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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

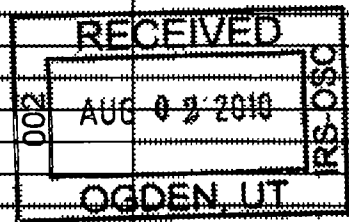
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

G Check all that apply. ☐ Initial return ☐ 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 SHIELD-AYRES FOUNDATION		A Employer identification number 74-1938157
	Number and street (or P.O. box number if mail is not delivered to street address) 115 E. TRAVIS		B Telephone number 210-224-8839
	City or town, state, and ZIP code SAN ANTONIO, TX 78205-1693		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 ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,934,295. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____			

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4,375.	4,375.		
	4 Dividends and interest from securities	281,547.	281,547.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<844,456.>			
	b Gross sales price for all assets on line 6a	3,331,844.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income	874,651.	874,651.			
12 Total. Add lines 1 through 11	316,117.	1,160,573.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	20,362.	20,362.		0.
	c Other professional fees STMT 3	133,027.	133,027.		0.
	17 Interest	35,907.	35,907.		0.
	18 Taxes STMT 4	2,953.	2,953.		0.
	19 Depreciation and depletion	31,429.	31,429.		
	20 Occupancy				
	21 Travel, conferences, and meetings	2,390.	2,390.		0.
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	226,068.	226,068.		0.
	25 Contributions, gifts, grants paid	1,394,000.			1,394,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,620,068.	226,068.		1,394,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,303,951.>				
b Net investment income (if negative, enter -0-)		934,505.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year (a) Book Value	End of year	
		(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing		1.	1.
2 Savings and temporary cash investments	2,024,927.	1,460,439.	1,460,439.
3 Accounts receivable ▶ 482,873.			
Less: allowance for doubtful accounts ▶	506,352.	482,873.	482,873.
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	31,338.	26,597.	26,597.
10a Investments - U.S. and state government obligations STMT 5	0.	520,747.	488,670.
b Investments - corporate stock STMT 6	10,071,135.	9,275,141.	8,983,717.
c Investments - corporate bonds STMT 7	451,451.	113,779.	112,715.
11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation			
12 Investments - mortgage loans			
13 Investments - other STMT 8	3,659,509.	3,542,139.	6,379,283.
14 Land, buildings, and equipment basis ▶			
Less: accumulated depreciation			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers)	16,744,712.	15,421,716.	17,934,295.
Liabilities			
17 Accounts payable and accrued expenses		360.	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	360.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☒ X			
and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	16,744,712.	15,421,356.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☐			
and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	16,744,712.	15,421,356.	
31 Total liabilities and net assets/fund balances	16,744,712.	15,421,716.	

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	16,744,712.
2 Enter amount from Part I, line 27a	2	<1,303,951.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,440,761.
5 Decreases not included in line 2 (itemize) ▶ EXCISE TAX - 2008	5	19,405.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,421,356.

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 TOTAL LONG TERM		VARIOUS	VARIOUS
b TOTAL SHORT TERM		VARIOUS	VARIOUS
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 1,852,556.		2,886,030.	<1,033,474.>
b 1,479,288.		1,290,270.	189,018.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<1,033,474.>
b			189,018.
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 <844,456.>
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 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,351,630.	19,980,938.	.067646
2007	1,390,445.	20,575,890.	.067576
2006	1,258,421.	19,013,955.	.066184
2005	1,123,185.	20,981,795.	.053531
2004	838,650.	16,806,064.	.049902

2 Total of line 1, column (d)	2 .304839
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 .060968
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 18,003,446.
5 Multiply line 4 by line 3	5 1,097,634.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 9,345.
7 Add lines 5 and 6	7 1,106,979.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8 1,394,000.

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)		1	9,345.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12 col (b)		3	9,345.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	9,345.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	19,400.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6d	219.	
b Exempt foreign organizations - tax withheld at source	7	19,619.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9		
7 Total credits and payments. Add lines 6a through 6d	10	10,274.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 10,274. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL 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. ☒ \$ 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? 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
4a 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 Form 990-T for this year?		
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, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

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 ► SHIELD-AYRES FOUNDATION Telephone no. ► 210-224-8839 Located at ► 115 E. TRAVIS, #1445, SAN ANTONIO, TX ZIP+4 ► 78205-1693			
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.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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 ☒ 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 ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 ☒ 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 ☒ 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

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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)? ☐ 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)?

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

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?

N/A

7b

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

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

(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 9		0.	0.	0.

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

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

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

0

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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	10,713,301.
b	Average of monthly cash balances	1b	2,198,966.
c	Fair market value of all other assets	1c	5,365,343.
d	Total (add lines 1a, b, and c)	1d	18,277,610.
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	18,277,610.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	274,164.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,003,446.
6	Minimum investment return. Enter 5% of line 5	6	900,172.

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	900,172.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	9,345.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,345.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	890,827.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	890,827.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	890,827.

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	1,394,000.
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	1,394,000.
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	9,345.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,384,655.

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

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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				890,827.
2 Undistributed income, if any, as of the end of 2009:				
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	140,367.			
d From 2007	389,772.			
e From 2008	391,323.			
f Total of lines 3a through e	921,462.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 1,394,000.				
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				890,827.
e Remaining amount distributed out of corpus	503,173.			
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	1,424,635.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,424,635.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	140,367.			
c Excess from 2007	389,772.			
d Excess from 2008	391,323.			
e Excess from 2009	503,173.			

N/A

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

- (4) Gross investment income**

[illegible]

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)				
a Paid during the year SEE ATTACHED SCHEDULE NO. 13				1,394,000.
Total				▶ 3a 1,394,000.
b Approved for future payment NONE				
Total				▶ 3b 0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	4,375.		
4 Dividends and interest from securities			14	281,547.		
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			15	874,651.		
8 Gain or (loss) from sales of assets other than inventory			18	<844,456.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		316,117.		0.
13 Total. Add line 12, columns (b), (d), and (e)						316,117.

(See worksheet in line 13 instructions to verify calculations)

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FRED W. SHIELD PARTNERSHIP	685,997.	685,997.	
ROYALTY INCOME	11,986.	11,986.	
MAJESTY PARTNERSHIP	173,141.	173,141.	
PROPERTY TAX REFUND	3,527.	3,527.	
TOTAL TO FORM 990-PF, PART I, LINE 11	874,651.	874,651.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	20,362.	20,362.		0.
TO FORM 990-PF, PG 1, LN 16B	20,362.	20,362.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE	4,674.	4,674.		0.
INVESTMENT MANAGEMENT FEES	119,016.	119,016.		0.
APPRAISAL FEES	9,337.	9,337.		0.
TO FORM 990-PF, PG 1, LN 16C	133,027.	133,027.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROPERTY TAXES-ROYALTIES	819.	819.			0.
FOREIGN TAX PAID	2,134.	2,134.			0.
TO FORM 990-PF, PG 1, LN 18	2,953.	2,953.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
	X		520,747.	488,670.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			520,747.	488,670.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			520,747.	488,670.	

FORM 990-PF		CORPORATE STOCK		STATEMENT	6
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE		
		9,275,141.	8,983,717.		
TOTAL TO FORM 990-PF, PART II, LINE 10B		9,275,141.	8,983,717.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
	113,779.	112,715.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	113,779.	112,715.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	3,542,139.	6,379,283.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,542,139.	6,379,283.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M AYRES SAN ANTONIO AS 78205	TRUSTEE 0.00	0.	0.	0.
PATRICIA SHIELD AYRES SAN ANTONIO AS 78205	TRUSTEE 0.00	0.	0.	0.
ROBERT ATLEE AYRES AUSTIN AS 78701	TRUSTEE 0.00	0.	0.	0.
VERA AYRES BOWEN AUSTIN AS 78712	TRUSTEE 0.00	0.	0.	0.
MARGARET AYRES AUSTIN AS 78701	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

SHIELD-AYRES FOUNDATION

74-1938157

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

ROBERT M AYRES
PATRICIA SHIELD AYRES

STATEMENT(S) 10

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 11
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PATRICIA SHIELD AYRES
115 E. TRAVIS, #1445
SAN ANTONIO TX

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

- 1) A BRIEF HISTORY OF THE ORGANIZATION AND ITS WORK
- 2) A DESCRIPTION OF THE PROPOSED PROGRAM
- 3) THE SPECIFIC REQUEST TO THE SHIELD-AYRES FOUNDATION
- 4) A LIST OF THE TRUSTEES OR DIRECTORS
- 5) A CURRENT BUDGET AND FINANCIAL STATEMENT
- 6) THE LATEST AUDIT OR MOST RECENT FINANCIAL STATEMENT AND IRS FORM 990
FILED
- 7) A COPY OF THE LATEST VERIFICATION OF TAX EXEMPT STATUS FROM THE
INTERNAL REVENUE SERVICE UNDER SECTION 170 OF THE IRS CODE

ANY SUBMISSION DEADLINES

APRIL 1 AND OCTOBER 1 EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

**SHIELD-AYRES FOUNDATION
SUPPORTING SCHEDULE
December 31, 2009**

ID# 74-1938157

PART XV, SUPPLEMENTARY INFORMATION - 3a

Recipients Name and Addresses	Relationship to Foundation Manager	Foundation Status	Purpose of Grant or Contribution	Amount
Any Baby Can -San Antonio 217 Howard San Antonio, TX 78212	N / A	Public	Family support services	5,000.00
Audubon Texas 427 Sterling Street Austin, TX 78704	N / A	Public	Coastal stewardship program	30,000.00
Austin Batcave P.O. Box 4762 Austin, TX 78765	N / A	Public	The 2009 summer program	10,000.00
Autism Community Network 701 S. Zarzamora San Antonio, TX 78207	N / A	Public	General operating support	15,000.00
Badgerdog Literacy Publishing P.O. Box 301209 Austin, TX 78703	N / A	Public	General operating support	5,000.00
The Baptist Peace Fellowship of North America 4800 Wedgewood Drive Charlotte, NC 28210	N / A	Public	Database and computer updates	15,000.00
Boys and Girls Clubs of San Antonio 600 SW 19th Street San Antonio, TX 78207	N / A	Public	Shades of Green project	10,000.00
Camp Allen 18800 FM 362 Navasota, TX 77868	N / A	Public	Tuition for summer sessions	10,000.00

Center for Child Protection 8509 fm 969, building 2 Austin, TX 78724	N / A	Public	Family advocate programs	15,000.00
Center for Public Priorities 900 Lydia Street Austin, TX 78702	N / A	Public	General operating support	10,000.00
Church Coordination for the Psychosocial Action (CEAS) Mennonite Central Committee P O. Box 500 Akron, PA 17501-0500	N / A	Public	Local churches for psychosocial action	7,500.00
Church World Service P O. Box 968 Elkhart, IN 46515	N / A	Public	General operating support	10,000.00
Crosspoint of San Antonio 225 E. Locust San Antonio, TX 78211	N / A	Public	Capital Campaign	25,000.00
Family Connections 825 E. 531/2 Street, Bldg. E, Suite 101 Austin, Texas 78751	N / A	Public	The "Parent's of Newborns Project"	10,000.00
Family Violence Prevention 7911 Broadway San Antonio, TX 78209	N / A	Public	Court liaison and violence intervention	10,000.00
Five Talents P. O. Box 331 Vienna, VA 22183	N / A	Public	International Diocese of Madras, India	10,000.00
Good Samaritan Community Services 1600 Saltillo San Antonio, TX 78207	N / A	Public	Child development or MODELO program	10,000.00
Healy-Murphy Center 618 Live Oak San Antonio, TX 78202	N / A	Public	Capital Campaign	10,000.00
Hill Country Alliance 15315 Highway 71 West Bee Cave, TX 78738	N / A	Public	For the 2009 program goals	20,000.00

Hope Alliance 1011 Gattis School Road Round Rock, TX 78664	N / A	Public	Full-time data entry clerk	5,000.00
Nueces River Authority P. O. Box 349 Uvalde, TX 78802-0349	N / A	Public	Outreach and education programs	20,000.00
Palmer Drug Abuse Program P. O. Box 782155 San Antonio, TX 78278	N / A	Public	General operating support	10,000.00
Raising Austin P.O. Box 10047 Austin, TX 78756-1047	N / A	Public	Project Director's involvements	15,000.00
St. Mary's Sewanee P.O. Box 188 Sewanee, TN 37375	N / A	Public	General operating support	10,000.00
St. Paul's Episcopal School 1018 E. Grayson Street San Antonio, TX 78208	N / A	Public	Operating expenses for scholarships	5,000.00
SafePlace P.O. Box 19454 Austin, TX 78760	N / A	Public	Prevent domestic and sexual violence	10,000.00
The Shire School 120 North Lee Street Falls Church, VA 22046	N / A	Public	Expansion costs of the school	10,000.00
Southwestern University P. O. Box 770 Georgetown, TX 78627	N / A	Public	Environmentally based internships	20,000.00
Texans Care for Children 814 San Jacinto, Suite 201 Austin, TX 78701	N / A	Public	General operating support	20,000.00
Unicom Centers, Inc. 4630 Hamilton Wolfe San Antonio, TX 78229	N / A	Public	General operating support	5,000.00

Waco Community Development P.O. Box 1816 Waco, TX 76703	N / A	Public	Parental engagement project	10,000.00
Wonders & Worries 923 Westbank Drive, Suite C Austin, TX 78746	N / A	Public	Full-time development director	20,000.00
University of the South 735 University Avenue Sewanee, TN 37383	N / A	Public	Lost Cove Land Acquisition Fund	33,000.00
Texas A & M 401 George Bush Road College Station, Texas 77840	N / A	Public	General operating support	10,000.00
Texas Military Institute 20955 West Tejas Trail San Antonio, TX 78257	N / A	Public	General operating support	10,000.00
ACCION Texas 2014 S. Hackberry San Antonio, TX 78210	N / A	Public	General operating support	15,000.00
Any Baby Can - Austin 1121 East 7th Street Austin, TX 78702	N / A	Public	Healthy and fair start program	10,000.00
The Arc of the Capital Area 2818 San Gabriel Austin, TX 78705	N / A	Public	Family and caregiver support program	10,000.00
Assistance League of San Antonio P.O. Box 13130 San Antonio, TX 78213	N / A	Public	Operation school bell program	5,000.00
Austin Bridge Builders Alliance P.O. Box 26825 Austin, TX 78755	N / A	Public	Fiscal year budgets 2009-2010	10,000.00
Austin Child Guidance Center 810 W. 45th Street Austin, TX 78751	N / A	Public	Mental health services for children	10,000.00

AVANCE - San Antonio 2300 W Commerce, Suite 304 San Antonio, TX 78207	N / A	Public	Parent child education program	10,000 00
Bread for the World 50 F Street NW, Suite 500 Washington, DC 20001	N / A	Public	BFTW Awareness across the country	30,000.00
CARITAS of Austin P O. Box 1947 Austin, TX 78767	N / A	Public	To purchase food and a refrigerator	10,000.00
CASA of Travis County 6330 Highway 290 E, Suite 350 Austin, TX 78723	N / A	Public	General operating support	10,000.00
Children's Environmental Health Institute P O. Box 50342 Austin, TX 78763-0342	N / A	Public	General operating support	5,000 00
The Children's Shelter 2939 W. Woodlawn San Antonio, TX 78228	N / A	Public	To help fund cameras for the Kids Project	5,000.00
Church World Service P.O. Box 968 Elkhart, IN 46515	N / A	Public	CAMBODIA - Water & Sanitation project	10,000 00
Community Health Development, Inc. 201 S. Evans Uvalde, TX 78801	N / A	Public	Health Center in Uvalde, Texas	25,000 00
Corazon Ministries, Inc. 230 E. Travis Street San Antonio, TX 78205	N / A	Public	Outreach and transformation ministry	10,000.00
Down Syndrome Association of Central Texas 3710 Cedar Street Austin, TX 78705	N / A	Public	General educational programs	8,000.00
Dress for Success P O. Box 90136 San Antonio, TX 78209	N / A	Public	General operating support	5,000.00

Ecumenical Center for Religion and Health 831 Ewing Halsell Drive San Antonio, TX 78229	N / A	Public	General operating support	10,000.00
Family Crisis Center P.O. Box 736 Bastrop, TX 78602	N / A	Public	General operating support	5,000.00
Family Eldercare 2210 Hancock Drive Austin, TX 78756	N / A	Public	General operating support	10,000.00
Family Service Association 702 San Pedro San Antonio, TX 78212	N / A	Public	Kidshare program	12,000.00
Friends of Hospice San Antonio P.O. Box 40487 San Antonio, TX 78229	N / A	Public	The 2009-2010 uninsured hospice patients	5,000.00
Hispanic Religious Partnership P.O. Box 28447 San Antonio, TX 78228	N / A	Public	Hunger relief program	2,000.00
Land Trust of Tennessee 209 10th Avenue South-Suite 530 Nashville, TN 37203	N / A	Public	General operating support	10,000.00
Manos de Cristo 4911 Harmon Avenue Austin, TX 78751	N / A	Public	General operating support	5,000.00
MediSend International 9244 Markville Drive Dallas, TX 75243-4404	N / A	Public	Middle East Health Initiative in Palestine	10,000.00
Open Door Preschools 3804 Cherrywood Road Austin, TX 78722	N / A	Public	Project Helping Hand	10,000.00
Our Lady of the Lake University 411 S. W 24th Street San Antonio, TX 78207	N / A	Public	Literary Festival in 2010	5,000.00

People Fund P.O. Box 6432 Austin, TX 78762-6432	N / A	Public	Small Business Education Initiative	15,000.00
Prevent Child Abuse Texas 13740 Research Blvd. # R-4 Austin, TX 78750	N / A	Public	Prevention of Child Abuse Conference	3,000.00
SAHELI for Asian Families P.O. Box 3665 Austin, TX 78764	N / A	Public	Economic Empowerment Program	10,000.00
San Antonio Community of Congregations 1101 W Woodlawn San Antonio, TX 78201	N / A	Public	General operating support	5,000.00
San Antonio River Foundation P.O. Box 830045 San Antonio, TX 78283	N / A	Public	"Once and Future River" pedestrian bridge	20,000.00
Seton Home 1115 Mission Road San Antonio, TX 78210-4505	N / A	Public	General operating support	10,000.00
Texas Freedom Network Education Network P.O. Box 1624 Austin, TX 78767	N / A	Public	General operating support	10,000.00
Theatre Action Project 701 Tillery Street-Box 9 Austin, TX 78702	N / A	Public	Changing Lives Youth Theatre Company	8,000.00
Travis Audubon Society 3710 Cedar Street Austin, TX 78705	N / A	Public	Improvements to Blair Woods Sanctuary	15,000.00
The Trust for Public Land 816 Congress Avenue Austin, TX 78701	N / A	Public	Continued work in Central Texas region	25,000.00
Youth Launch 7756 Northcross Drive Austin, TX 78757	N / A	Public	Growth of Urban Roots programs	10,000.00

Christ Healing Center P O. Box 12778 San Antonio, TX 78212	N / A	Public	General operating support	10,000.00
Great Hills Baptist Church 10500 Jollyville Road Austin, TX 78759	N / A	Public	General operating support	25,000.00
Lairy Lodge 719 Earl Garret Street Kerrville, TX 78028-3324	N / A	Public	General operating support	25,000.00
Texas Heart Institute Post Office Box 20345 Houston, TX 77225-0345	N / A	Public	General operating support	10,000.00
Meals on Wheels 3227 East 5th Street Austin, TX 78702	N / A	Public	Building Compassion Project	10,000.00
St. Andrew's Sewanee 290 Quintard Road Sewanee, TN 37375	N / A	Public	Capital Campaign	10,000.00
Four Way Books POB 535 Village Station New York, NY 10014	N / A	Public	General operating support	10,000.00
International Festival at Round Top P O Box 89 Round Top, TX 78954-0089	N / A	Public	Capital Campaign	25,000.00
Meals on Wheels 3227 East 5th Street Austin, TX 78702	N / A	Public	Building Compassion Project	10,000.00
Texas Land Conservancy P.O Box 162481 Austin, TX 78716	N / A	Public	Strategic Plan for 2008-2010	10,000.00
Southwest School of Art & Craft 300 Augusta San Antonio, TX 78205	N / A	Public	Saturday Morning Discovery Endowment	10,000.00

University of the South 735 University Avenue Sewanee, TN 37383	N / A	Public	Capital Campaign	50,000.00
UNICEF 520 Post Oak Blvd, Suite 280 Houston, TX 77027	N / A	Public	HIV/AIDS Campaign	10,000.00
Greater Edwards Aquifer Alliance P O. Box 15618 San Antonio, TX 78212	N / A	Public	Technical Assistance Program	10,000.00
Texas Military Institute 20955 West Tejas Trail San Antonio, TX 78257	N / A	Public	"We're on a Mission " Campaign	50,000.00
Nature Conservancy of Texas P.O. Box 1440 San Antonio, TX 78215	N / A	Public	West Texas and the Borderlands projects	50,000.00
University of the South 735 University Avenue Sewanee, TN 37383	N / A	Public	Lost Cove Land Acquisition Fund	33,000.00
GenAustin P. O. Box 3122 Austin, TX 78704	N / A	Public	Girls Empowerment Network	20,000.00
Haven for Hope P.O. Box 781609 San Antonio, TX 78278	N / A	Public	General operating support	25,000.00
Land Trust Alliance 1660 L Street N W, Suite 1100 Washington, DC 20036-5635	N / A	Public	Training and technical assistance for TLT	20,000.00
Austin Area Interreligious Ministries 701 Tillery Street-Suite 8 Austin, TX 78702	N / A	Public	Capacity Building Project	20,000.00
Sul Ross University P.O. Box C-16 Alpine, TX 70832	N / A	Public	Mountain Lion Prey Populations project	25,000.00

Texas Civil Rights 1405 Montopolis Drive Austin, Texas 78741	N / A	Public	General operating support	12,500.00
University of the Incarnate Word 4301 Broadway San Antonio, TX 78209	N / A	Public	School of Nursing & Health Professions	20,000.00
Trans Pecos Water Trust P.O. Box 314 Fort Davis, TX 79734	N / A	Public	Preserve in-stream flows & riparian habitat	15,000.00
Hill Country Alliance 15315 Highway 71 West Bee Cave, TX 78738	N / A	Public	General operating support	20,000.00
Austin Parks Foundation 816 Congress, Suite 1680 Austin, TX 78701	N / A	Public	Adopt-a-Park Program	5,000.00
				\$1,394,000.00

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2009
Schedule #1

		INVESTMENT			Shield Ayres Foundation's		RESERVE FOR DEPLETION				
PROPERTY	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09	Depletable Balance Sch #1(s)	Depletion Allowable Sch#1(s)	Portion of Cost Depletion	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2008											
5114	Ornn James	8,135 00	-	-	8,135 00	-	-	8,135 00	-	-	8,135 00
5124	Ruth Reynolds,										
5126	Ned Smith, &	20,819 00	-	-	20,819 00	27 84	5 50	20,791 16	5 50	-	20,796 66
5128	William H Bryan										
5138	Emelle Montet	436 00	-	-	436 00	-	-	436 00	-	-	436 00
5158	W F Martin RI	7,010 00	-	-	7,010 00	0 08	0 08	7,009 92	0 08	-	7,010 00
5181	Billeaud Planters	16,611 00	-	-	16,611 00	115 65	17 14	16,495 35	17 14	-	16,512 49
5166	Morgan Estate	2,522 00	-	-	2,522 00	6 57	0 67	2,515 43	0 67	-	2,516 10
5167	C R Crews	87,405 00	-	-	87,405 00	212 18	49 88	87,192 82	49 88	-	87,242 88
5168	John A. Byerly &										
5510	G T Hall	1,338 00	-	-	1,338 00	5 12	1 40	1,332 88	1 40	-	1,334 28
5187	W A. Boothe										
5194	Willis A. Roberson	568 00	-	-	568 00	-	-	568 00	-	-	568 00
5228	Ida Duncan	9,633 00	-	-	9,633 00	-	-	9,633 00	-	-	9,633 00
5231	Mary Bloodworth	214 00	-	-	214 00	0 15	0 06	213 85	0 06	-	213 91
5236	Clara Couch	6,815 00	-	-	6,815 00	0 62	0 18	6,814 08	0 18	-	6,814 28
5237	W C Montgomery	3,448 00	-	-	3,448 00	0 27	0 05	3,447 73	0 05	-	3,447 78
5239	Herman Petteway,										
5793	Frank Harris &	45,523 00	-	-	45,523 00	109 52	26 28	45,413 48	26 28	-	45,439 78
8185	Frank Harris										
5240	T E Vestal	215 00	-	-	215 00	-	-	215 00	-	-	215 00
5242	Ray Albaugh "A"	37,370 00	-	-	37,370 00	675 67	71 40	36,694 13	71 40	-	36,765 53
5243	Everitt Turner	-	-	-	-	-	-	-	-	-	-
5244	Helen Reed	120 00	-	-	120 00	-	-	120 00	-	-	120 00
5249	Berthold Bade,										
5256	Martha Dreier,										
5259	Amelia Haasdorff, &	7,702 00	-	-	7,702 00	219 89	136 12	7,482 11	136 12	-	7,618 23
5262	Ed Koenig, Jr										
5251	Otto Gerhold	-	-	-	-	-	-	-	-	-	-
5254	E C Brandt	-	-	-	-	-	-	-	-	-	-
5255	Lorraine Busby	-	-	-	-	-	-	-	-	-	-
5273	W G Schorre &										
5569	W L Roetter	1,588 00	-	-	1,588 00	-	-	1,588 00	-	-	1,588 00
5281	Joseph Glecker	-	-	-	-	-	-	-	-	-	-
5296	Walter W Buck &										
5299	Dora E Cunningham	11,190 00	-	-	11,190 00	94 00	4 64	11,096 00	4 64	-	11,100 64
5297	Gertrude Chilton	32,052 00	-	-	32,052 00	616 83	33 63	31,435 17	33 63	-	31,468 80
5298	R.A. Cox	381 00	-	-	381 00	68 58	49 53	312 42	49 53	-	381 95
5300	John A. King	46,059 00	-	-	46,059 00	3,600 23	448 55	42,258 77	448 55	-	42,707 32
5303	William Howard	23,346 00	-	-	23,346 00	429 30	63 82	22,916 70	63 82	-	22,980 52
5318	Virten Clinton	23,130 00	-	-	23,130 00	194 39	42 28	22,935 61	42 28	-	22,977 89
5328	W W Moore	-	-	-	-	-	-	-	-	-	-
5354	D G Sampson	658 00	-	-	658 00	-	-	658 00	-	-	658 00
5359	South Texas Syndicate	22,719 00	-	-	22,719 00	-	-	22,719 00	-	-	22,719 00
5360	R A. Williams MI &										
5361	Walter Ewers MI	22,344 00	-	-	22,344 00	-	-	22,344 00	-	-	22,344 00
5371	Lona Clark RI,										
5372	D L Williams RI,										
5374	Ella Emerson RI,										
5376	Will Homung Estate RI,										
5377	Hicks Williams RI,										

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2009
Schedule #1

						Shield Ayres Foundation's				
PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/08	Additions	Sales and Retirements				Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2008										
5380 Maud Week RI, 5381 J D Maguglin RI, 5382 George Maguglin RI, 5635 C O Lippard RI, 5638 Wyatt Curry RI, 5728 Robert Rokohl RI, 8140 M E Crawford, 8141 Wyatt Curry, 8142 Edward Rokhol, 8143 Maude Weed, 8144 J C Dillworth, 8145 W A Friedle, 8148 Jesse Maguglin, 8147 T L Ruckman & 8148 Hicks Williams	92,674.67	-	-	92,674.67	1,893.44	141.13	90,781.23	141.13	-	90,922.35
5383 W H Striebeck, Jr RI 5384 Charles Dore RI	43,495.00 18,043.00	- -	- -	43,495.00 18,043.00	9,941.77 6,820.12	- -	33,553.23 11,222.88	- -	- -	33,553.23 11,222.88
5386 C L Tullis RI, 9108 Harry Gelfert, 9148 Block 85, 9150 Block 85 ORR & 9151 Block 88	15,116.00	-	-	15,116.00	3,508.17	261.05	11,607.83	261.05	-	11,868.88
5393 Eva Wainright RI & 5397 B W Broadus RI	4,620.00 5,705.00	- -	- -	4,620.00 5,705.00	19.38 -	7.84 -	4,600.64 5,705.00	7.84 -	- -	4,608.48 5,705.00
5405 J E Murphy MI 5415 D W Rhode	243,323.00	-	-	243,323.00	52,343.62	3,082.03	190,979.38	3,082.03	-	194,061.41
5418 E L Harrington MI, 5420 L N Wisentiner RI & 8110 E L Harrington	7,181.00	-	-	7,181.00	390.38	180.64	6,790.62	180.64	-	6,971.26
5426 Mary E Campbell 5433 O I Langham Fee 5434 N J O'Sullivan MI 5447 W H Reese MI	7,143.00 64,344.00 290.00 1,140.00	- - - -	- - - -	7,143.00 64,344.00 290.00 1,140.00	397.25 - - -	178.38 - - -	6,745.75 64,344.00 290.00 1,140.00	178.38 - - -	- - - -	6,924.11 64,344.00 290.00 1,140.00
5448 W Z. Rutherford #2 MI & 5449 W Z. Rutherford MI 5451 Ollie Sparks MI	1,674.00 1,674.00 610.00	- - -	- - -	1,674.00 1,674.00 610.00	- - -	- - -	1,674.00 1,674.00 610.00	- - -	- - -	1,674.00 1,674.00 610.00
5458 C Aderholt MI, 5459 C Aderholt "A" RI, 5460 Wanda Hanks RI, 5462 D C Clark MI, 5463 E M Erskine MI, 5464 J C Hall MI, 5465 F E Lamotte MI, 5767 Julie Meiners Estate, 5769 Julia Meiners Estate "A", & 8162 Helen Hawk Ellis	191,733.00	-	-	191,733.00	4,000.70	290.13	187,732.30	290.13	-	188,022.43
5468 J Fred Diebel RI 5468 W H Moritz	1,695.00 2,985.00	- -	- -	1,695.00 2,985.00	- 13.04	- 3.65	1,695.00 2,971.96	- 3.65	- -	1,695.00 2,975.61
5489 L B Blanchard RI & 5490 O E Hardin Estate RI 5498 Thornton Davis	1,002.00 9,390.00	- -	- -	1,002.00 9,390.00	- 134.40	- 44.63	1,002.00 9,255.60	- 44.63	- -	1,002.00 9,300.23

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2009
Schedule #1

INVESTMENT					Shield Ayres Foundation's		RESERVE FOR DEPLETION				
PROPERTY	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Portion of Cost Depletion	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W. Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2008											
5505 J N Eden, 5506 F R Ramoy, 5507 L A. Ramoy, 5508 G W Ware, & 5509 V C Worham	9,886 00	-	-	9,668 00	19 38	1 37		9,648 62	1 37	-	9,647 99
5511 J E Parker 5514 A O Schumann	40,925 00 36,342 08	-	-	40,925 00 36,342 00	702 40 188 49	199 89 84 56		40,222 60 36,153 51	199 89 84 56	-	40,422 48 36,238 07
5515 O H Pfeil, 5518 O G. Tumlinson, 5517 J C Wallace, & 5518 Claire Pearstone	87,204 00	-	-	87,204 00	2,792 81	362 71		84,411 19	362 71	-	84,773 90
5525 T W Rhodes, 5526 Page Estate & 5527 W B Massey	904 00	-	-	904 00	-	-		904 00	-	-	904 00
5529 Henderson Estate & 5533 Tom Strauch	2,551 00	-	-	2,551 00	-	-		2,551 00	-	-	2,551 00
5530 Tuttle and Williams & 5744 H C Wood Orr	1,504 00	-	-	1,504 00	-	-		1,504 00	-	-	1,504 00
5535 Julie Nott Waugh 5537 Porter Hanks	17 00	-	-	17 00	-	-		17 00	-	-	17 00
5538 J B Davis 5540 Laura D. Shaw	1,467 00 96,352 00	-	-	1,467 00 96,352 00	-	-		1,467 00 93,914 96	-	-	1,467 00 94,289 89
5542 Amos Madison & 5543 Ola Madison	26 00	-	-	26 00	-	-		26 00	-	-	26 00
5545 James Champion & 5546 Joe Venters	1,518 00	-	-	1,518 00	0 65	0 25		1,517 35	0 25	-	1,517 80
5547 George Clark 5551 Esma Lee Ekholm MI	2,720 00 1,047 00	-	-	2,720 00 1,047 00	-	-		2,720 00 1,047 00	-	-	2,720 00 1,047 00
5557 Leonard F. Lindsey, 5783 Hughes Smith Orr, 5784 Annie Todd Orr, 5785 Kenneth L. Coffman, 6131 Hughes Smith, & 6132 Kenneth Coffman	77,493 00	-	-	77,493 00	4,757 14	357 25		72,735 88	357 25	-	73,093 11
5558 H H Jameson 5559 Nannie Ash & 5561 Dan Auld Orr	25,425 00 3,180 00	-	-	25,425 00 3,180 00	1 34 5 87	1 34 5 09		25,423 66 3,174 13	1 34 5 09	-	25,425 00 3,179 22
5560 Annie Leola Cummings 5562 Ernest C. Gay 5563 F C Roensch 5565 T B Tubb 5566 George W. Alves 5568 Paul Lang 5571 W H Riedel	8,523 00 10,239 00 3,501 00 437,190 00 216 00 4,356 00 10 00	-	-	8,523 00 10,239 00 3,501 00 437,190 00 216 00 4,356 00 10 00	51 98 3 17 18 88 51,134 78 - - -	18 88 0 30 9 52 8,717 82 - - -		8,471 02 10,235 83 3,482 14 386,055 24 216 00 4,356 00 10 00	18 88 0 30 9 52 8,717 82 - - -	-	8,487 90 10,236 13 3,491 68 394,773 06 216 00 4,356 00 10 00
5573 Escapule & 5574 Peraz 5575 C W Shafer	864 00 23,906 00	-	-	864 00 23,906 00	-	-		864 00 23,903 43	-	-	864 00 23,903 84
5576 Jessie Mae Williamson, 5577 Alma Thomas, 5579 Thelbert R. Thomas, & 5701 H E Cummins	67,405 00	-	-	67,405 00	423 55	88 68		66,981 45	88 68	-	67,070 13

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
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Schedule #1

PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/08	Additions	Sales and Retirements				Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W. Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2008										
5580 Tom E Cockrill	1,086 00	-	-	1,086 00	-	-	1,086 00	-	-	1,086 00
5582 Jennie Roy Kaufman	261 00	-	-	261 00	-	-	261 00	-	-	261 00
5586 E O Jacob	4,100 00	-	-	4,100 00	129 49	4 89	3,970 51	4 89	-	3,975 40
5589 Elmo Reed,										
5591 S H Reed, &	11,703 00	-	-	11,703 00	124 28	30 85	11,578 72	30 85	-	11,609 57
5593 Lottie Lee Shaper										
5590 Carl Weise	1,096 00	-	-	1,096 00	-	-	1,096 00	-	-	1,096 00
5594 A S LeBlau &										
5595 Grace Keller	43,740 00	-	-	43,740 00	2,098 99	55 69	41,641 01	55 69	-	41,696 70
5596 McElreath-Suggett &										
5597 J E Malone	26,022 00	-	-	26,022 00	1,153 19	116 67	24,868 81	116 67	-	24,985 48
5598 Zillah Hausen	681 00	-	-	681 00	0 40	0 14	680 60	0 14	-	680 74
5599 M L Kendrick	2,165 00	-	-	2,165 00	-	-	2,165 00	-	-	2,165 00
5602 S J Logan &										
5603 H N Parks	29,618 00	-	-	29,618 00	60 07	20 55	29,557 93	20 55	-	29,578 48
5605 Fred S Robbins	12,576 00	-	-	12,576 00	9 21	1 83	12,566 79	1 83	-	12,568 62
5610 Leo Craigen	8,952 00	-	-	8,952 00	-	-	8,952 00	-	-	8,952 00
5611 Mrs A M Kelsey Bass &										
9105 Kelsey - Bass	1,260 00	-	-	1,260 00	13 64	5 18	1,246 38	5 18	-	1,251 52
5612 A M Martinez	2,588 00	-	-	2,588 00	-	-	2,588 00	-	-	2,588 00
5616 J C Bramball	28,293 00	-	-	28,293 00	833 98	171 80	27,459 02	171 80	-	27,630 82
5617 Joe H Conway,										
5619 Francis Gauntt,										
5620 E C Hardin,										
5625 B J Schendel,										
5627 J E Stead,										
5628 J E Stead Orr,	15,534 00	-	-	15,534 00	261 26	20 61	15,272 74	20 61	-	15,293 35
5630 L W Stieren,										
5631 D W Vickers, &										
5632 C H Wolfmeuller										
5623 D E Lyons	220 00	-	-	220 00	-	-	220 00	-	-	220 00
5624 R J Moczygamba,										
8189 August Moczygamba &	8,227 00	-	-	8,227 00	56 73	36 68	8,170 27	36 68	-	8,206 95
8192 Clem Moczygamba										
5629 Sally J Treadwell	3,854 00	-	-	3,854 00	-	-	3,854 00	-	-	3,854 00
5633 D R Coleman &										
9109 W B Coleman	307,184 00	-	-	307,184 00	20,059 06	1,848 50	287,124 94	1,848 50	-	288,973 44
5634 Frank C Goodwin RI	100,782 00	-	-	100,782 00	3,103 43	358 78	97,678 57	358 78	-	98,037 35
5639 B W Dove RI	176 00	-	-	176 00	-	-	176 00	-	-	176 00
5640 Gregg Lawrence MI	2,214 00	-	-	2,214 00	-	-	2,214 00	-	-	2,214 00
5641 Ellen Atkinson ORR,										
5642 Ellen Atkinson RI,	14,092 00	-	-	14,092 00	-	-	14,092 00	-	-	14,092 00
5643 Ellen Atkinson &										
5645 Sam Atkinson RI										
5644 D W Rhode & W H Spe	9,300 00	-	-	9,300 00	7 86	5 18	9,292 14	5 18	-	9,297 30
5648 L Keck MI	106 00	-	-	106 00	-	-	106 00	-	-	106 00
5650 Guaranty Title & Trust Co	3 00	-	-	3 00	-	-	3 00	-	-	3 00
5652 Myrtle Stockton RI	7,062 00	-	-	7,062 00	-	-	7,062 00	-	-	7,062 00
5654 Louis A Yates MI & ORR	3,449,511 00	-	-	3,449,511 00	2,442,189 18	49,472 23	1,007,321 82	49,472 23	-	1,056,794 05
5655 C B Granbury MI	45,162 00	-	-	45,162 00	405 11	78 87	44,756 89	78 87	-	44,835 76
5657 L E Fite etc &										

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2009
Schedule #1

PROPERTY	INVESTMENT				Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09				Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W. Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2008											
5660 Ola McCann RI	9,858 00	-	-	9,858 00	11 00	2 14		9,847 00	2 14	-	9,849 14
5658 W F Lovett RI & 5662 Otto Blumberg RI	9 00	-	-	9 00	-	-		9 00	-	-	9 00
5659 J C Burrows RI	14,073 00	-	-	14,073 00	48 22	21 37		14,024 78	21 37	-	14,046 15
5663 R F Brown MI & 5721 Helen B Currier MI	34,386 00	-	-	34,386 00	542 91	219 48		33,843 09	219 48	-	34,062 57
5664 Amanda McKinney RI	1,040 00	-	-	1,040 00	-	-		1,040 00	-	-	1,040 00
5666 W H Crawford MI	3,849 00	-	-	3,849 00	-	-		3,849 00	-	-	3,849 00
5667 R. A. Alford MI	294 00	-	-	294 00	-	-		294 00	-	-	294 00
5670 Mary Ley RI	1,296 00	-	-	1,296 00	-	-		1,296 00	-	-	1,296 00
5672 Ruth Stevens RI	46,560 00	-	-	46,560 00	4,773 34	489 64		41,786 66	489 64	-	42,276 30
5673 M E Crum MI & 5674 M E Crum ORR	11,950 00	-	-	11,950 00	28 47	9 02		11,921 53	9 02	-	11,930 55
5675 J C Malone	222 00	-	-	222 00	-	-		222 00	-	-	222 00
5676 J C Keller	142,920 00	-	-	142,920 00	14,455 13	1,875 45		128,464 87	1,875 45	-	130,340 32
5677 I I Ramirez	15 00	-	-	15 00	8 25	0 25		8 75	0 25	-	9 00
5679 Clyde Beck	748 00	-	-	748 00	-	-		748 00	-	-	748 00
5681 Paul Liso & Weeks Orr	3,215 00	-	-	3,215 00	-	-		3,215 00	-	-	3,215 00
5683 W H Tupper	8,443 00	-	-	8,443 00	540 01	29 67		7,902 99	29 67	-	7,932 66
5685 Harriet Gobbie Mertz	10,896 00	-	-	10,896 00	1,029 23	55 39		9,866 77	55 39	-	9,922 16
5686 Dave Luke, 5687 E F Mann, & 5688 Margaret Wooster	1,666 00	-	-	1,666 00	-	-		1,666 00	-	-	1,666 00
5689 C P. Motby	11,067 00	-	-	11,067 00	-	-		11,067 00	-	-	11,067 00
5690 Allen Belaire & 9118 Earth Unit	2,685 00	-	-	2,685 00	-	-		2,685 00	-	-	2,685 00
5691 Johnson Evans	54 00	-	-	54 00	-	-		54 00	-	-	54 00
5692 Elira Gann	5,794 00	-	-	5,794 00	33 61	6 79		5,760 39	6 79	-	5,767 18
5693 John L. Muncy	16,494 00	-	-	16,494 00	157 71	35 27		16,336 29	35 27	-	16,371 56
5697 John A. Myers - Western & Southern Life I	3,093 00	-	-	3,093 00	-	-		3,093 00	-	-	3,093 00
5698 Jess Goodwin & 5699 Helen Lindley	27,738 00	-	-	27,738 00	466 08	73 90		27,271 92	73 90	-	27,345 82
5700 G R. & J A. Thomas	1,264 00	-	-	1,264 00	16 02	7 32		1,247 98	7 32	-	1,255 30
5702 Ida McDonald	7,356 00	-	-	7,356 00	-	-		7,356 00	-	-	7,356 00
5704 T L Griffin & 8134 T L Griffin	13,939 67	-	-	13,939 67	-	-		13,939 67	-	-	13,939 67
5710 Anita Henchman	904 00	-	-	904 00	-	-		904 00	-	-	904 00
5719 Hattie Reed Duncan	612 00	-	-	612 00	-	-		612 00	-	-	612 00
5722 O D Gholsom & 5723 T A Upshaw RI	111,665 00	-	-	111,665 00	3,157 32	190 26		108,507 68	190 26	-	108,697 94
5731 C C Cannon #1, 5732 C C Cannon #2, 5733 C C Cannon #3, & 8165 Charles Cannon	9,265 00	-	-	9,265 00	210 15	34 45		9,054 85	34 45	-	9,089 30
5752 Burton McCullum 5759 Mary A. Reynolds RI	23,559 00	-	-	23,559 00	172 23	34 15		23,386 77	34 15	-	23,420 92
5771 Bertha Clay RI & 8177 Bertha Clay	64 33	-	-	64 33	-	-		64 33	-	-	64 33
5777 Donald S. Bell 5787 E L Dismukes,	3,923 00	-	-	3,923 00	3 90	0 75		3,919 10	0 75	-	3,919 85

Shield Ayres - Foundation
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Schedule #1

PROPERTY	INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION				
	Balance 12/31/08	Additions	Sales and Retirements				Balance 12/31/09	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2008											
5855 5868	Rosa E Crenshaw, & E L Dismukes #2	14,688 00	-	-	14,688 00	119 58	12 34	14,548 44	12 34	-	14,560 78
5796 5800	J P Lewis RI Fred W Votz	3,064 00 29,035 00	-	-	3,064 00 29,035 00	-	-	3,064 00 28,187 56	-	-	3,064 00 28,256 50
5818 8154 8155 8156 8157 8158 8159 8160	J B Pettit, Cara Douglas, Cara K. Douglas, R E Harms, R H Herring, Leonard Proctor, Clara E Smith, & Adrian K. Webster	14,192 00	-	-	14,192 00	2 93	2 33	14,189 07	2 33	-	14,191 40
5823 5834 5838 5838 5839	Mattye E. Stark Ita LeDoux C Dalkowitz Orr Kibbe Schriener Gillette and Cox Orr	7,767 00 151,998 00 500 00 4,263 00 89 00	-	-	7,767 00 151,998 00 500 00 4,263 00 89 00	1 10 4,540 64 - 54 67 -	0 42 78 58 - 54 67 -	7,765 90 147,457 36 500 00 4,208 33 89 00	0 42 78 58 - 54 67 -	-	7,766 32 147,535 82 500 00 4,263 00 89 00
5852 8150 8220 8195	Woody Heidelberg ORR, N L Heidelberg, Donovan - Sims & N L Heidelberg	2,531 67	-	-	2,531 67	193 25	10 11	2,338 42	10 11	-	2,348 53
5853 5854 5880 5882	C O Wheeler Ethel May Bernice Lynn Cosby Orr Ennque Villarreal	1,529 00 488 00 7,352 00 504 00	-	-	1,529 00 488 00 7,352 00 504 00	- - 131 78 -	- - 27 84 -	1,529 00 488 00 7,220 22 504 00	- - 27 84 -	-	1,529 00 488 00 7,248 08 504 00
5885 5886 5887	Giles C McCrary "C", Mrs B Young "d", & Mrs B Young "e"	22,908 00	-	-	22,908 00	8 01	2 47	22,901 99	2 47	-	22,904 46
5889 5895 5911	J C Beasley, Jr E F DeLeon J D Alexander #1	3,450 00 368 00 483 00	-	-	3,450 00 368 00 483 00	- - -	- - -	3,450 00 368 00 483 00	- - -	-	3,450 00 368 00 483 00
5912 9124	H R. Alexander #2 & K.M. Reagan ORR	3,712 00	-	-	3,712 00	1,088 52	269 72	2,623 48	269 72	-	2,893 20
5914 5917	M V Arnold H E Mangham	-	-	-	-	-	-	-	-	-	-
5918 8268	Bernice Beeman & Beeman	5,683 33	-	-	5,683 33	-	-	5,683 33	-	-	5,683 33
5921 8218	Tip Graham & Tip Graham	18 00	-	-	18 00	-	-	18 00	-	-	18 00
5923 5924	Korda Heins & Otto Tharp	3,553 00	-	-	3,553 00	10 47	4 30	3,542 53	4 30	-	3,546 83
5943 5963 6099 6129 9153 9184 9221	University 31-A ORR, University 31 ORR, University 31-21, University 42-A, University 31, University 31-A & University 31-21	43,587 00	-	-	43,587 00	598 41	433 33	42,988 59	433 33	-	43,421 92
5952 5971 5994	T L Higginbotham J Y Gilmore Vernon P Neissl	4,543 00 9,229 00 1,402 00	-	-	4,543 00 9,229 00 1,402 00	- - -	- - -	4,543 00 9,229 00 1,402 00	- - -	-	4,543 00 9,229 00 1,402 00

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2008
Schedule #1

		INVESTMENT			Shield Ayres Foundation's			RESERVE FOR DEPLETION			
PROPERTY	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Portion of Cost Depletion	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W. Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2008											
5995 Jack E. Blake	23,853 00	-	-	23,853 00	57 28	6 38		23,795 72	6 38	-	23,802 10
5999 R B Wherry	5,883 00	-	-	5,883 00	-	-		5,883 00	-	-	5,883 00
6000 Continental/Wood Deal	27,676 00	-	-	27,676 00	270 31	44 80		27,405 69	44 80	-	27,450 49
6001 State Lease #53394 ORR	1,539 00	-	-	1,539 00	-	-		1,539 00	-	-	1,539 00
6002 R B Wherry	472 00	-	-	472 00	-	-		472 00	-	-	472 00
6013 Norman K. Owens	113,041 00	-	-	113,041 00	1,727 58	204 84		111,313 42	204 84	-	111,518 26
6031 Doyle Standifer, J A. Wilson, 6034 R W Kresger, 6035 G G Boyd, 6042 Elizabeth Henry 8259 Ralph A. Wilson, 8260 Doyle Standifer, 8261 Rose Kresger, & 8262 G G Boyd	171,279 67	-	-	171,279 67	8,657 71	1,045 15		164,621 96	1,045 15	-	165,667 11
6038 Est. of J H Harvey ORR & 8255 Harvey Estate	5,992 13	-	-	5,992 13	22 22	6 76		5,969 91	6 76	-	5,976 67
6039 J A. Robey ORR	1,437 00	-	-	1,437 00	2 28	0 69		1,434 72	0 69	-	1,435 41
6049 Molly L. Laster & 8256 W W Oatman	9,362 00	-	-	9,362 00	-	-		9,362 00	-	-	9,362 00
6059 Mary Lee Woodward Orr & 6060 Vernon E. Reichle	2,823 00	-	-	2,823 00	-	-		2,823 00	-	-	2,823 00
6066 George A. Moberly & 8277 Fred Folk Sec 78	56 67	-	-	56 67	-	-		56 67	-	-	56 67
6068 Victor B. Russek Orr 8293 Victor Russek & 9205 Victor K. Russek, Jr	5,405 67	-	-	5,405 67	189 37	40 86		5,216 30	40 86	-	5,257 16
6072 James M. Ruhman & 6073 Carl R. Peterson 8282 Ruhman Peterson & 8314 Carl Peterson	31,512 67	-	-	31,512 67	83 94	20 16		31,428 73	20 16	-	31,448 89
6074 C. Gibson, 6091 Weldon K. Huffman Orr, 8283 Eppes et al. & 8291 Weldon K. Hoffman Orr	12,095 33	-	-	12,095 33	4 36	0 64		12,090 97	0 64	-	12,091 61
6087 Binscoe Ranch Orr 6089 Anthonio Vela 6094 John Knox	1,410 00 - 106 00	- - -	- - -	1,410 00 - 106 00	- - -	- - -		1,410 00 - 106 00	- - -	- - -	1,410 00 - 106 00
6095 August Toll, 6096 Paul Zingelmann, & 6098 Elbert Koopman	70,985 00	-	-	70,985 00	947 00	199 06		70,038 00	199 06	-	70,237 06
6097 J Byron Smith 6100 Midland National Bank Tr 6130 Mayfield 6134 J O Hult 6135 Finley 6137 Gene L. Prentice 6138 Nancy Nugent 6140 Joseph R. Shaw 6142 O H Dipple 6148 David M Kassing	- 40,068 00 - 5,531 25 2,903 83 10,170 20 2,887 38 9,161 37 58,387 75 3,674 59	- - - - - - - - - -	- - - - - - - - - -	- 40,068 00 - 5,531 25 2,903 83 10,170 20 2,887 38 9,161 37 58,387 75 3,674 59	- 3,797 32 - 16 71 2,903 83 1,032 77 16 54 - 2,347 99 87 59	- 476 47 - 1 91 - 175 02 3 23 - 368 95 9 90		36,270 68 476 47 - 5,514 54 - 9,137 43 2,870 84 9,161 37 56,039 76 3,587 00	- - - 1 91 - 175 02 3 23 - 368 95 9 90	- - - - - - - - - -	- 36,747 15 - 5,516 45 - 9,312 45 2,874 07 9,161 37 56,408 71 3,586 90

Shield Ayres - Foundation
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For the Year Ended December 31, 2009
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PROPERTY		INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION			
		Balance 12/31/08	Additions	Sales and Retirements				Balance 12/31/09	Additions	Sales and Retirements	Balance 12/31/09
Fred W. Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2008											
6152	FWF Mineral Trust "B"	1,335 07	-	-	-	-	-	1,335 07	-	-	1,335 07
6155	K. W. Bailey	50,000 00	-	-	8,842 11	2,576 30	-	41,157 89	2,576 30	-	43,734 19
6156	Charter Royalty	154,139 62	-	-	9,351 18	1,577 36	-	144,788 44	1,577 36	-	146,365 80
6162	K. Byrd	22,500 00	-	-	7,964 18	565 88	-	14,535 82	565 88	-	15,101 70
6163	Fotenberry	29,750 00	-	-	-	-	-	29,750 00	-	-	29,750 00
6168	Liberty Eyleau ISD Unit	7,055 58	-	-	5,241 27	655 16	-	1,814 29	655 16	-	2,469 45
6170	Barnett Gas Unit	4,193 55	-	-	1,998 23	730 25	-	2,195 32	730 25	-	2,925 57
6171	Boyd-Pickett Gas Unit	4,256 01	-	-	2,836 46	1,014 02	-	1,619 55	1,014 02	-	2,633 57
6172	J W Brown Gas Unit	813 39	-	-	813 39	128 27	-	339 78	128 27	-	468 05
6173	Burgher D Unit	8,619 31	-	-	5,087 94	909 84	-	3,531 37	909 84	-	4,441 21
6174	Burgher G Unit	869 33	-	-	869 33	518 42	-	350 91	103 68	-	454 59
6175	Butler Gas Unit	37,466 43	-	-	23,817 60	3,897 97	-	13,648 83	3,897 97	-	17,546 80
6176	Clarke Gas Unit	15,308 63	-	-	9,233 93	2,090 16	-	6,074 70	2,090 16	-	8,164 86
6177	Clary Unit	1,091 22	-	-	535 12	96 78	-	556 10	96 78	-	652 88
6178	Cosson Gas Unit	9,049 37	-	-	5,757 91	732 82	-	3,291 48	732 82	-	4,024 28
6179	Cummins A Unit	2,627 44	-	-	1,589 38	233 40	-	1,038 08	233 40	-	1,271 48
6180	Dunlap #1 Gas Unit	1,731 25	-	-	1,184 38	111 24	-	548 87	111 24	-	658 11
6181	Edwards A Unit	863 74	-	-	437 73	59 69	-	226 01	59 69	-	285 70
6182	Falls Gas Unit	23,231 84	-	-	14,295 26	2,353 44	-	8,936 58	2,353 44	-	11,290 02
6183	Ham Gas Unit	17,631 27	-	-	8,892 93	3,168 23	-	8,738 34	3,168 23	-	11,906 57
6185	Hartley Unit	15 28	-	-	-	-	-	15 28	-	-	15 28
6186	Henderson Gas Unit	23,274 08	-	-	15,516 37	2,792 80	-	7,757 71	2,792 80	-	10,550 51
6187	Hill A Unit	213 46	-	-	60 48	60 48	-	152 98	60 48	-	213 46
6189	Irvin Gas Unit	6,730 21	-	-	3,853 71	845 11	-	2,876 50	845 11	-	3,721 61
6190	Johnson A Gas Unit	4,915 82	-	-	2,751 53	476 04	-	2,164 29	476 04	-	2,640 33
6191	B K Johnson A Unit	139 65	-	-	-	-	-	139 65	-	-	139 65
6192	Kirsch Gas Unit	11,900 83	-	-	6,899 57	1,391 73	-	5,201 28	1,391 73	-	6,592 99
6193	Lancaster A Unit	1,061 78	-	-	733 98	80 45	-	327 80	80 45	-	368 25
6194	Lane A Unit	1,181 32	-	-	1,181 32	796 33	-	384 99	95 94	-	480 93
6195	Ledbetter A Unit	1,804 42	-	-	1,069 93	115 38	-	534 49	115 38	-	649 87
6196	J.H. Moore Gas Unit	599 59	-	-	159 37	132 81	-	440 22	132 81	-	573 03
6197	Rice Unit	1,999 78	-	-	-	-	-	1,999 78	-	-	1,999 78
6198	Rogers Gas Unit	7,168 25	-	-	3,910 01	1,469 63	-	3,258 24	1,469 63	-	4,727 87
6199	T. L. Simmons, Roy Heirs	1,673 73	-	-	646 66	190 19	-	1,027 07	190 19	-	1,217 26
6200	G O Summers Unit	1,066 39	-	-	506 53	168 84	-	559 86	168 84	-	728 70
6201	Swank A Unit	178 27	-	-	-	-	-	178 27	-	-	178 27
6202	Teague ISD Unit	8 09	-	-	-	-	-	8 09	-	-	8 09
6203	Turner A Unit	341 08	-	-	259 39	48 64	-	81 69	48 64	-	130 33
6205	Webb A	3,238 69	-	-	1,405 71	114 42	-	1,830 98	114 42	-	1,945 40
6206	Webb A Unit	11,787 70	-	-	7,877 92	950 32	-	3,889 78	950 32	-	4,840 10
6207	Webb TS A	741 93	-	-	511 32	43 83	-	230 61	43 83	-	274 44
6208	Winfree Gas Unit	14,336 38	-	-	7,422 34	1,452 06	-	6,914 04	1,452 06	-	8,366 10
6209	Hedrick Lease	496 12	-	-	214 99	214 99	-	281 13	214 99	-	496 12
6210	Vincent East 66#1	1 00	-	-	-	-	-	1 00	-	-	1 00
6211	Clark Sain #14	1,506 11	-	-	859 04	859 04	-	647 07	859 04	-	1,506 11
6212	Beddingfield #1	0 11	-	-	-	-	-	0 11	-	-	0 11
6213	Beddingfield Gas Unit	165 15	-	-	3 54	3 54	-	161 61	3 54	-	165 15
6214	Garret Trust #1	1 00	-	-	0 72	0 05	-	0 28	0 05	-	0 33
6216	Conrad Unit	21,578 08	-	-	13,228 38	1,274 34	-	8,347 70	1,274 34	-	9,622 04
6217	Fields-Mahler Unit	53,833 02	-	-	40,224 00	2,590 14	-	13,609 02	2,590 14	-	16,199 16
6218	Hodges C 41 1,3	52 58	-	-	-	-	-	52 58	-	-	52 58

Shield Ayres - Foundation
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PROPERTY		INVESTMENT			Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION				
		Balance 12/31/08	Additions	Sales and Retirements				Balance 12/31/09	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W. Shield and Company Partnership ID # 74-1003570 Year Ended December 31, 2008												
6219	Hodge D 3	108 86	-	-	108 86	-	-	-	108 86	-	-	108 86
6220	Hodge G 3	122 23	-	-	122 23	-	-	-	122 23	-	-	122 23
6221	Minnie Hodges 40-IL	58 08	-	-	58 08	-	-	-	58 08	-	-	58 08
6226	Hodges #1.2-39	194 25	-	-	194 25	8 83	8 83	-	185 42	8 83	-	194 25
6227	Hodges 1-193	51 90	-	-	51 90	10 81	10 81	-	41 09	10 81	-	51 90
6228	Minnie E. Hodges	48 20	-	-	48 20	-	-	-	48 20	-	-	48 20
6229	Barkdale Estate Gas Unit	193 57	-	-	193 57	73 13	38 57	-	120 44	38 57	-	157 01
6230	Parmele Unit	200 09	-	-	200 09	-	-	-	200 09	-	-	200 09
6231	Newsome A Gas Unit	11,003 41	-	-	11,003 41	7,542 19	548 38	-	3,481 22	548 38	-	4,009 58
6232	Jesse R. Odem Gas Unit	3,958 74	-	-	3,958 74	2,122 98	210 45	-	1,835 78	210 45	-	2,046 21
6234	Reid 9	53,021 44	-	-	53,021 44	37,849 37	2,581 82	-	15,172 07	2,581 82	-	17,753 89
6235	Neale Common Sand Unit	40,475 18	-	-	40,475 18	32,686 27	1,073 11	-	7,778 81	1,073 11	-	8,852 02
6238	Claudia 1-14	752 50	-	-	752 50	467 51	93 50	-	284 99	93 50	-	378 49
6239	Harrel 1-8	64 49	-	-	64 49	-	-	-	64 49	-	-	64 49
8101	Carl J. Belton & C. E. Barkam,											
8102	Hayes, Hodge, & Van Horn,											
8103	Add Thompson, &	148 00	-	-	146 00	-	-	-	148 00	-	-	146 00
8172	Mrs. Della Spencer											
8104	Ray Gudry, et al	3,802 00	-	-	3,802 00	-	-	-	3,802 00	-	-	3,802 00
8106	Ella Stevenson	2,986 00	-	-	2,986 00	-	-	-	2,986 00	-	-	2,986 00
8107	Franklin Isaacson,											
8108	Robert Rutsch,											
8109	Maude Slaatsen, &	13,943 33	-	-	13,943 33	528 18	81 32	-	13,417 14	81 32	-	13,498 46
8110	G. L. Thompson											
8111	Carl Moe	100 00	-	-	100 00	-	-	-	100 00	-	-	100 00
8113	J. V. McKee	22,758 00	-	-	22,758 00	480 42	63 57	-	22,275 58	63 57	-	22,339 15
8114	Lele B. Ayres	440 00	-	-	440 00	-	-	-	440 00	-	-	440 00
8115	Georgia Franklin,											
8116	T. M. Harrell,											
8117	Isaac Harrell,	20,036 87	-	-	20,036 87	327 66	34 10	-	19,709 01	34 10	-	19,743 11
8121	H. N. Millican, &											
8164	Marana Hayes											
8118	Andy Jones	1,124 00	-	-	1,124 00	-	-	-	1,124 00	-	-	1,124 00
8119	James A. Meyers #1	1,190 00	-	-	1,190 00	-	-	-	1,190 00	-	-	1,190 00
8122	E. D. Rollow	63 33	-	-	63 33	-	-	-	63 33	-	-	63 33
8123	Charles Burkes,											
8124	L. O. Howell, &	8,752 00	-	-	8,752 00	14 19	2 09	-	8,737 81	2 09	-	8,739 90
8125	Mrs. C. E. McCann											
8126	John Griffith	182 67	-	-	182 67	-	-	-	182 67	-	-	182 67
8127	Amber Boyce	320 00	-	-	320 00	-	-	-	320 00	-	-	320 00
8128	Rosale Atha &											
8131	W. L. McClain	510 00	-	-	510 00	-	-	-	510 00	-	-	510 00
8129	Myrtle Burkhart	2,853 33	-	-	2,853 33	-	-	-	2,853 33	-	-	2,853 33
8130	W. E. Lynn	2,032 00	-	-	2,032 00	-	-	-	2,032 00	-	-	2,032 00
8132	Eugene C. Miller	0 67	-	-	0 67	-	-	-	0 67	-	-	0 67
8133	Jesse Kyle	72 67	-	-	72 67	-	-	-	72 67	-	-	72 67
8135	Nettie Butler	946 00	-	-	946 00	-	-	-	946 00	-	-	946 00
8136	Emmett Headlee	13,617 33	-	-	13,617 33	38 88	7 45	-	13,578 45	7 45	-	13,585 90
8137	F. J. Richardson &											
8181	Richardson	6,379 00	-	-	6,379 00	145 77	27 80	-	6,233 23	27 80	-	6,261 03
8138	Terrell County	1,580 00	-	-	1,580 00	-	-	-	1,580 00	-	-	1,580 00

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		INVESTMENT			Shield Ayres Foundation's		RESERVE FOR DEPLETION				
PROPERTY	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Portion of Cost Depletion	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W. Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2008											
8139 T. L. Miller	36 67	-	-	36 67	-	-		36 67	-	-	36 67
8146 F. D. Breedlove Ranch	8,662 00	-	-	8,662 00	-	-		8,662 00	-	-	8,662 00
8151 Effie S. Odem #1,											
8152 Effie S. Odem #2,	82,827 33	-	-	82,827 33	922 37	96 81		81,904 96	96 81	-	82,001 77
8153 M. C. Puckett, & 8175 Steinmetz & Sanders											
8166 Charles Kneger & 8169 H. C. Bnckel	3,570 00	-	-	3,570 00	-	-		3,570 00	-	-	3,570 00
8170 Calvin Clay	2,220 00	-	-	2,220 00	-	-		2,220 00	-	-	2,220 00
8171 Mary Thomas	1,478 00	-	-	1,478 00	12 69	3 39		1,465 31	3 39	-	1,468 70
8174 L. C. Johnson	424 00	-	-	424 00	-	-		424 00	-	-	424 00
8178 Mildred Patten	3 00	-	-	3 00	-	-		3 00	-	-	3 00
8181 Joe J. Janyssel, 8183 F. W. Boyd, 8187 Gusie Yanta, 8183 Ben Krusciak, & 8201 Pella Pavlek	14,640 00	-	-	14,640 00	98 19	30 89		14,541 81	30 89	-	14,572 70
8184 Bert McClure 8188 C. C. Cummins	1,250 00 553 33	- -	- -	1,250 00 553 33	- -	- -		1,250 00 553 33	- -	- -	1,250 00 553 33
8190 Walter Critchley & 8188 A. D. Bell, 9131 A. D. Bell & 8190 L. Hony	15,949 00	-	-	15,949 00	110 97	17 79		15,838.03	17 79	-	15,855 82
8185 J. J. Wiatrek 8196 Trudie Garrett 8197 Fred Schlosser Estate	- 11 33 2,184 00	- - -	- - -	- 11 33 2,184 00	- - -	- - -		- 11 33 2,184 00	- - -	- - -	- 11 33 2,184 00
8202 Albert Ludwig, 8203 John Anderson, 8205 Jenne L. Wright, 8210 Otto Thorpe, 8211 Clarence Bond & Calvin Lutz Orr, 8214 Alta Choates, 8216 Bertha Carey, 8221 R. Fairchild & Harold Null, 8223 Venice A. Green, 8225 Lester de la Porte, 8258 E. G. Paulson, 8264 Walter L. Kordis, & 8265 Rosella Collier	2,737 33	-	-	2,737 33	-	-		2,737 33	-	-	2,737 33
8204 E. C. Brandt 8209 Viasta Freis 8217 F. T. McColtun 8222 Sidney David 8227 Paul B. Adams 8232 Ethel Mangum	- - 12 00 8 67 - -	- - - - - -	- - - - - -	- - 12 00 8 67 - -	- - - - - -	- - - - - -		- - 12 00 8 67 - -	- - - - - -	- - - - - -	- - 12 00 8 67 - -
8234 Grace Holcomb & 8235 R. C. Johnson 8237 H. E. Fneling & 8246 Les Lovell 8238 Meggie Dozier	896 00 1,188 00	- -	- -	896 00 1,188 00	- -	- -		896 00 1,188 00	- -	- -	896 00 1,188 00

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Schedule #1

		INVESTMENT			Shield Ayres Foundation's			RESERVE FOR DEPLETION			
PROPERTY	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Portion of Cost Depletion	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W. Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2008											
8244 Angelo S Fanelli	70 00	-	-	70 00	-	-		70 00	-	-	70 00
8249 Billya H. Casey	34,193 33	-	-	34,193 33	-	-		34,193 33	-	-	34,193 33
8249 J J Pogue, Jr.											
8250 T. Edward Swenson, &	7,028 00	-	-	7,028 00	73 61	17 27		6,954 39	17 27	-	6,971 66
8251 Alfred E. Roessler											
8253 Ray Clark	98,104 00	-	-	98,104 00	12,462 63	675 04		85,641 37	675 04	-	88,316 41
8254 Edgar Johnson,											
8281 Odie Sweeten &	1,102 00	-	-	1,102 00	-	-		1,102 00	-	-	1,102 00
8486 Dale Smith											
8257 Hermann Sterling,											
8275 Rueben Barton,											
9168 Rueben & Lydia Barton &	726 33	-	-	726 33	10 88	2.20		715 47	2.20	-	717.67
9167 Herman and Mable Sterling											
8263 Alice Martin	415 33	-	-	415 33	-	-		415 33	-	-	415 33
8266 Carl Hall	2,498 67	-	-	2,498 67	-	-		2,498 67	-	-	2,498 67
8269 Willie Buessing &											
8270 Allen Browne	5,806 67	-	-	5,806 67	-	-		5,806 67	-	-	5,806 67
8272 J. L. Pritchett &											
9180 Boise Southern Co. et al	620 00	-	-	620 00	-	-		620 00	-	-	620 00
8273 Clifford Spies	1,010 00	-	-	1,010 00	-	-		1,010 00	-	-	1,010 00
8274 Noreen Hogg &											
9189 Noreen Hogg	2,592 67	-	-	2,592 67	17 65	2 72		2,575 02	2.72	-	2,577 74
8279 E. Dittfurth	18,636 00	-	-	18,636 00	-	-		18,636 00	-	-	18,636 00
8280 Sam Mantooth	1,541 33	-	-	1,541 33	-	-		1,541 33	-	-	1,541 33
8284 Ellison and Borland &											
9204 Ellison and Borland	997 00	-	-	997 00	5 00	5 00		992 00	5 00	-	997 00
8287 Alexander											
8292 J. F. Janssen	424 00	-	-	424 00	-	-		424 00	-	-	424 00
8294 Ed Parker &											
8302 Ed Parker #6	513 33	-	-	513 33	-	-		513 33	-	-	513 33
8295 Frank Mahy	662 00	-	-	662 00	-	-		662 00	-	-	662 00
8300 Fern Hopkins	45 33	-	-	45 33	-	-		45 33	-	-	45 33
8301 Lynce Weaver	3 33	-	-	3 33	-	-		3 33	-	-	3 33
8304 J. M. Flynn &											
8305 D. E. Hartman	29 33	-	-	29 33	-	-		29 33	-	-	29 33
8306 E. V. McCamon	816 00	-	-	816 00	-	-		816 00	-	-	816 00
8309 Mark Hartman	6 67	-	-	6 67	-	-		6 67	-	-	6 67
8310 Noreen Hogg Orr,											
8311 C. H. Kennedy,											
9187 C. H. Kennedy &	39,854 67	-	-	39,854 67	200 71	38 93		39,653 96	38 93	-	39,692 89
9215 Noreen Hogg Orr											
8312 Sylvia Knarr	2 67	-	-	2 67	-	-		2 67	-	-	2 67
8316 Blair Labatt	6,155 00	-	-	6,155 00	-	-		6,155 00	-	-	6,155 00
8317 Dee Finley	1,174 37	-	-	1,174 37	1,174 37	-		-	-	-	-
8471 M. M. Ridley	3 33	-	-	3 33	-	-		3 33	-	-	3 33
8505 C. B. Schoemann	3 33	-	-	3 33	-	-		3 33	-	-	3 33
9100 Sejita Unit	535 00	-	-	535 00	89 07	9 31		445 93	9 31	-	455 24
9102 J. H. Cunningham	95 00	-	-	95 00	85 00	-		-	-	-	-
9103 R. B. Thompson	3,443 00	-	-	3,443 00	1,415 14	140 70		2,027 86	140.70	-	2,168 56
9104 B. H. Phillippi	-	-	-	-	-	-		-	-	-	-

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		INVESTMENT			Shield Ayres Foundation's			RESERVE FOR DEPLETION			
PROPERTY	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Portion of Cost Depletion	Balance 12/31/08	Additions	Sales and Retirements	Balance 12/31/09
Fred W. Shield and Company Partnership I D # 74-1003570 Year Ended December 31, 2008											
9108 Miller - Reynolds	-	-	-	-	-	-	-	-	-	-	-
9111 Virginia Crockett	9,117 00	-	-	9,117 00	1,158 21	91 99	-	7,958 79	91 99	-	8,050 78
9112 Dean B. Gregg	206 00	-	-	206 00	-	-	-	206 00	-	-	206 00
9113 Timolat	44,117 00	-	-	44,117 00	12,997 03	638 64	-	31,119 97	638 64	-	31,758 61
9114 F. H. Ficke	1,306 00	-	-	1,306 00	270 49	13 40	-	1,035 51	13 40	-	1,048 91
9119 Burton McCollum ORRI	21 00	-	-	21 00	-	-	-	21 00	-	-	21 00
9142 L. E. Windham	1,073 00	-	-	1,073 00	173 30	11 80	-	899 70	11 80	-	911 50
9148 West Peck	589 00	-	-	589 00	25 80	3 37	-	563 20	3 37	-	566 57
9185 Lowe-Johnson 48-A	9,543 00	-	-	9,543 00	2,202 85	278 34	-	7,340 15	278 34	-	7,618 49
9186 Clella D. Klaproth	733 00	-	-	733 00	23 67	13 26	-	709 33	13 26	-	722 59
9189 Henry G. Hardee, Burdell I. Hardee, Gustave Herbert, Ruby Petry Merritt & Gregoire Lege	96,138 00	-	-	96,138 00	18,199 67	3,564 92	-	77,938 33	3,564 92	-	81,503 25
9184 Beck ORR	1,121 00	-	-	1,121 00	5 55	1 95	-	1,115 45	1 95	-	1,117 40
9182 Boedecker	835 00	-	-	835 00	-	-	-	835 00	-	-	835 00
9183 H. E. Wells	190 00	-	-	190 00	-	-	-	190 00	-	-	190 00
9186 E. G. Browning	208 00	-	-	208 00	2 31	0 87	-	203 69	0 87	-	204 56
9189 Cramer Field Unit	7,201 00	-	-	7,201 00	370 91	49 45	-	6,830 09	49 45	-	6,879 54
9200 Robbins Ranch	1,036 00	-	-	1,036 00	207 89	7 99	-	828 11	7 99	-	836 10
9217 Jennie K. Russell "A" & Jennie K. Russell "B"	2,110 00	-	-	2,110 00	267 89	33 93	-	1,842 11	33 93	-	1,876 04
9224 E. Armstrong (Parker C)	52,353 00	-	-	52,353 00	6,392 52	1,776 46	-	45,960 48	1,776 46	-	47,738 94
9226 Snowplow 10-1, 9227 Snowplow 1-5, 9228 Snowplow 7-5, 9249 Herms Landing, 9252 Snowplow Unit #1, 9253 Snowplow Unit #2 & 9255 Bear Swamp Antrim Unit	5,680 00	-	-	5,680 00	732 75	128 54	-	4,947 25	128 54	-	5,075 79
9235 Perez & 9236 Salinas	94,340 00	-	-	94,340 00	24,789 45	2,217 28	-	69,550 55	2,217 28	-	71,767 83
9250 Federal D-3	181 00	-	-	181 00	-	-	-	181 00	-	-	181 00
	9,193,176 38	-	-	9,193,176 38	3,055,878 88	125,254 49	31,313 62	8,137,297 50	125,254 49	-	8,262,551 99
Oil Payment, Hilcrest Oil Co	375 00	-	-	375 00	-	-	-	375 00	-	-	375 00
	9,193,551 38	-	-	9,193,551 38	3,055,878 88	125,254 49	31,313 62	8,137,672 50	125,254 49	-	8,262,926 99

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		Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost
Property					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W. Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2008										
b-denotes oil volume-barrels m-denotes gas volume-mcf										
R	5114	Omn James	8,135 00	8,135 00	-	-	-	-	-	-
R	5124	Ruth Reynolds,								
R	5128	Ned Smith, &	20 819 00	20,791 18	27 84	12,588 b	12,042 b	526 b	0 052826	104 b 5 50
R	5128	William H. Bryan								
R	5138	Emelie Montet	436 00	436 00	-	-	-	-	-	-
R	5158	W F Martin RI	7,010 00	7,009 82	0 08	2,603 b	2,563 b	40 b	0 002000	40 b 0 08
R	5161	Billeaud Planters	16,811 00	16,495 35	115 65	7,327 b	6,389 b	938 b	0 123294	139 b 17 14
R	5166	Morgan Estate	2,522 00	2,515 43	6 57	2,258 b	1,401 b	857 b	0 007666	87 b 0 67
R	5167	C R Crews	87 405 00	87,192 82	212 18	22,825 b	20,676 b	2,149 b	0 098734	505 b 49 86
R	5168	John A. Byerly &								
R	5510	G T Hall	1,338 00	1,332 88	5 12	289 b	267 b	22 b	0 232727	6 b 1 40
R	5187	W A. Boothe	-	-	-	-	-	-	-	-
R	5194	Willis A. Roberson	568 00	568 00	-	-	-	-	-	-
R	5228	Ida Duncan	9,633 00	9,633 00	-	-	-	-	-	-
R	5231	Mary Bloodworth	214 00	213 85	0 15	1,000 m	951 m	49 m	0 003061	18 m 0 08
R	5236	Clara Couch	6,815 00	6,814 08	0 82	81,783 m	71,865 m	9,818 m	0 000093	1,972 m 0 18
R	5237	W C Montgomery	3,448 00	3,447 73	0 27	59,645 m	52,537 m	7,108 m	0 000038	1,301 m 0 05
R	5239	Herman Petteway,								
R	5793	Frank Harris &	45,523 00	45,413 48	109 52	33,906 b	29,880 b	4,026 b	0 027203	968 b 26 28
R	6185	Frank Harris								
R	5240	T E Vestal	215 00	215 00	-	-	-	-	-	-
R	5242	Ray Albaugh "A"	37,370 00	38,894 13	675 87	9,501 m	7,570 m	1,931 m	0 350010	204 m 71 40
R	5243	Everitt Turner								
R	5244	Helen Reed	120 00	120 00	-	-	-	-	-	-
R	5249	Berthold Bade,								
R	5256	Martha Dreier,								
R	5259	Amelia Hasdorff, &	7,702 00	7,482 11	219 89	2,243 b	2,201 b	42 b	5 235476	26 b 136 12
R	5262	Ed Koenig, Jr								
R	5251	Otto Gerhold	-	-	-	-	-	-	-	-
R	5254	E. C. Brandt	-	-	-	-	-	-	-	-
R	5255	Lorraine Busby	-	-	-	-	-	-	-	-
R	5273	W G Schorre &								
R	5569	W L. Roetter	1,588 00	1,588 00	-	-	-	-	-	-
R	5281	Joseph Glecker	-	-	-	-	-	-	-	-
R	5298	Walter W. Buck &								
R	5299	Dora E. Cunningham	11,190 00	11,096 00	94 00	15,433 b	8,443 b	6,990 b	0 013448	345 b 4 64
R	5287	Gertrude Chilton	32,052 00	31,435 17	616 83	22,778 b	15,148 b	7,630 b	0 080843	416 b 33 63
R	5298	R.A. Cox	381 00	312 42	68 58	100 b	82 b	18 b	3 810000	13 b 49 53
R	5300	John A. King	46,059 00	42,258 77	3,800 23	8,462 b	8,157 b	305 b	12 459770	36 b 448 55
R	5303	William Howard	23,346 00	22,816 70	429 30	14,887 b	12,203 b	2,684 b	0 159948	389 b 63 82
R	5318	Virien Clinton	23,130 00	22,935 61	194 39	7,002 b	6,579 b	423 b	0 459551	82 b 42 28
R	5328	W W Moore	-	-	-	-	-	-	-	-
R	5354	D G Sampson	658 00	658 00	-	-	-	-	-	-
R	5359	South Texas Syndicate	22,719 00	22,719 00	-	-	-	-	-	-
R	5360	R A. Williams MI &								
R	5361	Walter Ewers MI	22,344 00	22,344 00	-	-	-	-	-	-
R	5371	Lona Clark RI,								
R	5372	D L. Williams RI,								
R	5374	Ella Emerson RI,								
R	5376	Will Hornung Estate RI,								
R	5377	Hicks Williams RI,								
R	5380	Maud Week RI,	92,674 67	90,781 23	1,893 44	222,972 m	185,930 m	37,042 m	0 051116	2,761 m 141 13

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		Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost
Property				Adjusted Basic Data	Prior Production	Unrecovered Balance				
Fred W Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2008										
b-denotes oil volume-barrels m-denotes gas volume-mcf										
R	5381	J D Maguglin RI,								
R	5382	George Maguglin RI,								
R	5635	C O Lipoard RI								
R	5636	Wyatt Curry RI,								
R	5728	Robert Rokohl RI								
	8140	M E Crawford								
HR	8141	Wyatt Curry,								
HR	8142	Edward Rokhol,								
	8143	Maude Weed								
HR	8144	J C Dillworth,								
HR	8145	W A Friedle,								
	8146	Jesse Maguglin,								
	8147	T L Ruckman &								
HR	8148	Hicks Williams								
R	5383	W H Striebeck, Jr RI	43,495 00	33,553.23	9,941 77	63,698 m	54,454 m	9,244 m	1 075484	- m -
R	5384	Charles Dore RI	18,043 00	11,222 88	6,820 12	32,898 m	21,400 m	11,298 m	0 603657	- m -
	5388	C L Tullis RI,								
	9108	Harry Geffert,								
	9149	Block 85,	15,118 00	11,607 83	3,508 17	28,000 m	19,910 m	8,090 m	0 433643	802 m 261 05
	9150	Block 85 ORR &								
	9151	Block 86								
R	5393	Eva Wainwright RI &								
R	5397	B W Broadus RI	4,620 00	4,600 64	19 36	1,535 b	1,451 b	84 b	0 230476	34 b 7 84
R	5405	J E Murphy MI	5,705 00	5,705 00	-	-	-	-	-	-
R	5415	D W Rhode	243,323 00	190,979 38	52,343 62	369,681 m	307,909 m	61,752 m	0 847643	3,636 m 3,082 03
R	5418	E L Harrington MI,								
R	5420	L N Wientainer RI &	7,181 00	6,790 62	390 38	4,248 b	2,947 b	1,301 b	0 300061	602 b 180 64
	9110	E L Harrington								
R	5428	Mary E Campbell	7,143 00	6,745 75	397 25	1,751 b	1,457 b	294 b	1 351190	132 b 178 38
R	5433	O I Langham Fee	64,344 00	64,344 00	-	-	-	-	-	-
R	5434	N J O'Sullivan MI	290 00	290 00	-	-	-	-	-	-
R	5447	W H Reese MI	1,140 00	1,140 00	-	-	-	-	-	-
R	5448	W Z. Rutherford #2 MI &								
R	5449	W Z. Rutherford MI	1,674 00	1,674 00	-	-	-	-	-	-
R	5451	Ollie Sparks MI	610 00	610 00	-	-	-	-	-	-
R	5458	C Aderholt MI,								
R	5459	C Aderholt "A" RI,								
R	5460	Wanda Hanks RI,								
R	5462	D C Clark MI,								
R	5463	E M Erskine MI,	191,733 00	187,732 30	4,000 70	78,802 b	59,028 b	19,774 b	0 202321	1,434 b 290 13
R	5464	J C Hall MI,								
R	5465	F E Lamotte MI,								
R	5767	Julie Meiners Estate,								
R	5769	Julia Meiners Estate "A", &								
HR	8162	Helen Hawk Ellis								
R	5468	J Fred Diebel RI	1,695 00	1,695 00	-	-	-	-	-	-
R	5488	W H Moritz	2,985 00	2,971 96	13 04	17,417 m	14,865 m	2,552 m	0 005110	714 m 3 65
R	5489	L B Blanchard RI &								
R	5490	O E Hardin Estate RI	1,002 00	1,002 00	-	-	-	-	-	-
R	5498	Thorton Davis	9,390 00	9,255 60	134 40	32,732 m	30,680 m	1,852 m	0 072570	615 m 44 63
R	5505	J N Eden,								
R	5506	F R Ramov.								

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		Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost	
Property					Adjusted Basic Data	Prior Production	Unrecovered Balance				
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2008											
b-denotes oil volume-barrels m-denotes gas volume-mcf											
R	5507	L A. Rampy,	9,666 00	9,646 62	19 38	13,547 b	10,111 b	3,436 b	0 005640	243 b	1 37
R	5508	G W Ware, &									
R	5509	V C Wortham									
R	5511	J E Parker	40,925 00	40,222 80	702 40	15,063 b	14,311 b	752 b	0 934043	214 b	199 89
R	5514	A O Schumann	36,342 00	36,153 51	188 49	15,671 b	14,844 b	827 b	0 227920	371 b	84 58
R	5515	O H Pfeil,									
R	5518	O G Tumlinson,	87,204 00	84,411 19	2,792 81	448,800 m	384,009 m	84,791 m	0 032938	11,012 m	362 71
R	5517	J C Wallace &									
R	5518	Claire Pearstone									
R	5525	T W Rhodes,									
R	5526	Page Estate &	904 00	904 00	-	-	-	-	-	-	-
R	5527	W B Massey									
R	5529	Henderson Estate &									
R	5533	Tom Strauch	2,551 00	2,551 00	-	-	-	-	-	-	-
R	5530	Tuttle and Williams &									
R	5744	H C Wood Orr	1,504 00	1,504 00	-	-	-	-	-	-	-
R	5535	Julie Nott Waugh	17 00	17 00	-	-	-	-	-	-	-
R	5537	Porter Hanks									
R	5538	J B Davis	1,467 00	1,487 00	-	-	-	-	-	-	-
R	5540	Laura D Shaw	86,352 00	83,914 86	2,437 04	15,957 b	13,552 b	2,405 b	1 013322	370 b	374 83
R	5542	Amos Madison &									
R	5543	Ola Madison	26 00	26 00	-	-	-	-	-	-	-
R	5545	James Champion &									
R	5546	Joe Venters	1,518 00	1,517 35	0 65	1,600 b	1,522 b	78 b	0 008333	30 b	0 25
R	5547	George Clark	2,720 00	2,720 00	-	-	-	-	-	-	-
R	5551	Eama Lee Ekholm MI	1,047 00	1,047 00	-	-	-	-	-	-	-
R	5557	Leonard F Lindsey,									
R	5783	Hughes Smith Orr,									
R	5784	Annie Todd Orr,	77,493 00	72,735 86	4,757 14	44,462 b	29,455 b	15,007 b	0 318995	1,127 b	357 25
R	5785	Kenneth L Coffman,									
R	6131	Hughes Smith, &									
R	6132	Kenneth Coffman									
R	5558	H H Jameson	25,425 00	25,423 86	1 34	7,144 b	6,727 b	417 b	0 003213	417 b	1 34
R	5559	Nannie Ash &									
R	5561	Dan Auld Orr	3,180 00	3,174 13	5 87	560 b	545 b	15 b	0 391333	13 b	5 09
R	5560	Annie Leola Cummings	8,523 00	8,471 02	51 98	3,206 b	2,975 b	231 b	0 225022	75 b	18 88
R	5582	Ernest C Gay	10,239 00	10,235 83	3 17	20,517 b	18,686 b	1,851 b	0 001713	173 b	0 30
R	5563	F C Roensch	3,501 00	3,482 14	18 86	9,020 m	8,079 m	941 m	0 020039	475 m	9 52
R	5565	T B Tubb	437,190 00	386,055 24	51,134 76	1,468,321 m	1,089,976 m	378,345 m	0 135154	64,503 m	8,717 82
R	5566	George W Alves	216 00	216 00	-	-	-	-	-	-	-
R	5568	Paul Lang	4,358 00	4,358 00	-	-	-	-	-	-	-
R	5571	W H Riedel	10 00	10 00	-	-	-	-	-	-	-
R	5573	Escapule &									
R	5574	Perez	864 00	864 00	-	-	-	-	-	-	-
R	5575	C W Shafer	23,906 00	23,903 43	2 57	12,774 b	11,760 b	1,014 b	0 002535	163 b	0 41
R	5576	Jessie Mae Williamson,									
R	5577	Alma Thomas,									
R	5579	Thalbert R Thomas, &	67,405 00	66,981 45	423 55	82,316 b	67,829 b	24,487 b	0 017297	5,127 b	88 68
R	5701	H E Cummins									
R	5580	Tom E Cockrill	1,086 00	1,086 00	-	-	-	-	-	-	-
R	5582	Jennie Ray Kauffman	281 00	281 00	-	-	-	-	-	-	-
R	5586	E O Jacob	4,100 00	3,970 51	129 49	188,385	100,922 m	97,463 m	0 001329	3,680 m	4 89

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Property	Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2008									
b-denotes oil volume-barrels m-denotes gas volume-mcf									
R 5589 Elmo Reed,									
R 5591 S H Reed, &	11,703 00	11,578 72	124 28	6,507 b	5,661 b	848 b	0 146903	210 b	30 85
R 5593 Lottie Lee Shaper									
R 5590 Carl Weise	1,096 00	1,096 00	-	-	-	-	-	-	-
R 5594 A. S LeBleu &									
R 5595 Grace Keller	43,740 00	41,641 01	2,098 99	13,042 b	10,027 b	3,015 b	0 696182	80 b	55 89
R 5596 McElreath-Suggett &									
R 5597 J E Malone	26,022 00	24,888 81	1,153 19	58,601 m	49,824 m	8,777 m	0 131388	888 m	116 67
R 5598 Zillah Hausen	681 00	680 60	0 40	21,646 m	19,838 m	1,808 m	0 000221	637 m	0 14
R 5599 M L Kendrick	2,165 00	2,165 00	-	-	-	-	-	-	-
R 5602 S J Logan &									
R 5603 H N Parks	29,618 00	29,557 83	60 07	10,450 b	9,579 b	871 b	0 068967	298 b	20 55
R 5605 Fred S Robbins	12,578 00	12,566 78	9 21	6,100 b	5,288 b	812 b	0 011342	181 b	1 83
R 5610 Leo Craig	8,952 00	8,952 00	-	-	-	-	-	-	-
R 5611 Mrs A M Kelsey Bass &									
R 9105 Kelsey - Bass	1,260 00	1,246 38	13 64	11,858 m	11,681 m	177 m	0 077082	87 m	5 16
R 5612 A M Martinez	2,588 00	2,588 00	-	-	-	-	-	-	-
R 5616 J C Bramball	28,293 00	27,459 02	833 98	31,383 m	28,917 m	2,466 m	0 338191	508 m	171 80
R 5617 Joe H Conway,									
R 5619 Francis Gauntt,									
R 5620 E C Hardin,									
R 5625 B J Schendel,									
R 5627 J E Steed,									
R 5628 J E Steed Orr,	15,534 00	15,272 74	261 26	4,982 b	4,272 b	710 b	0 367972	56 b	20 61
R 5630 L W Stieren,									
R 5631 D W Vickers, &									
R 5632 C H Wolfmeutler									
R 5623 D E Lyons	220 00	220 00	-	-	-	-	-	-	-
R 5624 R J Moczygamba,									
HR 8189 August Moczygamba &	8,227 00	8,170 27	56 73	23,184 m	22,505 m	679 m	0 083549	439 m	36 68
HR 8182 Clem Moczygamba									
R 5629 Sally J Treadwell	3,854 00	3,854 00	-	-	-	-	-	-	-
R 5633 D R Coleman &									
R 9109 W B Coleman	307,184 00	287,124 94	20,059 06	104,601 b	81,140 b	23,461 b	0 854996	2,182 b	1,848 50
R 5634 Frank C Goodwin RI	100,782 00	97,678 57	3,103 43	125,854 m	110,431 m	15,423 m	0 201221	1,783 m	358 78
R 5639 B W Dove RI	176 00	176 00	-	-	-	-	-	-	-
R 5640 Gregg Lawrence MI	2,214 00	2,214 00	-	-	-	-	-	-	-
R 5641 Ellen Atkinson ORR,									
R 5642 Ellen Atkinson RI, &	14,092 00	14,092 00	-	-	-	-	-	-	-
R 5643 Ellen Atkinson									
R 5645 Sam Atkinson RI									
R 5644 D W Rhode & W H Spears	9,300 00	9,292 14	7 86	31,780 m	31,329 m	451 m	0 017428	296 m	5 16
R 5648 L Kack MI	106 00	106 00	-	-	-	-	-	-	-
R 5650 Guaranty Title & Trust Co	3 00	3 00	-	-	-	-	-	-	-
R 5652 Myrtle Stockton RI	7,062 00	7,062 00	-	-	-	-	-	-	-
R 5654 Louis A Yates MI & ORR	3,449,511 00	1,007,321 82	2,442,189 18	748,324 b	309,816 b	438,508 b	5 569315	8,883 b	49,472 23
R 5655 C B Granbury MI	45,162 00	44,756 89	405 11	13,991 b	12,789 b	1,202 b	0 337030	234 b	78 87
R 5657 L E Fite etc &									
R 5660 Ole McCann RI	9,858 00	9,847 00	11 00	5,500 b	5,216 b	284 b	0 038732	55 b	2 14
R 5658 W F Lovett RI &									
R 5662 Otto Blumberg RI	9 00	9 00	-	-	-	-	-	-	-
R 5659 J C Burrows RI	14,073 00	14,024 78	48 22	8,231 b	5,967 b	264 b	0 182652	117 b	21 37

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Property	Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2008									
b-denotes oil volume-barrels m-denotes gas volume-mcf									
R 5663	R F Brown MI &								
R 5721	Helen B Curner MI	34,388 00	33,843 09	542 91	8,923 b	7,424 b	1,499 b	0.362181	606 b 219 48
R 5664	Amanda McKinney RI	1,040 00	1,040 00	-	-	-	-	-	-
R 5666	W H Crawford MI	3,849 00	3,849 00	-	-	-	-	-	-
R 5667	R A. Alford MI	294 00	294 00	-	-	-	-	-	-
R 5670	Mary Ley RI	1,296 00	1,296 00	-	-	-	-	-	-
R 5672	Ruth Stevens RI	48,560 00	41,786 66	4,773 34	70,300 m	57,305 m	12,995 m	0.387321	1,333 m 489 64
R 5673	M E Crum MI &								
R 5674	M E Crum ORR	11,950 00	11,921 53	28 47	8,306 b	7,558 b	748 b	0.038061	237 b 9 02
R 5675	J C Malone	222 00	222 00	-	-	-	-	-	-
R 5676	J C Keller	142,920 00	128,464 87	14,455 13	37,079 b	28,909 b	8,170 b	1.769294	1,060 b 1,875 45
Na 5677	I I Ramirez	15 00	8 75	6 25	55,000 m	41,498 m	13,502 m	0.000463	539 m 0.25
R 5679	Clyde Beck	748 00	748 00	-	-	-	-	-	-
R 5681	Paul Liso & Weeks Orr	3,215 00	3,215 00	-	-	-	-	-	-
R 5683	W H Tupper	8,443 00	7,902 89	540 01	1,938 b	1,756 b	182 b	2.967088	10 b 29 67
R 5685	Harriet Gobbie Mertz	10,896 00	9,866 77	1,026 23	23,866 m	20,354 m	3,512 m	0.283061	189 m 55 39
R 5686	Dave Luke,								
R 5687	E F Marlin, &	1,666 00	1,666 00	-	-	-	-	-	-
R 5688	Margaret Wooster								
R 5689	C P Motty	11,067 00	11,067 00	-	-	-	-	-	-
R 5690	Allen Belaire &								
R 9118	Earth Unit	2,685 00	2,685 00	-	-	-	-	-	-
R 5691	Johnson Evans	54 00	54 00	-	-	-	-	-	-
R 5692	Ellra Gann	5,794 00	5,760 39	33 61	30,399 m	27,737 m	2,662 m	0.012626	538 m 6 79
R 5693	John L. Muncy	16,494 00	16,336 29	157 71	73,028 m	65,825 m	7,203 m	0.021895	1,811 m 35 27
R 5697	John A. Myers - Western & Southern Life Ins	3,093 00	3,093 00	-	-	-	-	-	-
R 5698	Jess Goodwin &								
R 5699	Helen Lindley	27,738 00	27,271 82	466 08	10,436 b	8,790 b	1,646 b	0.283159	281 b 73 90
R 5700	G R & J A. Thomas	1,264 00	1,247 98	16 02	465 b	430 b	35 b	0.457714	16 b 7 32
R 5702	Ida McDonald	7,356 00	7,356 00	-	-	-	-	-	-
R 5704	T L Griffin &								
HR 8134	T L Griffin	13,939 67	13,939 67	-	-	-	-	-	-
R 5710	Anita Henchman	904 00	904 00	-	-	-	-	-	-
R 5719	Hattie Reed Duncan	812 00	812 00	-	-	-	-	-	-
R 5722	O D Gholson &								
R 5723	T A. Upshaw RI	111,665 00	108,507 68	3,157 32	14,016 b	13,402 b	614 b	5.142215	37 b 180 28
R 5731	C C Cannon #1,								
R 5732	C C Cannon #2,	9,285 00	9,054 85	210 15	2,514 b	2,146 b	368 b	0.574180	60 b 34 45
R 5733	C C Cannon #3, & Charles Cannon								
HR 8185									
R 5752	Burton McCullum								
R 5759	Mary A. Reynolds RI	23,559 00	23,386 77	172 23	5,555 b	5,439 b	116 b	1.484741	23 b 34 15
R 5771	Bertha Clay RI & Bertha Clay	64 33	64 33	-	-	-	-	-	-
HR 8177									
R 5777	Donald S Bell	3,923 00	3,919 10	3 90	1,681 b	1,425 b	256 b	0.015234	49 b 0 75
R 5787	E L Dismukes,								
R 5855	Rosa E Crenshaw, & E L Dismukes #2	14,668 00	14,548 44	119 56	4,032 b	3,228 b	804 b	0.148706	83 b 12 34
R 5869									
R 5796	J P Lewis RI	3,064 00	3,064 00	-	-	-	-	-	-
R 5800	Fred W Volz	29,035 00	28,187 56	847 44	66,246 m	57,899 m	8,347 m	0.101526	679 m 68 94
R 5816	J B Pettit,								

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Property	Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W. Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2008									
b-denotes oil volume-barrels m-denotes gas volume-mcf									
HR 8154	Cara Douglas,								
HR 8155	Cara K. Douglas,								
HR 8156	R. E. Hams,								
HR 8157	R. H. Harring,	14,192 00	14,189 07	2 93	8,822 b	8,331 b	491 b	0 005967	390 b 2 33
HR 8158	Leonard Proctor,								
HR 8159	Clara E. Smith, &								
HR 8160	Adrian K. Webster								
R 5823	Mattye E. Stark	7,767 00	7,765 90	1 10	2,742 b	2,652 b	90 b	0 012222	34 b 0 42
R 5834	Ita LeDoux	151,998 00	147,457 38	4,540 64	163,546 m	157,477 m	8,069 m	0 748169	105 m 78 58
R 5838	C. Dalkowitz Orr	500 00	500 00	-	-	-	-	-	-
R 5838	Kittle Schriener	4,263 00	4,208 33	54 67	16,276 m	16,275 m	1 m	54 670000	1 m 54 67
R 5839	Gillette and Cox Orr	89 00	89 00	-	-	-	-	-	-
R 5852	Woody Heidelberg ORR								
HR 8150	N. L. Heidelberg	2,531 67	2,338 42	183 25	4,341 b	3,003 b	1,336 b	0 144432	70 b 10 11
HR 8220	Donovan - Sims &								
HR 8195	N. L. Heidelberg								
R 5853	C. O. Wheeler	1,529 00	1,529 00	-	-	-	-	-	-
R 5854	Ethel May	488 00	488 00	-	-	-	-	-	-
R 5880	Bernice Lynn Cosby Orr	7,352 00	7,220 22	131 78	3,090 b	2,522 b	568 b	0 232007	120 b 27 84
R 5882	Enrique Villarreal	504 00	504 00	-	-	-	-	-	-
R 5885	Giles C. McCrary "C",								
R 5886	Mrs. B. Young "d", &	22,908 00	22,901 99	6 01	6,916 b	6,272 b	644 b	0 008332	265 b 2 47
R 5887	Mrs. B. Young "e"								
R 5889	J. C. Beasley, Jr.	3,450 00	3,450 00	-	-	-	-	-	-
R 5895	E. F. DeLeon	368 00	368 00	-	-	-	-	-	-
R 5911	J. D. Alexander #1	483 00	483 00	-	-	-	-	-	-
R 5912	H. R. Alexander #2 &								
R 8124	K.M. Reagan ORR	3,712 00	2,623 48	1,088 52	580 b	467 b	113 b	9 632920	28 b 269 72
R 5914	M. V. Arnold	-	-	-	-	-	-	-	-
R 5917	H. E. Mangham	-	-	-	-	-	-	-	-
R 5918	Bernice Beeman &								
HR 8268	Beeman	5,663 33	5,663 33	-	-	-	-	-	-
R 5921	Tip Graham &								
HR 8218	Tip Graham	18 00	18 00	-	-	-	-	-	-
R 5923	Kordis Heins &								
R 5924	Otto Tharp	3,553 00	3,542 53	10 47	8,944 m	8,625 m	319 m	0 032821	131 m 4 30
R 5943	University 31-A ORR,								
R 5983	University 31 ORR,								
R 6099	University 31-21,								
R 6129	University 42-A,	43,587 00	42,988 59	598 41	53,750 m	53,518 m	232 m	2 579353	168 m 433 33
R 9153	University 31,								
R 9184	University 31-A &								
R 9221	University 31-21								
R 5952	T. L. Higginbotham	4,543 00	4,543 00	-	-	-	-	-	-
R 5971	J. Y. Gilmore	9,229 00	9,229 00	-	-	-	-	-	-
R 5994	Vernon P. Neisal	1,402 00	1,402 00	-	-	-	-	-	-
R 5995	Jack E. Blake	23,853 00	23,795 72	57 28	97,862 m	77,591 m	20,271 m	0 002826	2,257 m 6 38
R 5999	R. B. Wherry	5,883 00	5,883 00	-	-	-	-	-	-
R 6000	Continental/Wood Deal	27,676 00	27,405 69	270 31	82,592 m	53,100 m	9,482 m	0 028478	1,573 m 44 80
R 6001	State Lease #53394 ORR	1,539 00	1,539 00	-	-	-	-	-	-
R 6002	R. B. Wherry	472 00	472 00	-	-	-	-	-	-
R 6013	Norman K. Owens	113,041 00	111,313 42	1,727 58	221,747 m	192,886 m	28,861 m	0 059859	3,422 m 204 84

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Property		Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost
					Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W. Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2008										
b-denotes oil volume-barrels m-denotes gas volume-mcf										
R	6031	Doyle Standifer,								
R	6033	J. A. Wilson,								
R	6034	R. W. Kresger,	171,279 67	164,621 96	6,657 71	26,931 b	26,683 b	2,248 b	2 961615	353 b
R	8035	G. G. Boyd,								1,045 15
R	6042	Elizabeth Henry								
HR	8259	Ralph A. Wilson,								
HR	8260	Doyle Standifer,								
HR	8261	Rose Kresger, &								
HR	8262	G. G. Boyd								
R	8038	Est. of J. H. Harvey ORR &								
HR	8255	Harvey Estate	5,992 13	5,969 91	22 22	8,399 m	7,374 m	1,025 m	0 021678	312 m
R	6039	J. A. Robey ORR	1,437 00	1,434 72	2 28	3,250 b	2,460 b	790 b	0 002888	239 b
R	8049	Molly L. Lesater &								0 69
HR	8256	W. W. Oatman	9,382 00	9,382 00	-	-	-	-	-	-
R	6059	Mary Lee Woodward Orr &								
R	6060	Vernon E. Reichle	2,823 00	2,823 00	-	-	-	-	-	-
R	6068	George A. Moberly &								
HR	8277	Fred Folk Sec 7B	56 87	56 87	-	-	-	-	-	-
R	6068	Victor B. Russek Orr,								
HR	8293	Victor Russek &	5,405 67	5,216 30	189 37	26,202 m	20,599 m	5,603 m	0 033798	1,209 m
R	9205	Victor K. Russek, Jr.								40 86
R	6072	James M. Ruhman,								
R	6073	Carl R. Peterson,								
HR	8282	Ruhman Peterson &	31,512 67	31,428 73	83 94	103,571 m	95,766 m	7,805 m	0 010755	1,875 m
HR	8314	Carl Peterson								20 16
R	6074	C. Gibson,								
R	6091	Weldon K. Huffman Orr,								
HR	8283	Eppes et al. &	12,095 33	12,090 97	4 36	1,743,673 m	1,163,398 m	580,275 m	0 000008	84,575 m
HR	8291	Weldon K. Hoffman Orr								0 64
R	6087	Briscoe Ranch Orr	1,410 00	1,410 00	-	-	-	-	-	-
R	6089	Antonio Vela	-	-	-	-	-	-	-	-
R	6094	John Knox	106 00	106 00	-	-	-	-	-	-
R	6095	August Toll,								
R	6096	Paul Zingelmann, &	70,985 00	70,038 00	947 00	349,141 m	336,948 m	12,193 m	0 077668	2,563 m
R	6098	Elbert Koopman								199 08
R	6100	Midland National Bank Tr	40,068 00	36,270 68	3,797 32	16,099 b	12,162 b	3,937 b	0 964521	494 b
R	6130	Mayfield	-	-	-	-	-	-	-	476 47
R	6134	J. O. Hutt	5,531 25	5,514 54	18 71	5,000 b	4,229 b	771 b	0 021673	88 b
R	6135	Finley	2,903 83	-	2,903 83	-	-	-	-	1 91
R	6137	Gene L. Prentice	10,170 20	9,137 43	1,032 77	8,000 m	6,153 m	1,847 m	0 559161	313 m
R	6138	Nancy Nugent	2,887 38	2,870 84	16 54	800 m	677 m	123 m	0 134472	24 m
R	6140	Joseph R. Shaw	9,161 37	9,161 37	-	-	-	-	-	3 23
R	6142	O. H. Dipple	58,387 75	58,039 76	2,347 99	13,000 m	11,339 m	1,661 m	1 413800	281 m
R	6148	David M. Kassling	3,674 59	3,587 00	87 59	14,500 m	12,447 m	2,053 m	0 042864	232 m
R	6152	FWF Mineral Trust "B"	1,335 07	1,335 07	-	-	-	-	-	9 90
R	6155	K. W. Bailey	50,000 00	41,157 89	8,842 11	3,000 b	2,444 b	556 b	15 803076	162 b
R	6158	Charter Royalty	154,139 82	144,788 44	9,351 18	220,000 m	165,133 m	54,867 m	0 170434	9,255 m
R	6162	K. Byrd	22,500 00	14,535 82	7,964 18	7,000 m	5,860 m	1,140 m	6 986123	81 m
R	6163	Fotenberry	29,750 00	29,750 00	-	-	-	-	-	565 88
R	6168	Liberty Eytaw ISD Unit	7,055 56	1,814 29	5,241 27	50 b	18 b	32 b	163 789688	4 b
R	6170	Barnett Gas Unit	4,193 55	2,195 32	1,998 23	600 m	299 m	301 m	6 638638	110 m
R	6171	Boyd-Pickett Gas Unit	4,258 01	1,819 55	2,638 46	450 m	164 m	286 m	9 218392	110 m
										1,014 02

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Property	Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			

Fred W. Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2008										
								b-denotes oil volume-barrels m-denotes gas volume-mcf		
6172	J W. Brown Gas Unit	813 39	339 78	473 61	80 m	32 m	48 m	9 866875	13 m	128 27
6173	Burgher D Unit	8,619 31	3,531 37	5,087 94	700 m	275 m	425 m	11 971624	76 m	908 84
6174	Burgher G Unit	559 33	350 61	516 42	60 m	20 m	40 m	12 960500	8 m	103 68
6175	Butler Gas Unit	37,466 43	13,648 83	23,817 60	9,000 m	2,682 m	6,318 m	3 769801	1,034 m	3,897 97
6176	Clarke Gas Unit	15,308 63	6,074 70	9,233 93	2,000 m	710 m	1,290 m	7 158085	292 m	2,090 16
6177	Clary Unit	1,091 22	556 10	535 12	150 m	56 m	94 m	5 692768	17 m	96 78
6178	Cosson Gas Unit	9,049 37	3,291 48	5,757 91	1,550 m	505 m	1,045 m	5 509962	133 m	732 82
6179	Cummins A Unit	2,627 44	1,038 08	1,589 36	230 m	87 m	143 m	11 114406	21 m	233 40
6180	Duntap #1 Gas Unit	1,731 25	548 87	1,184 38	280 m	79 m	181 m	8 543536	17 m	111 24
6181	Edwards A Unit	663 74	226 01	437 73	60 m	16 m	44 m	9 948409	6 m	59 69
6182	Falls Gas Unit	23,231 84	8,936 58	14,295 26	3,000 m	1,117 m	1,883 m	7 591747	310 m	2,353 44
6183	Ham Gas Unit	17,631 27	8,738 34	8,892 93	3,000 m	1,212 m	1,788 m	4 973674	637 m	3,168.23
6185	Hartley Unit	15 28	15 28	-	-	-	-	-	-	-
6186	Henderson Gas Unit	23,274 08	7,757 71	15,516 37	6,000 m	1,672 m	4,328 m	3 585113	779 m	2,792 80
6187	Hill A Unit	213 46	152 88	60 48	10 m	7 m	3 m	20 160000	3 m	60 48
6189	Irvin Gas Unit	6,730 21	2,876 50	3,853 71	1,000 m	316 m	684 m	5 634079	150 m	845 11
6190	Johnson A Gas Unit	4,915 82	2,164.29	2,751 53	450 m	161 m	289 m	9 520885	50 m	476 04
6191	B K. Johnson A Unit	139 65	139 65	-	-	-	-	-	-	-
6192	Kirsch Gas Unit	11,900 83	5,201.28	6,699 57	2,500 m	690 m	1,810 m	3 701420	378 m	1,391.73
6193	Lancaster A Unit	1,061 78	327 80	733 98	110 m	25 m	85 m	8 635059	7 m	60 45
6194	Lane A Unit	1,181 32	384 89	796 33	110 m	27 m	83 m	9 594337	10 m	95 94
6195	Ledbetter A Unit	1,804 42	534 49	1,069.93	150 m	48 m	102 m	10 489510	11 m	115 38
6196	J H. Moore Gas Unit	599 59	440 22	159 37	20 m	14 m	6 m	26 581687	5 m	132 81
6197	Rice Unit	1,999 78	1,999 78	-	-	-	-	-	-	-
6198	Rogers Gas Unit	7,168 25	3,258.24	3,910 01	2,000 m	699 m	1,301 m	3 005388	489 m	1,489 63
6199	T. L. Simmons, Roy Heirs Unit	1,673 73	1,027 07	646 66	30 b	13 b	17 b	38 038824	5 b	190 19
6200	G O. Summers Unit	1,066 39	558 86	506 53	12 b	6 b	6 b	84 421667	2 b	188 64
6201	Swank A Unit	176 27	176 27	-	-	-	-	-	-	-
6202	Teague ISD Unit	8 09	8 09	-	-	-	-	-	-	-
6203	Turner A Unit	341 08	81 69	259 39	50 m	18 m	32 m	8 105838	6 m	48 64
6205	Webb A	3,236 69	1,630 98	1,405 71	150 m	64 m	86 m	16 345465	7 m	114 42
6206	Webb A Unit	11,767 70	3,889 78	7,877 92	1,300 m	413 m	887 m	8 881533	107 m	950 32
6207	Webb TS A	741 93	230 61	511 32	100 m	30 m	70 m	7 304571	6 m	43 83
6208	Winfree Gas Unit	14,336 38	6,914 04	7,422 34	3,300 m	964 m	2,336 m	3 177372	457 m	1,452 06
6209	Hedrick Lease	496 12	281 13	214 99	5 b	3 b	2 b	107 495000	2 b	214 99
6210	Vincent East 66#1	1 00	1 00	-	-	-	-	-	-	-
6211	Clark Seis #14	1,506 11	647 07	859 04	20 m	16 m	4 m	214 760000	4 m	859 04
6212	Beddingfield #1	0 11	0 11	-	-	-	-	-	-	-
6213	Beddingfield Gas Unit	165 15	161 61	3 54	15 m	12 m	3 m	1 180000	3 m	3 54
6214	Garret Trust #1	1 00	0 28	0 72	300 m	85 m	215 m	0 003349	16 m	0 05
6216	Conrad Unit	21,576 08	8,347 70	13,228 38	2,200 m	809 m	1,391 m	9 509978	134 m	1,274 34
6217	Fields-Mahler Unit	53,833 02	13,609 02	40,224 00	4,500 m	1,099 m	3,401 m	11 627110	219 m	2,590 14
6218	Hodges C 41 1,3	52 58	52 58	-	-	-	-	-	-	-
6219	Hodges D 3	108 86	108 86	-	-	-	-	-	-	-
6220	Hodges G 3	122 23	122 23	-	-	-	-	-	-	-
6221	Minnie Hodges 40-IL	58 08	58 08	-	-	-	-	-	-	-
6226	Hodges #1,2-39	194 25	185 42	8 83	21 m	8 m	13 m	0 679231	13 m	8 83
6227	Hodges 1-193	51 90	41.09	10 81	4 m	3 m	1 m	10 810000	1 m	10 81
6228	Minnie E. Hodges	48 20	48 20	-	-	-	-	-	-	-
6229	Barkadale Estate Gas Unit	193 57	120 44	73 13	10 m	6 m	4 m	18 282500	2 m	36 57
6230	Parmeale Unit	200 09	200 09	-	-	-	-	-	-	-
6231	Newsome A Gas Unit	11,003 41	3,461 22	7,542 19	1,200 m	361 m	839 m	8 989499	61 m	548 36

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Property	Cost 12/31/08	Prior	Depletable	Estimated Recoverable Reserves			Depletion	Production	Depletion
	Plus 2009	Years'		Adjusted	Prior	Unrecovered			
	Additions	Depletion		Basic Data	Production	Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2008									
6232 Jesse R Odem Gas Unit	3,958.74	1,835.78	2,122.98	800 m	225 m	575 m	3 692139	57 m	210.45
6234 Reid 9	53,021.44	15,172.07	37,849.37	6,000 m	1,648 m	4,354 m	8 693011	297 m	2,581.82
6235 Neale Common Sand Unit	40,475.18	7,778.91	32,696.27	1,200 b	225 b	975 b	33 534636	32 b	1,073.11
6238 Claudia 1-14	752.50	284.99	467.51	40 m	25 m	15 m	31 167333	3 m	93.50
6239 Harrel 1-8	64.49	64.49	-	-	-	-	-	-	-
HR 8101 Carl J Belton & C E Barkam, HR 8102 Hayes, Hodge, & Van Horn, HR 8103 Add Thompson, & HR 8172 Mrs. Della Spencer	148.00	148.00	-	-	-	-	-	-	-
HR 8104 Ray Guldry, et al HR 8106 Ella Stevenson	3,802.00 2,968.00	3,802.00 2,968.00	-	-	-	-	-	-	-
HR 8107 Franklin Isaacson, HR 8108 Robert Rutsch, HR 8109 Maude Slaaten, & HR 8110 G L. Thompson	13,943.33	13,417.14	528.19	1,700 b	1,590 b	110 b	4 783545	17 b	81.32
HR 8111 Carl Moe HR 8113 J V McKee	100.00 22,756.00	100.00 22,275.58	480.42	2,907 b	2,514 b	393 b	1 222443	52 b	63.57
HR 8114 Lela B Ayres	440.00	440.00	-	-	-	-	-	-	-
HR 8115 Georgia Franklin, HR 8116 T M. Harrell, HR 8117 Isaac Harrell, HR 8121 H N Millican, & HR 8164 Marana Hayes	20,036.67	19,709.01	327.66	17,198 b	8,827 b	8,571 b	0 038229	892 b	34.10
HR 8118 Andy Jones HR 8119 James A. Meyers #1 HR 8122 E D Rollow	1,124.00 1,190.00 63.33	1,124.00 1,190.00 63.33	-	-	-	-	-	-	-
HR 8123 Charles Burkes, HR 8124 L O Howell, & HR 8125 Mrs. C E. McCann	8,752.00	8,737.81	14.19	7,021 b	5,159 b	1,882 b	0 007621	274 b	2.09
HR 8126 John Griffith HR 8127 Amber Boyce	182.67 320.00	182.67 320.00	-	-	-	-	-	-	-
HR 8128 Rossie Atha & HR 8131 W L. McClain	510.00	510.00	-	-	-	-	-	-	-
HR 8129 Myrtle Burkhardt HR 8130 W E Lynn	2,853.33 2,032.00	2,853.33 2,032.00	-	-	-	-	-	-	-
HR 8132 Eugene C. Miller HR 8133 Jesse Kyle	0.67 72.67	0.67 72.67	-	-	-	-	-	-	-
HR 8135 Nettie Butner HR 8136 Emmett Headlee	946.00 13,617.33	946.00 13,578.45	-	-	-	-	-	-	-
HR 8137 F J Richardson & HR 9191 Richardson	6,379.00	6,233.23	145.77	2,184 b	1,990 b	194 b	0 751392	37 b	27.80
HR 8138 Terrell County HR 8139 T L Miller	1,580.00 36.67	1,580.00 36.67	-	-	-	-	-	-	-
HR 8149 F D Breedlove Ranch	8,662.00	8,662.00	-	-	-	-	-	-	-
HR 8151 Effie S Odem #1, HR 8152 Effie S Odem #2, HR 8153 M C Puckett, & HR 8175 Steinmetz & Sanders	82,827.33	81,904.96	922.37	837,105 m	608,484 m	28,841 m	0 032205	3,006 m	96.81
HR 8168 Charles Krieger & HR 8169 H C Brickel	3,570.00	3,570.00	-	-	-	-	-	-	-
HR 8170 Calvin Clay HR 8171 Mary Thomas	2,220.00 1,476.00	2,220.00 1,465.31	12.69	37,459 m	33,944 m	3,515 m	0 003610	939 m	3.39
HR 8174 L C Johnson	424.00	424.00	-	-	-	-	-	-	-

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For the Year Ended December 31, 2009
Schedule #1(a)

Property	Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves		Depletion Unit	Production 2009	Depletion Based on Cost
				Adjusted Basic Data	Unrecovered Balance			
Fred W Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2008								
b-denotes oil volume-barrels m-denotes gas volume-mcf								
n 8178 Mildred Patten	3 00	3 00	-	-	-	-	-	-
HR 8181 Joe J Janyseel,								
HR 8183 F W Boyd,								
HR 8187 Gusnie Yanta,	14,840 00	14,541 81	98 19	2,988 b	2,897 b	89 b	1 103258	28 b 30 89
HR 8193 Ben Krusciak, &								
HR 8201 Pelta Pavlek								
HR 8184 Bert McClure	1,250 00	1,250 00	-	-	-	-	-	-
HR 8188 C C Cummins	553 33	553 33	-	-	-	-	-	-
HR 8190 Walter Critchley,								
HR 8198 A. D. Bell,	15,949 00	15,838 03	110 97	126,110 m	107,276 m	18,834 m	0 005892	3,019 m 17 79
HR 9131 A.D. Bell &								
HR 9190 L. Horny								
HR 8195 J J Wiatrek	-	-	-	-	-	-	-	-
HR 8198 Trudie Garrett	11 33	11 33	-	-	-	-	-	-
HR 8197 Fred Schloesser Estate	2,184 00	2,184 00	-	-	-	-	-	-
HR 8202 Albert Ludwig,								
HR 8203 John Anderson,								
HR 8205 Jennie L. Wright,								
HR 8210 Otto Tharpe,								
HR 8211 Clarence Bond & Calvin Lutz Orr,								
HR 8214 Alta Choates,								
HR 8216 Bertha Carey,								
HR 8221 R. Fairchild & Harold Null,	2,737 33	2,737 33	-	-	-	-	-	-
HR 8223 Vanice A. Green,								
HR 8225 Lester de la Porte,								
HR 8258 E G Paulson,								
HR 8264 Walter L. Korda, &								
HR 8265 Rosella Collier								
HR 8204 E C Brandt	-	-	-	-	-	-	-	-
HR 8209 Viasta Frele	-	-	-	-	-	-	-	-
HR 8217 F T McCallum	12 00	12 00	-	-	-	-	-	-
HR 8222 Sidney David	8 67	8 67	-	-	-	-	-	-
HR 8227 Paul B. Adams	-	-	-	-	-	-	-	-
HR 8232 Ethel Mangum	-	-	-	-	-	-	-	-
HR 8234 Grace Holcomb &								
HR 8235 R. C. Johnson	896 00	896 00	-	-	-	-	-	-
HR 8237 H E Frieling &								
HR 8248 Les Lovell	1,168 00	1,168 00	-	-	-	-	-	-
HR 8238 Maggie Dozier	-	-	-	-	-	-	-	-
HR 8244 Angelo S. Fanelli	70 00	70 00	-	-	-	-	-	-
HR 8248 Biliya H. Casey	34,193 33	34,193 33	-	-	-	-	-	-
HR 8249 J J Pogue, Jr.								
HR 8250 T. Edward Swenson, &	7,028 00	6,954 39	73 61	59,619 m	48,092 m	13,527 m	0 005442	3,174 m 17 27
HR 8251 Alfred E. Roessler								
HR 8253 Ray Clark	98,104 00	85,641 37	12,462 63	84,739 m	63,380 m	21,379 m	0 582938	1,158 m 675 04
HR 8254 Edgar Johnson,								
HR 8281 Odie Sweeten &	1,102 00	1,102 00	-	-	-	-	-	-
HR 8486 Dale Smith								
HR 8257 Hermann Sterling,								
HR 8275 Rueben Barton,								
HR 9167 Herman and Mable Sterling	726 33	715 47	10 86	4,550 m	3,803 m	947 m	0 011468	192 m 2 20
HR 9168 Rueben & Lydia Barton &								
HR 8263 Alice Martin	415 33	415 33	-	-	-	-	-	-

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2009
Schedule #1(a)

			Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost
Property						Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership ID #74-1003570 Year Ended December 31, 2008										b-denotes oil volume-barrels m-denotes gas volume-mcf	
HR	8266	Carl Hall	2,498.67	2,498.67	-	-	-	-	-	-	-
HR	8269	Willie Buessing &									
HR	8270	Allen Browne	5,806.67	5,806.67	-	-	-	-	-	-	-
HR	8272	J L Pruchett &									
HR	9180	Boise Southern Co et al	620.00	620.00	-	-	-	-	-	-	-
HR	8273	Clifford Spies	1,010.00	1,010.00	-	-	-	-	-	-	-
HR	8274	Noreen Hogg &									
HR	9189	Noreen Hogg	2,592.67	2,575.02	17.65	4,000 m	3,481 m	519 m	0.034008	80 m	2.72
HR	8279	E Ditturth	18,636.00	18,636.00	-	-	-	-	-	-	-
HR	8280	Sam Mantooth	1,541.33	1,541.33	-	-	-	-	-	-	-
HR	8284	Ellison and Borland &									
HR	9204	Ellison and Borland	997.00	992.00	5.00	1 b	0 b	1 b	5.000000	1 b	5.00
HR	8287	Alexander	-	-	-	-	-	-	-	-	-
HR	8292	J F Janssen	424.00	424.00	-	-	-	-	-	-	-
HR	8294	Ed Parker &									
HR	8302	Ed Parker #8	513.33	513.33	-	-	-	-	-	-	-
HR	8295	Frank Maly	662.00	662.00	-	-	-	-	-	-	-
HR	8300	Fern Hopkins	45.33	45.33	-	-	-	-	-	-	-
HR	8301	Lynos Weaver	3.33	3.33	-	-	-	-	-	-	-
HR	8304	J M Flynn &									
HR	8305	D E Hartman	29.33	29.33	-	-	-	-	-	-	-
HR	8306	E V McCamon	818.00	818.00	-	-	-	-	-	-	-
HR	8309	Mark Hartman	6.67	6.67	-	-	-	-	-	-	-
HR	8310	Noreen Hogg Orr,									
HR	8311	C H Kennedy,									
HR	9187	C H Kennedy &	39,854.67	39,653.96	200.71	42,515 m	38,231 m	4,284 m	0.046851	831 m	38.93
HR	9215	Noreen Hogg Orr									
HR	8312	Sylvia Knarr	2.67	2.67	-	-	-	-	-	-	-
HR	8316	Blair Labatt	6,155.00	6,155.00	-	-	-	-	-	-	-
HR	8317	Dee Finley	1,174.37	-	1,174.37	-	-	-	-	-	-
	8471	M M Ridley	3.33	3.33	-	-	-	-	-	-	-
	8505	C B Schoeman	3.33	3.33	-	-	-	-	-	-	-
	9100	Sajita Unit	535.00	445.93	89.07	1,700 m	1,231 m	469 m	0.189915	49 m	9.31
	9102	J H Cunningham	95.00	95.00	-	-	-	-	-	-	-
	9103	R B Thompson	3,443.00	2,027.88	1,415.14	2,500 b	1,454 b	1,046 b	1.352908	104 b	140.70
	9104	B H Phillippl	-	-	-	-	-	-	-	-	-
	9106	Miller - Reynolds	-	-	-	-	-	-	-	-	-
	9111	Virginia Crockett	9,117.00	7,958.79	1,158.21	16,600 m	12,017 m	4,583 m	0.252719	364 m	91.99
	9112	Dean B Gregg	206.00	206.00	-	-	-	-	-	-	-
	9113	Timolat	44,117.00	31,119.97	12,997.03	87,000 m	50,307 m	36,693 m	0.354210	1,803 m	638.64
	9114	F H Ficke	1,306.00	1,035.51	270.49	8,600 m	5,956 m	2,644 m	0.102303	131 m	13.40
	9119	Burton McCollum ORRI	21.00	21.00	-	-	-	-	-	-	-
	9142	L E Windham	1,073.00	899.70	173.30	1,000 b	618 b	382 b	0.453665	26 b	11.80
	9148	West Peck	589.00	563.20	25.80	150 b	104 b	46 b	0.560870	6 b	3.37
	9165	Lowe-Johnson 48-A	9,543.00	7,340.15	2,202.85	1,200 b	823 b	277 b	7.852527	35 b	278.34
	9166	Clella D Klaproth	733.00	709.33	23.67	250 b	225 b	25 b	0.948800	14 b	13.26
	9169	Henry G Hardee,									
	9170	Burdell I Hardee,									
	9171	Gustave Herbert,	96,138.00	77,938.33	18,199.67	102,000 m	72,354 m	29,646 m	0.613900	5,807 m	3,584.82
	9172	Ruby Petry Merritt &									
	9173	Gregoire Lege									
	9184	Beck ORR	1,121.00	1,115.45	5.55	2,400 m	2,004 m	396 m	0.014015	139 m	1.95

Shield Ayres - Foundation
San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2009
Schedule #1(a)

Property	Cost 12/31/08 Plus 2009 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves			Depletion Unit	Production 2009	Depletion Based on Cost
				Adjusted Basic Data	Prior Production	Unrecovered Balance			
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2008									
b-denotes oil volume-barrels m-denotes gas volume-mcf									
9192 Boedecker	835 00	835 00	-	-	-	-	-	-	-
9193 H E Wells	190 00	190 00	-	-	-	-	-	-	-
9196 E G Browning	206 00	203 69	2 31	250 b	205 b	45 b	0 051333	17 b	0 87
9199 Crewar Field Unit	7,201 00	6,830 09	370 91	25,000 m	17,567 m	7,433 m	0 049800	991 m	49 45
9200 Robbins Ranch	1,036 00	828 11	207 89	6,500 m	4,783 m	1,717 m	0 121077	66 m	7 99
9217 Jennie K. Russell "A" & 9220 Jennie K. Russell "B"	2,110 00	1,842 11	267 89	1,800 b	1,192 b	608 b	0 440609	77 b	33 93
9224 E. Armstrong (Parker C)	52,353 00	45,960 48	6,392 52	10,000 b	8,325 b	1,675 b	3 816430	468 b	1,778 48
9226 Snowplow 10-1, 9227 Snowplow 1-5, 9228 Snowplow 7-5, 9249 Harms Landing, 9252 Snowplow Unit #1, 9253 Snowplow Unit #2 & 9255 Bear Swamp Antrim Unit	5,680 00	4,947 25	732 75	70,000 m	48,588 m	21,412 m	0 034221	3,756 m	128 54
9235 Perez & 9238 Salinas	94,340 00	69,550 55	24,789 45	50,000 m	33,364 m	16,636 m	1 490109	1,488 m	2,217 28
9250 Federal D-3	181 00	181 00	-	-	-	-	-	-	-
Total royalties Oil Payment:	9,193,176 38	6,137,297 50	3,055,878 88						125,254 49
5930 Hillcrest Oil Company	375 00	375 00	-	Total receipts considered a return of capital					-
Total Royalties and Oil Payment	9,193,551 38	6,137,672 50	3,055,878 88						125,254 49
m- Denotes gas- volume in Mcf									

Shield - Ayres Foundation
For the Year Ended December 31, 2009
Royalty Income and Depletion Schedule
Schedule #1

Number	Name	Total Gross Revenue	Production Taxes	Property Taxes	Net Income (Loss)	Depletion Based on Cost [Sch#1(b)]	Depletion Allowable
11	S L. & E H. Lane	369.01	6 92	33 95	328 14	4.07	4 07
13	Francitas Gas Co.	-	-	-	-	-	-
14	Coleman	8,613.92	262.98	533.55	7,817.39	106 59	106 59
16	Ellen Atkinson	1,427.50	65 91	180.40	1,181.19	-	-
20	Margarat Gordon	1,345 98	135 60	-	1,210.38	-	-
24	Heilmuth	83.59	12.31	-	71.28	-	-
934	Muir	-	-	-	-	-	-
936 &	Coyonosa Unit N/2	-	-	-	-	-	-
937	Coyonosa Unit S/2	632.91	43.53	60.60	528 78	4 79	4.79
1004	C O Schultz	45.95	6.02	10.14	29 79	-	-
		<u>12,518.88</u>	<u>533 27</u>	<u>818.64</u>	<u>11,166.95</u>	<u>115 45</u>	<u>115.45</u>

Shield - Ayres Foundation
Depletion Schedule
For the Year Ended December 31, 2009
Schedule #1(a)

Number	Name	Investment			Depletable Balance Sch#1(b)	Depletion Allowable Sch#1	Reserve For Depletion				
		Balance 12-31-08	Additions	Retirements			Balance 12-31-09	Balance 12-31-08	Additions	Retirements	Balance 12-31-09
11	E H & S L Lane	3,765 00	-	-	3,765 00	65 44	4 07	3,699 56	4 07	-	3,703 63
13	Francitas Gas Unit	279 00	-	-	279 00	51 33	-	227 67	-	-	227 67
14	D R Coleman	27,477 00	-	-	27,477 00	735 13	106 59	26,741 87	106 59	-	26,848 46
15	J E Hailey Unit	-	-	-	-	-	-	-	-	-	-
16	Ellen Atkinson	952 50	-	-	952 50	-	-	952 50	-	-	952 50
21	E Plueckhahn	0 50	-	-	0 50	-	-	0 50	-	-	0 50
24	E W Hellmuth	272 00	-	-	272 00	-	-	272 00	-	-	272 00
41	G R White	15 00	-	-	15 00	15 00	-	-	-	-	-
934	John T Muir	88 00	-	-	88 00	-	-	88 00	-	-	88 00
936 &	Coyonosa Unit N/2	-	-	-	-	-	-	-	-	-	-
937	Coyonosa Unit S/2	1,320 00	-	-	1,320 00	33 32	4 79	1,286 68	4 79	-	1,291 47
1004	C O Schultz	318 00	-	-	318 00	-	-	318 00	-	-	318 00
TOTALS		34,487 00	-	-	34,487 00	900 22	115 45	33,586 78	115 45	-	33,702 23
							115 45	Added to Reserve			
							-	Excess to Capital			

Shield - Ayres Foundation
Depletion Based on Cost
For the Year Ended December 31, 2009
Schedule #1(b)

Number	Name	Depletable Balance 01/01/08	Estimated Recoverable Reserves			Depletion Unit	2009 Production	Depletion Based on Cost
			Adjusted Basic Data	Prior Production	Unrecovered Balance			
						b-denotes oil volume-barrels m-denotes gas volume-mcf		
11	E. H. & S. L. Lane	65.44	11,192 m	9,985 m	1,207 m	0.054217	75 m	4.07
13	Francitas Gas Unit	51.33	1,018 m	954 m	64 m	0.802031	-	-
14	D. R. Coleman	735.13	9,819 b	8,819 b	1,000 b	0.735130	145 b	106.59
15	J. E. Hailey Unit	-	-	-	-	-	-	-
16	Ellen Atkinson	-	-	-	-	-	-	-
21	E. Plueckhahn	-	-	-	-	-	-	-
24	E. W. Hellmuth	-	-	-	-	-	-	-
41	G. R. White	15.00	-	-	-	-	-	-
934	John T. Muir	-	-	-	-	-	-	-
936 &	Coyonosa Unit N/2	-	-	-	-	-	-	-
937	Coyonosa Unit S/2	33.32	8,610 m	7,449 m	1,161 m	0.028699	167 m	4.79
1004	C. O. Schultz	-	-	-	-	-	-	-
Totals		900.22						115.45

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	SHIELD-AYRES FOUNDATION	74-1938157
	Number, street, and room or suite no. If a P.O. box, see instructions. 115 E. TRAVIS, NO. 1445	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN ANTONIO, TX 78205-1693	

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

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

SHIELD-AYRES FOUNDATION

- The books are in the care of ► **115 E. TRAVIS, #1445 - SAN ANTONIO, TX 78205-1693**

Telephone No. ► **210-224-8839**

FAX No. ►

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

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	550.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	19,400.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)