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

Name of foundation

THE WHITLEY CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

8911 N CAPITAL OF TX HWY., BLDG 3, #3120

Room/suite

City or town, state, and ZIP code

AUSTIN, TX 78759

A Employer identification number

74-2588216

B Telephone number

512-342-0202

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 2,269,090. (Part I, column (d) must be on cash basis.)

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

2 Check ☒ If the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 2,058,532.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

72,120.

72,120.

72,120.

STATEMENT 1

<23,999.>

0.

N/A

<4,844.>

<4,844.>

<4,844.>

STATEMENT 2

43,277.

67,276.

67,276.

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 3

c Other professional fees

STMT 4

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 5

24 Total operating and administrative

expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

13,546.

102,766.

116,312.

<73,035.>

0.

0.

67,276.

0.

0.

67,276.

0.

102,766.

102,766.

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	721,164.	480,393.	480,393.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	1,428,858.	1,788,697.	1,788,697.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,150,022.	2,269,090.	2,269,090.	
Liabilities	17 Accounts payable and accrued expenses			
	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.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,150,022.	2,269,090.	
30 Total net assets or fund balances	2,150,022.	2,269,090.		
31 Total liabilities and net assets/fund balances	2,150,022.	2,269,090.		

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	2,150,022.
2 Enter amount from Part I, line 27a	2	<73,035.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON SECURITIES	3	192,193.
4 Add lines 1, 2, and 3	4	2,269,180.
5 Decreases not included in line 2 (itemize) ▶ PENALTY	5	90.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,269,090.

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 LPL FINANCIAL - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b LPL FINANCIAL - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 1,389,419.		1,392,505.	<3,086.>
b 666,829.		690,026.	<23,197.>
c 2,284.			2,284.
d			
e			

(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			<3,086.>
b			<23,197.>
c			2,284.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	<23,999.>
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	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div>	3	<3,086.>

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	161,163.	2,306,642.	.069869
2007	458,823.	2,596,202.	.176729
2006	159,270.	2,317,707.	.068719
2005	90,465.	1,653,355.	.054716
2004	147,154.	1,709,402.	.086085

2 Total of line 1, column (d)	2	.456118
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	.091224
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,043,582.
5 Multiply line 4 by line 3	5	186,424.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	673.
7 Add lines 5 and 6	7	187,097.
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	102,766.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,346.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		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	1,346.
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	1,346.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		40.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,386.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11		

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?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ RON JONES** Telephone no **▶ 512-342-0202**
 Located at **▶ 8911 CAPITAL OF TX HWY., BLDG. 3 #3120, AUSTIN, T** ZIP+4 **▶ 78759**

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

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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? ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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?

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

☐ Yes ☒ No

6b

X

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
RONALD JONES 8911 N CAPITAL OF TX HWY., BLDG. 3 #3 AUSTIN, TX 78759	PRESIDENT 5.00	0.	0.	0.
MATTHEW JONES 8911 N CAPITAL OF TX HWY., BLDG. 3 #3 AUSTIN, TX 78759	VP/SEC/TREAS 5.00	0.	0.	0.
STEPHANIE JONES DENT 8911 N CAPITAL OF TX HWY., BLDG. 3 #3 AUSTIN, TX 78759	DIRECTOR 5.00	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

Form 990-PF (2009)

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	1,590,704.
b	Average of monthly cash balances	1b	483,999.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,074,703.
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	2,074,703.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,121.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,043,582.
6	Minimum investment return. Enter 5% of line 5	6	102,179.

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	102,179.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,346.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,346.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,833.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	100,833.
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	100,833.

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	102,766.
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	102,766.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	102,766.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				100,833.
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	62,673.			
b From 2005	10,470.			
c From 2006	46,155.			
d From 2007	333,037.			
e From 2008	45,831.			
f Total of lines 3a through e	498,166.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	102,766.			
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				100,833.
e Remaining amount distributed out of corpus	1,933.			
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	500,099.			
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	62,673.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	437,426.			
10 Analysis of line 9				
a Excess from 2005	10,470.			
b Excess from 2006	46,155.			
c Excess from 2007	333,037.			
d Excess from 2008	45,831.			
e Excess from 2009	1,933.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

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

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

NONE

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

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

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

RON JONES, 512-476-7101

8911 N. CAPITAL HWY., BLDG 3, #3120, AUSTIN, TX 78759

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

NO REQUIREMENTS

- c Any submission deadlines**

NO REQUIREMENTS

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

NO RESTRICTIONS OR LIMITATIONS AS DESCRIBED ABOVE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 8				
Total			3a	102,766.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b If "Yes," complete the following schedule**

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

→ **Title**

Sign Here

**Paid
Preparer's
Use Only**

Preparer's

ROY KIECKE

Date
06 /

☐ Check if self-employee

Preparer's identifying number
P00559934

Firm's name (or yours
If self-employed),
address, and ZIP code

VACEK, KIECKE & CURRIER, LLP
1005 CONGRESS AVENUE, SUITE 950
AUSTIN, TEXAS 78701

EIN ▶	74-2186400
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Phone no (512) 472-2464

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LPL FINANCIAL ACCT 7541-4741 DIVIDENDS	56,599.	2,284.	54,315.
LPL FINANCIAL ACCT 7541-4741 INTEREST	2,829.	0.	2,829.
LPL FINANCIAL ACCT 7541-4741 OID	14,976.	0.	14,976.
TOTAL TO FM 990-PF, PART I, LN 4	74,404.	2,284.	72,120.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 INCOME FROM ENTERPRISE PRODUCTS PARTNERS LP	<153.>	<153.>	<153.>
K-1 INCOME FROM TEPPCO PARTNERS LP	<4,691.>	<4,691.>	<4,691.>
TOTAL TO FORM 990-PF, PART I, LINE 11	<4,844.>	<4,844.>	<4,844.>

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	2,300.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,300.	0.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	11,204.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	11,204.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	42.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	42.	0.	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	COST	1,730,631.	1,730,631.
INVESTMENT IN ENTERPRISE PRODUCTS PARTNERS LP	COST	52,580.	52,580.
GROSS RECEIPTS RECEIVABLE (2008 SALE)	COST	0.	0.
DIVIDENDS RECEIVABLE	COST	3,291.	3,291.
ACCRUED INTEREST	COST	2,195.	2,195.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,788,697.	1,788,697.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

RONALD JONES
MATTHEW JONES
STEPHANIE JONES DENT

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARTHOUSE AT THE JONES CENTER 700 CONGRESS AVENUE AUSTIN, TX 78701	NONE CHARITABLE	PUBLIC	2,140.
BAYLOR UNIVERSITY P.O. BOX 97096 WACO, TX 767987096	NONE EDUCATIONAL	PUBLIC	35,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 1011 E. 53 1/2 ST. AUSTIN, TX 78751	NONE CHARITABLE	PUBLIC	916.
FRIENDS OF THE GOVERNORS MANSION P.O. BOX 2447 AUSTIN, TX 78768	NONE CHARITABLE	PUBLIC	1,250.
JUNIOR LEAGUE OF AUSTIN 5416 PARKCREST SUITE 100 AUSTIN, TX 78731	NONE CHARITABLE	PUBLIC	5,000.
MEALS ON WHEELS P.O. BOX 6248 AUSTIN, TX 78762	NONE CHARITABLE	PUBLIC	12,960.

THE WHITLEY CHARITABLE FOUNDATION

74-2588216

ST. PAUL'S EPISCOPAL MISSION 507 EAST PFLUGERVILLE LOOP PFLUGERVILLE, TX 78660	NONE CHARITABLE	PUBLIC	7,000.
SOUTHWESTERN UNIVERSITY 1001 EAST UNIVERSITY AVENUE GEORGETOWN, TX 786266107	NONE EDUCATIONAL	PUBLIC	15,000.
THE GIDEONS INTERNATIONAL P. O. BOX 140800 NASHVILLE, TN 372140800	NONE CHARITABLE	PUBLIC	500.
FIRST BAPTIST CHURCH 529 BURNS STREET LEXINGTON, TX 78947	NONE CHARITABLE	PUBLIC	2,000.
O & K SPORTS, INC. P. O. BOX 84 WACO, TX 76703	NONE CHARITABLE	PUBLIC	1,000.
HOPE CHURCH 1803 TARRANT LANE COLLEYVILLE, TX 76034	NONE CHARITABLE	PUBLIC	20,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

102,766.

Courtesy Form

Your Financial Advisor

WHITLEY CHARITABLE FOUNDATION
A NON-PROFIT CORPORATION
8911 N. CAPITAL OF TX HWY.
BUILDING 3, #3120
AUSTIN TX 78759

KEVIN LANGE
8911 N CAPITAL OF TX HWY #3110
AUSTIN TX 78759
(512)342-0202

ID: 45MB

Page: 10 of 13

2009 REALIZED GAINS AND LOSSES

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE INTERNAL REVENUE SERVICE.

SHORT TERM CAPITAL LOSSES:

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	SOLD VALUE	PURCHASE COST	ADJUSTED COST	GAIN OR LOSS
BLACKROCK US OPPTY S INST	3,387.916	08/12/08	04/27/09	85,518.38	120,026.50	120,026.50	(34,508.12)
DWS GLOBAL BOND FD CL S	53.893	10/26/09	11/03/09	566.42	568.57	568.57	(2.15)
GREAT PLAINS ENERGY INC	100.000	12/31/08	02/20/09	1,387.45	1,928.58	1,928.58	(541.13)
GREAT PLAINS ENERGY INC	200.000	12/31/08	02/20/09	2,774.92	3,863.16	3,863.16	(1,088.24)
GREAT PLAINS ENERGY INC	900.000	12/31/08	02/20/09	12,487.09	17,375.19	17,375.19	(4,888.10)
GREAT PLAINS ENERGY INC	1,400.000	12/31/08	02/20/09	19,424.37	27,014.07	27,014.07	(7,589.70)
ISHARES S&P US PFD STK	10,400.000	12/31/08	05/07/09	294,042.43	298,857.96	298,857.96	(4,815.53)
WISDOMTREE MIDCAP DIV FD	100.000	12/31/08	05/21/09	3,089.42	3,325.49	3,325.49	(236.07)
WISDOMTREE MIDCAP DIV FD	300.000	12/31/08	05/21/09	9,280.26	9,976.23	9,976.23	(695.97)
WISDOMTREE MIDCAP DIV FD	900.000	12/31/08	05/21/09	27,804.78	29,929.50	29,929.50	(2,124.72)
WISDOMTREE MIDCAP DIV FD	1,700.000	12/31/08	05/21/09	52,588.14	56,533.50	56,533.50	(3,945.36)
SUBTOTAL SHORT TERM CAPITAL LOSSES				508,963.66	569,398.75	569,398.75	(60,435.09)

SHORT TERM CAPITAL GAINS:

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	SOLD VALUE	PURCHASE COST	ADJUSTED COST	GAIN OR LOSS
BLACKROCK INFLTN BD INST	755.430	04/17/09	09/10/09	7,973.50	7,692.68	7,692.68	280.82
BLACKROCK US OPPTY S INST	0.774	12/05/08	04/27/09	19.54	16.81	16.81	2.73
DWS GLOBAL BOND FD CL S	1,032.864	08/11/09	10/08/09	10,995.50	10,463.14	10,463.14	532.36
DWS GLOBAL BOND FD CL S	20,191.223	08/11/09	11/03/09	212,205.29	204,541.36	204,541.36	7,663.93
DWS GLOBAL BOND FD CL S	58.091	08/25/09	11/03/09	610.52	594.27	594.27	16.25
DWS GLOBAL BOND FD CL S	56.806	09/24/09	11/03/09	597.01	595.90	595.90	1.11
FAIRHOLME FUNDS INC	38.719	12/19/08	10/08/09	1,085.15	817.75	817.75	267.40
FAIRHOLME FUNDS INC	159.201	12/19/08	10/08/09	4,461.83	3,362.32	3,362.32	1,099.51
JPMORGAN II CORE BND SEL	17,193.309	04/02/09	08/17/09	190,157.99	185,000.00	185,000.00	5,157.99
JPMORGAN II CORE BND SEL	89.566	05/04/09	08/17/09	990.59	962.83	962.83	27.76
JPMORGAN II CORE BND SEL	84.501	06/02/09	08/17/09	934.58	915.99	915.99	18.59
JPMORGAN II CORE BND SEL	81.937	06/25/09	08/17/09	906.22	885.74	885.74	20.48
JPMORGAN II CORE BND SEL	81.122	08/04/09	08/17/09	897.23	889.91	889.91	7.32
PIMCO FDS LW DUR INSTL	21,485.149	08/24/09	10/02/09	219,551.81	217,026.50	217,026.50	2,525.31
PIMCO FDS LW DUR INSTL	15.203	09/01/09	10/02/09	155.35	154.16	154.16	1.19
PIMCO FDS LW DUR INSTL	58.109	10/01/09	10/02/09	593.81	593.29	593.29	0.52
TEPPCO PARTNERS LP	100.000	12/31/08	08/05/09	3,285.80	1,848.55	1,848.55	1,437.25
TEPPCO PARTNERS LP	100.000	12/31/08	08/05/09	3,285.80	1,849.56	1,849.56	1,436.24
TEPPCO PARTNERS LP	100.000	12/31/08	08/05/09	3,287.80	1,850.52	1,850.52	1,437.28
TEPPCO PARTNERS LP	100.000	12/31/08	08/05/09	3,289.85	1,850.52	1,850.52	1,439.33
TEPPCO PARTNERS LP	150.000	12/31/08	08/05/09	4,927.21	2,775.78	2,775.78	2,151.43
TEPPCO PARTNERS LP	200.000	12/31/08	08/05/09	6,577.61	3,697.11	3,697.11	2,880.50
TEPPCO PARTNERS LP	600.000	12/31/08	08/05/09	19,738.82	11,091.34	11,091.34	8,647.48
VANGUARD WELLESLEY INC	900.901	05/05/09	09/10/09	17,973.50	16,065.91	16,065.91	1,907.59

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Member FINRA / SIPC
9785 Towne Centre Drive
San Diego, CA 92121-1968
Federal ID No 95-2834236

Account Number: 7451-4741

Courtesy Form

Your Financial Advisor

WHITLEY CHARITABLE FOUNDATION
A NON-PROFIT CORPORATION
8911 N. CAPITAL OF TX HWY.
BUILDING 3, #3120
AUSTIN TX 78759

KEVIN LANGE
8911 N CAPITAL OF TX HWY #3110
AUSTIN TX 78759
(512)342-0202

ID: 45MB

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2009 REALIZED GAINS AND LOSSES

CONTINUED FROM PREVIOUS PAGE

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE INTERNAL REVENUE SERVICE.

SHORT TERM CAPITAL GAINS:

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	SOLD VALUE	PURCHASE COST	ADJUSTED COST	GAIN OR LOSS
VANGUARD WELLESLEY INC	2,144.638	05/05/09	10/08/09	42,973.50	38,245.66	38,245.66	4,727.84
VANGUARD WELLESLEY INC	5,367.248	05/05/09	10/26/09	107,533.99	95,714.93	95,714.93	11,819.06
VANGUARD WELLESLEY INC	100.678	06/26/09	10/26/09	2,017.10	1,842.40	1,842.40	174.70
VANGUARD WELLESLEY INC	76.087	09/29/09	10/26/09	1,524.43	1,522.51	1,522.51	1.92
WISDOMTREE SMLCAP DIV FD	15.000	12/31/08	10/08/09	566.28	487.58	487.58	78.70
WISDOMTREE SMLCAP DIV FD	100.000	12/31/08	10/08/09	3,775.13	3,250.36	3,250.36	524.77
WISDOMTREE SMLCAP DIV FD	200.000	12/31/08	10/08/09	7,562.27	6,500.72	6,500.72	1,061.55
SUBTOTAL SHORT TERM CAPITAL GAINS				880,455.01	823,106.10	823,106.10	57,348.91
NET SHORT TERM CAPITAL GAINS/LOSSES				1,389,418.67	1,392,504.85	1,392,504.85	(3,086.18)

LONG TERM CAPITAL LOSSES:

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	SOLD VALUE	PURCHASE COST	ADJUSTED COST	GAIN OR LOSS
FAIRHOLME FUNDS INC	710.480	03/26/08	09/10/09	19,973.50	22,048.63	22,048.63	(2,075.13)
FAIRHOLME FUNDS INC	7,023.971	03/26/08	10/08/09	196,856.12	217,977.87	217,977.87	(21,121.75)
SUBTOTAL LONG TERM CAPITAL LOSSES				216,829.62	240,026.50	240,026.50	(23,196.88)

LONG TERM CAPITAL GAINS:

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	SOLD VALUE	PURCHASE COST	ADJUSTED COST	GAIN OR LOSS
DEUTSCHE BANK VAR 060122	300,000.000	05/21/07	06/01/09	300,000.00	300,000.00	300,000.00	0.00
DEUTSCHE BK 7.75 062922	150,000.000	06/25/07	12/29/09	150,000.00	150,000.00	150,000.00	0.00
SUBTOTAL LONG TERM CAPITAL GAINS				450,000.00	450,000.00	450,000.00	0.00
NET LONG TERM CAPITAL GAINS/LOSSES				666,829.62	690,026.50	690,026.50	(23,196.88)

NET CAPITAL GAINS/LOSSES				2,056,248.29	2,082,531.35	2,082,531.35	(26,283.06)
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