000.

WCA
207 FOOTE AVENUE JAMESTOWN, NY Unrestricted
14702

WESTWOOD PET CLINIC
3770 W ROBINSON NORMAN, OK Unrestricted
73072

LULA FIRE DEPARTMENT
19613 STATE HIGHWAY 48 TUPELO, Unrestricted
OK 74572

300.

Total to Form 990-PF, Part XV, line 3a

3,000.