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

OMB No 1545 0052

2009Department of the Treasury
Internal Revenue Service

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

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

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

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

THE PAL FOUNDATION
12000 HUEBNER RD., STE. 103
SAN ANTONIO, TX 78230

A Employer identification number
74-2692751

B Telephone number (see the instructions)
210-308-9178

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, column (c), line 16)
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

► \$ 3,360,590.

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
------------------------------------	---------------------------	-------------------------	---

REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	26,000.		
	2 Ck ☐ if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	63.	63.	N/A
	4 Dividends and interest from securities	25,290.	25,290.	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10	-261,670.		
	b Gross sales price for all assets on line 6a	1,335,777.		
	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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-210,317.	25,353.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach sch) SEE ST 1	1,995.		
	c Other prof fees (attach sch)			
	17 Interest			
	18 Taxes (attach schedule) (see instr) SEE STM 2	-218.	108.	
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) SEE STATEMENT 3	30,384.	25,040.	
	24 Total operating and administrative expenses. Add lines 13 through 23	32,161.	25,148.	
	25 Contributions, gifts, grants paid PART XV	155,170.		155,170.
26 Total expenses and disbursements. Add lines 24 and 25	187,331.	25,148.	155,170.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-397,648.			
b Net investment income (if negative, enter -0-)		205.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	50,505.	-11,545.	-11,545.
	2 Savings and temporary cash investments	65,815.	51,817.	51,817.
	3 Accounts receivable ▶ 273.			
	Less allowance for doubtful accounts ▶	8.	273.	273.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	2,247,052.	1,925,187.	2,269,715.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis ▶ 1,050,330.				
Less accumulated depreciation (attach schedule) SEE STMT 4 ▶	1,050,330.	1,050,330.	1,050,330.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	3,413,710.	3,016,062.	3,360,590.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons	8,810.	8,810.	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	8,810.	8,810.	
N E T F U N D A S S E T B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,404,900.	3,007,252.	
	30 Total net assets or fund balances (see the instructions)	3,404,900.	3,007,252.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,413,710.	3,016,062.	

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	3,404,900.
2 Enter amount from Part I, line 27a	2	-397,648.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,007,252.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,007,252.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 5				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-261,670.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	-24,707.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	204,117.	2,662,708.	0.076658
2007	179,494.	3,153,852.	0.056913
2006	137,440.	3,088,972.	0.044494
2005	128,472.	3,680,547.	0.034906
2004	126,112.	2,225,903.	0.056657

2 Total of line 1, column (d)	2	0.269628
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053926
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,057,551.
5 Multiply line 4 by line 3	5	110,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2.
7 Add lines 5 and 6	7	110,957.
8 Enter qualifying distributions from Part XII, line 4	8	155,170.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	100.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	100.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	98.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☒	11	98.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER A. LEININGER 12000 HUEBNER RD., #103 SAN ANTONIO, TX 78230	DIRECTOR 2.00	0.	0.	0.
JAMES R. LEININGER 8122 DATAPOINT DR., #1000 SAN ANTONIO, TX 78229	0	0.	0.	0.
JOHN H. LEININGER 2734 HARVEST CREEK LANE BOERNE, TX 78006	0	0.	0.	0.
DANIEL E. LEININGER 604 SANDY OAKS BOERNE, TX 78006	0	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	1,997,959.
b Average of monthly cash balances	1b	90,925.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,088,884.
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	2,088,884.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	31,333.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,057,551.
6 Minimum investment return. Enter 5% of line 5	6	102,878.

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	102,878.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	2.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	102,876.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	102,876.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	102,876.

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	155,170.
b Program-related investments — total from Part IX-B	1b	
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	155,170.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	155,168.

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				102,876.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	41,255.			
b From 2005				
c From 2006				
d From 2007	28,345.			
e From 2008	71,130.			
f Total of lines 3a through e	140,730.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 155,170.				
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				102,876.
e Remaining amount distributed out of corpus	52,294.			
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	193,024.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	41,255.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	151,769.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	28,345.			
d Excess from 2008	71,130.			
e Excess from 2009	52,294.			

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 STATEMENT 6				
Total			3a	155,170.
b Approved for future payment				
Total			3b	

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 (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	63.	
4	Dividends and interest from securities			14	25,290.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-261,670.	
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)				-236,317.	
13	Total. Add line 12, columns (b), (d), and (e)					-236,317.

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

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization

THE PAL FOUNDATION

Employer identification number

74-2692751

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule –

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules –

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE PAL FOUNDATION

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Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BERNETA LEININGER 12000 HUEBNER RD, #103 SAN ANTONIO, TX 78230	\$ 26,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Name of organization

Employer identification number

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Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry)For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year (Enter this information once — see instructions)

▷ \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	\$ 1,995.			
TOTAL	\$ 1,995.	\$ 0.		\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	\$ -326.			
FOREIGN TAXES	108.	\$ 108.		
TOTAL	\$ -218.	\$ 108.		\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 25.			
INSURANCE	5,319.			
INVESTMENT MGMT FEES	25,040.	\$ 25,040.		
TOTAL	\$ 30,384.	\$ 25,040.		\$ 0.

STATEMENT 4
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 581,700.	\$ 0.	\$ 581,700.	\$ 581,700.
LAND	468,630.		468,630.	468,630.
TOTAL	\$ 1,050,330.	\$ 0.	\$ 1,050,330.	\$ 1,050,330.

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STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	49 AFFILIATED MGRS	PURCHASED	7/06/2009	10/05/2009
2	180 BED BATH & BEYOND	PURCHASED	9/16/2008	8/11/2009
3	50 CHECKPOINT SOFTWARE	PURCHASED	8/13/2009	10/05/2009
4	3614 DENBURY RESOURCES	PURCHASED	VARIOUS	9/01/2009
5	20 DIONEX COEP	PURCHASED	10/15/2008	10/05/2009
6	3 DOLBY LABS	PURCHASED	4/03/2009	10/05/2009
7	347 DOVER CORP	PURCHASED	VARIOUS	9/11/2009
8	148 EASTGROUP PPTYS	PURCHASED	12/18/2008	10/05/2009
9	23 FASTENAL CO	PURCHASED	2/18/2009	10/05/2009
10	244 FOREST OIL CORP	PURCHASED	4/07/2009	12/07/2009
11	160 FTI CONSULTING	PURCHASED	VARIOUS	VARIOUS
12	1344 GAMESTOP CORP	PURCHASED	8/24/2009	VARIOUS
13	29 GUESS? INC	PURCHASED	9/01/2009	10/05/2009
14	39 GYMBOREE CORP	PURCHASED	9/11/2009	10/05/2009
15	415 HASBRO INC	PURCHASED	10/09/2008	10/01/2009
16	145 HEARTLAND EXPRESS	PURCHASED	7/23/2009	10/05/2009
17	35 MICRO SYSTEMS	PURCHASED	5/28/2009	10/05/2009
18	191 MOHAWK INDS	PURCHASED	8/14/2008	8/11/2009
19	803 O'REILLY AUTO	PURCHASED	7/31/2008	7/21/2009
20	1264 RITCHIE BROS AUCTION	PURCHASED	VARIOUS	VARIOUS
21	68 SL GREEN REALTY	PURCHASED	8/27/2009	10/05/2009
22	452 SPDR S&P BIOTECH	PURCHASED	7/31/2008	4/06/2009
23	1919 STEC INC	PURCHASED	10/01/2009	VARIOUS
24	29 TIFFANY & CO	PURCHASED	10/01/2009	10/05/2009
25	360 TCF FINANCIAL	PURCHASED	9/11/2009	10/05/2009
26	29 WEST AMERICA BANCLRP	PURCHASED	11/19/2008	10/05/2009
27	64 WHITING PETROLEUM	PURCHASED	5/12/2009	10/05/2009
28	1793 AMDOCS LTD	PURCHASED	VARIOUS	VARIOUS
29	489 BALL CORP	PURCHASED	VARIOUS	VARIOUS
30	22 BED BATH & BEYOND	PURCHASED	9/16/2008	10/05/2009
31	128 CH ROBINSON WW	PURCHASED	9/09/2008	10/05/2009
32	235 CHURCH & DWIGHT	PURCHASED	1/25/2006	7/16/2009
33	1768 CULLEN FROST BANKERS	PURCHASED	VARIOUS	VARIOUS
34	1209 DAVITA INC	PURCHASED	VARIOUS	VARIOUS
35	1511 DOLLAR TREE STORES	PURCHASED	VARIOUS	VARIOUS
36	1196 DOVER CORP	PURCHASED	VARIOUS	9/11/2009
37	282 FACTSET RESEARCH SYSTEMS	PURCHASED	4/16/2008	VARIOUS
38	1888 FEDERATED INVTS INC	PURCHASED	VARIOUS	10/01/2009
39	428 FISERV INC	PURCHASED	12/06/2004	VARIOUS
40	919 FOREST OIL CORP	PURCHASED	VARIOUS	VARIOUS
41	458 FTI CONSULTING	PURCHASED	VARIOUS	VARIOUS
42	1069 HARRIS CORP	PURCHASED	VARIOUS	5/07/2009
43	1054 HASBRO INC	PURCHASED	VARIOUS	VARIOUS
44	1991 HCC INS HLDGS	PURCHASED	VARIOUS	VARIOUS
45	613 HENRY SCHEIN	PURCHASED	VARIOUS	VARIOUS
46	1325 HORNBECK OFFSHORE SVCS	PURCHASED	VARIOUS	VARIOUS
47	3576 INGRAM MICRO	PURCHASED	VARIOUS	VARIOUS
48	840 ISHARES MORNING MID GROWTH	PURCHASED	VARIOUS	VARIOUS
49	26 JM SMUCKER	PURCHASED	4/03/2008	10/05/2009
50	578 L-3 COMM	PURCHASED	VARIOUS	VARIOUS
51	253 LAB CORP OF AM	PURCHASED	VARIOUS	VARIOUS
52	1528 MDU RESOURCES	PURCHASED	VARIOUS	2/18/2009
53	16 MOHAWK INDS	PURCHASED	8/14/2008	10/05/2009
54	1590 NASDAQ OMX	PURCHASED	VARIOUS	5/07/2009
55	18 O'REILLY AUTO	PURCHASED	7/31/2008	10/05/2009
56	667 ONEOK INC	PURCHASED	3/16/2006	VARIOUS

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
57	1451 PATTERSON-UTI ENERGY	PURCHASED	VARIOUS	3/06/2009
58	3137 PETSMART	PURCHASED	VARIOUS	VARIOUS
59	707 SPDR S&P BIOTECH	PURCHASED	11/27/2007	VARIOUS
60	2234 TECO ENERGY	PURCHASED	VARIOUS	VARIOUS
61	277 VANGUARD SMALL CAP	PURCHASED	10/23/2007	VARIOUS
62	2168 WILLIS GROUP HLDGS	PURCHASED	VARIOUS	VARIOUS
63	CLASS ACTION SETTLEMENT PROCEEDS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	3,118.		2,799.	319.				\$ 319.
2	6,424.		5,723.	701.				701.
3	1,413.		1,411.	2.				2.
4	53,920.		57,307.	-3,387.				-3,387.
5	1,272.		1,009.	263.				263.
6	113.		109.	4.				4.
7	12,991.		10,834.	2,157.				2,157.
8	5,525.		5,075.	450.				450.
9	849.		779.	70.				70.
10	4,726.		3,437.	1,289.				1,289.
11	7,080.		7,975.	-895.				-895.
12	28,976.		30,579.	-1,603.				-1,603.
13	1,028.		1,012.	16.				16.
14	1,870.		1,805.	65.				65.
15	11,359.		12,791.	-1,432.				-1,432.
16	2,077.		2,145.	-68.				-68.
17	1,010.		896.	114.				114.
18	9,446.		13,244.	-3,798.				-3,798.
19	32,708.		20,536.	12,172.				12,172.
20	28,940.		22,541.	6,399.				6,399.
21	2,844.		2,419.	425.				425.
22	20,684.		31,136.	-10,452.				-10,452.
23	26,370.		54,567.	-28,197.				-28,197.
24	1,108.		1,105.	3.				3.
25	4,678.		5,007.	-329.				-329.
26	1,462.		1,460.	2.				2.
27	3,606.		2,603.	1,003.				1,003.
28	36,132.		63,200.	-27,068.				-27,068.
29	24,017.		18,136.	5,881.				5,881.
30	812.		700.	112.				112.
31	7,290.		6,572.	718.				718.
32	12,944.		8,072.	4,872.				4,872.
33	80,402.		96,632.	-16,230.				-16,230.
34	61,385.		63,183.	-1,798.				-1,798.
35	59,690.		40,363.	19,327.				19,327.
36	44,775.		44,599.	176.				176.
37	18,415.		15,513.	2,902.				2,902.
38	48,233.		63,885.	-15,652.				-15,652.
39	20,260.		16,793.	3,467.				3,467.
40	17,632.		22,053.	-4,421.				-4,421.
41	21,023.		21,468.	-445.				-445.
42	31,023.		45,434.	-14,411.				-14,411.
43	29,082.		39,129.	-10,047.				-10,047.
44	52,110.		60,175.	-8,065.				-8,065.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
45	31,409.		20,445.	10,964.				\$ 10,964.
46	14,455.		41,916.	-27,461.				-27,461.
47	58,112.		65,905.	-7,793.				-7,793.
48	57,182.		84,727.	-27,545.				-27,545.
49	1,388.		1,337.	51.				51.
50	40,902.		41,492.	-590.				-590.
51	15,502.		13,442.	2,060.				2,060.
52	24,743.		42,211.	-17,468.				-17,468.
53	707.		1,109.	-402.				-402.
54	31,092.		51,531.	-20,439.				-20,439.
55	643.		460.	183.				183.
56	18,250.		20,285.	-2,035.				-2,035.
57	11,343.		30,844.	-19,501.				-19,501.
58	65,120.		84,693.	-19,573.				-19,573.
59	32,734.		41,599.	-8,865.				-8,865.
60	20,251.		34,940.	-14,689.				-14,689.
61	11,035.		20,884.	-9,849.				-9,849.
62	56,359.		73,416.	-17,057.				-17,057.
63	3,728.		0.	3,728.				3,728.
							TOTAL	\$ -261,670.

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALLIANCE DEFENSE FUND 15100 N 90TH STREET SCOTTSDALE, AZ 85260		PUBLIC	GENERAL FUND	\$ 200.
AMERICAN FAMILY ASSOCIATION P.O. BOX 3933 TUPELO, MS 38803		PUBLIC	GENERAL FUND	100.
ABILENE CHRISTIAN UNIVERSITY P.O. BOX 29132 ABILENE, TX 79699		PUBLIC	GENERAL FUND	2,000.
ANTIOCH MINISTRIES INT'L 505 N. 20TH STREET WACO, TX 76707		PUBLIC	MISSIONARY SUPPORT	37,050.

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**STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BIBLE ARCH SEARCH & EXP INST P.O. BOX 545 MONUMENT, CO 80132		PUBLIC	GENERAL FUND	\$ 6,000.
AWAKENING FOR TODAY MINISTRIES P.O. BOX 39 CANON CITY, CO 81215		PUBLIC	GENERAL FUND	1,000.
KINGDOM RESOURCES 1670 FM 1516 SOUTH SAN ANTONIO, TX 78263		PUBLIC	GENERAL FUND	3,000.
THE CARVER ACADEMY 217 ROBINSON PLACE SAN ANTONIO, TX 78202		PUBLIC	GENERAL FUND	1,000.
BOY SCOUTS OF AMERICA 2226 NW MILITARY HWY SAN ANTONIO, TX 78213		PUBLIC	GENERAL FUND	300.
GIRLS AND BOYS TOWN 200 FLANAGAN BLVD BOYS TOWN, NE 68010		PUBLIC	GENERAL FUND	200.
CAMPUS CHRUSADE FOR CHRIST P.O. BOX 628222 ORLANDO, FL 32862		PUBLIC	GENERAL FUND	200.
COMMUNITY BIBLE CHURCH 2477 N. LOOP 1604 E. SAN ANTONIO, TX 78232		PUBLIC	GENERAL FUND	12,100.
CHRISTIAN WOMEN'S JOB CORPS P.O. BOX 363 BOERNE, TX 78006		PUBLIC	GENERAL FUND	1,020.
COMMISSION TO EVERY NATION P.O. BOX 291307 KERRVILLE, TX 78029		PUBLIC	GENERAL FUND	750.
MARINE TOYS FOR TOTS FOUNDATION P.O. BOX 227 QUANTICO, VA 22134		PUBLIC	GENERAL FUND	50.
HILL COUNTRY PREGNANCY CARE CENTER P.O. BOX 205 BOERNE, TX 78006		PUBLIC	GENERAL FUND	35,450.

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MARK JONES MINISTRIES 11202 DISCO DR SAN ANTONIO, TX 78216		PUBLIC	GENERAL FUND	\$ 2,200.
FOCUS ON THE FAMILY COLORADO SPRINGS, CO 80995		PUBLIC	GENERAL FUND	1,200.
HOME OF FAMILY WARMTH 370 BLACKJACK OAK RD SEGUIN, TX 78155		PUBLIC	GENERAL FUND	2,000.
REACHING ACROSS MINISTRIES 417 CRESTWIND SAN ANTONIO, TX 78239		PUBLIC	GENERAL FUND	1,000.
HARVEST INTERNATIONAL, INC. P.O. BOX 6690 OCALA, FL 34478		PUBLIC	GENERAL FUNDS AND MISSIONS	1,000.
CIBOLO ARTS COUNCIL P.O. BOX 2024 BOERNE, TX 78006		PUBLIC	UNSPECIFIED	1,000.
IVES DAIRY ROAD BAPTIST CHURCH 1121 IVES DAIRY RD N. MIAMI BEACH, FL 33179		MISSION S	MISSION SUPPORT	500.
DL MURRAY MINISTRIES 1093 A1A BEACH BLVD, #437 ST AUGUSTINE, FL 32080		PUBLIC	UNSPECIFIED	500.
JOHN HAGEE MINISTRIES P.O. BOX 1400 SAN ANTONIO, TX 78295		PUBLIC	GENERAL FUND	3,000.
K-LOVE RADIO P.O. BOX 779002 ROCKLIN, CA 95677		PUBLIC	GENERAL FUND	1,250.
FAMILY RESEARCH COUNCIL 801 G STREET, NW WASHINGTON, DC 20001		PUBLIC	GENERAL FUND	200.
MAKE A WISH FOUNDATION P.O. BOX 97104 WASHINGTON, DC 20090		PUBLIC	GENERAL FUND	200.
HOPE OF GLORY 339 W HUTCHINS PLACE SAN ANTONIO, TX 78221		PUBLIC	UNSPECIFIED	500.

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MILITARY WARRIORS SUPPORT FOUNDATION 8122 DATAPOINT DR, STE 812 SAN ANTONIO, TX 78229		PUBLIC	GENERAL FUND	\$ 13,250.
ONLY A SERVANT MINISTRIES P.O. BOX 700155 SAN ANTONIO, TX 78270		PUBLIC	MISSIONARY SUPPORT	1,200.
PIONEERS INT'L 10123 WILLIAM CAREY DR ORLANDO, FL 32832		PUBLIC	UNSPECIFIED	1,200.
INTERNATIONAL BIBLE CENTER 2369 BENRUS BLVD SAN ANTONIO, TX 78228		PUBLIC	GENERAL FUND	250.
PIPE CREEK VOLUNTEER FIRE DEPT PIPE CREEK, TX 78063		PUBLIC	GENERAL FUND	100.
SOUTHERN HILLS CHURCH OF CHRIST 3364 BUFFALO GAP ABILENE, TX 79605		PUBLIC	MISSIONS	1,000.
PREGNANCY CARE CENTER 8131 IH-10 WEST, SUITE 125 SAN ANTONIO, TX 78230		PUBLIC	UNSPECIFIED	3,100.
TRANSFORMATION P.O. BOX 690567 SAN ANTONIO, TX 78269		PUBLIC	GENERAL FUND	500.
SAN ANTONIO CHRISTIAN SCHOOLS 19202 REDLAND RD, BLDG Z SAN ANTONIO, TX 78259		PUBLIC	UNSPECIFIED	5,000.
SUNSET MANOR 128 S PEARSON AVENUE WAVERLY, KS 66871		PUBLIC	UNSPECIFIED	100.
US OLYMPIC COMMITTEE P.O. BOX 7010 ALBERT LEA, MN 56007		PUBLIC	GENERAL FUND	100.
VISITING NURSE SERVICES P.O. BOX 690 PORTSMOUTH, RI 02840		PUBLIC	GENERAL FUND	100.

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**STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE JUSTICE FOUNDATION 8122 DATAPOINT DR, #812 SAN ANTONIO, TX 78229		PUBLIC	UNSPECIFIED	\$ 8,000.
TEXAS PUBLIC POLICY FOUNDATION 900 CONGRESS AVE., STE. 400 AUSTIN, TX 78701		PUBLIC	GENERAL FUND	4,000.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON, DC 20002		PUBLIC	GENERAL FUND	50.
PACTO CON DIOS MINISTRIES P.O. BOX 1497 SAN MARCOS, TX 78667		PUBLIC	GENERAL FUNDS	200.
WALLBUILDERS P.O. BOX 397 ALED0, TX 76008		PUBLIC	GENERAL FUND	550.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901		PUBLIC	GENERAL FUND	250.
THE NRA FOUNDATION 11250 WAPLES MILL ROAD FAIRFAX, VA 22030		PUBLIC	EDUCATION PROGRAMS	1,000.
THE SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010		PUBLIC	GENERAL FUND	150.
SOUL HARVEST CHURCH SAN ANTONIO, TX		PUBLIC	OPERATING FUNDS	100.
TOTAL \$				<u>155,170.</u>

**THE PAL FOUNDATION
C/O PETER A LEININGER
COMPASS ADVISORY PROGRAM**

DECEMBER 1 - DECEMBER 31, 2009
ACCOUNT NUMBER: 7177-1667

Additional information

	THIS PERIOD	THIS YEAR	THIS PERIOD	THIS YEAR
Gross proceeds	158,678.87	1,332,049.91	Foreign withholding	-36.96
				-107.50

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held in one or more FDIC-insured depository account(s) established with Wells Fargo Bank, N.A. Additional funds over \$250,000 are deposited at one or more additional banks affiliated with Wells Fargo Advisors. These assets are not covered by SIPC, but are instead covered by FDIC insurance in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.07	N/A	1,530.79	N/A
BANK DEPOSIT SWEEP Interest Period 12/01/09 - 12/31/09	1.85	0.04	42,804.66	17.12
Total Cash and Sweep Balances	1.92		\$44,335.45	\$17.12

* APY measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield is expressed as an annualized rate, based on a 365- or 366-day year (as applicable).

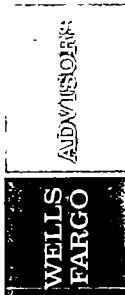
Stocks and Options

Stocks

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
AFFILIATED MANAGERS GROUP									
AMG		376	57.13	21,481.29		25,323.60	3,842.31		
Acquired 07/06/09 S		427	56.28	24,035.66		28,758.45	4,722.79		
Acquired 07/07/09 S		313	68.61	21,478.03		21,080.55	- 397.48		
Acquired 08/04/09 S									
Total	3.25	1,116		\$66,994.98	67.3500	\$75,162.60	\$8,167.62	N/A	N/A
BALL CORP									
BLI		149	37.05	5,521.42		7,703.30	2,181.88		
Acquired 05/26/06 L		739	35.95	26,569.71		38,206.30	11,636.59		
Acquired 06/22/06 L									
Total	1.98	888		\$32,091.13	51.7000	\$45,909.60	\$13,818.47	\$355.20	0.77



WELLS FARGO COMPASS /VALUE INVESTORS /OTHER



**THE PAL FOUNDATION
C/O PETER A LEININGER
COMPASS ADVISORY PROGRAM**

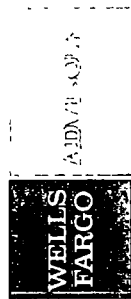
DECEMBER 1 - DECEMBER 31, 2009
ACCOUNT NUMBER: 7177-1667

Stocks and Options

Stocks continued

Stocks continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
BED BATH & BEYOND INC									
BBBY									
Acquired 09/16/08 L		803	31.79	25,533.62		31,003.83	5,470.21		
Acquired 09/17/08 L		990	31.29	30,978.49		38,223.90	7,245.41		
Total	2.99	1,793		\$56,512.11	38.6100	\$69,227.73	\$12,715.62	N/A	N/A
C H ROBINSON WORLDWIDE INC									
CHRW									
Acquired 09/09/08 L		302	51.34	15,506.82		17,736.46	2,229.64		
Acquired 09/10/08 L		435	52.62	22,889.79		25,547.55	2,657.76		
Acquired 09/11/08 L		436	54.37	23,707.41		25,606.28	1,898.87		
Total	2.98	1,173		\$62,104.02	58.7300	\$68,890.29	\$6,786.27	\$1,173.00	1.70
CHECK POINT SOFTWARE TECH LTD									
CHKP									
Acquired 08/13/09 S		610	28.21	17,213.10		20,666.80	3,453.70		
Acquired 08/14/09 S		660	28.17	18,593.72		22,360.80	3,767.08		
Acquired 08/17/09 S		666	27.61	18,392.26		22,564.08	4,171.82		
Total	2.83	1,936		\$54,199.08	33.8800	\$65,591.68	\$11,392.60	N/A	N/A
CHURCH & DWIGHT INC									
CHD									
Acquired 01/25/06 L		573	34.34	19,682.42		34,637.85	14,955.43		
Acquired 01/26/06 L		229	34.80	7,970.16		13,843.05	5,872.89		
Acquired 04/25/06 L		117	36.14	4,229.54		7,072.65	2,843.11		
Acquired 10/05/09 S		8	56.14	449.12		483.60	34.48		
Total	2.42	927		\$32,331.24	60.4500	\$56,037.15	\$23,705.91	\$519.12	0.93
DIGITAL REALTY TRUST INC									
DLR									
Acquired 07/15/08 L		395	38.84	15,345.35		19,860.60	4,515.25		
Acquired 07/16/08 L		573	38.71	22,182.03		28,810.44	6,628.41		
Acquired 10/17/08 L		175	35.08	6,139.18		8,799.00	2,659.82		
Acquired 10/20/08 L		182	34.72	6,320.62		9,150.96	2,830.34		
Acquired 12/11/08 L		155	27.20	4,217.46		7,793.40	3,575.94		
Acquired 12/12/08 L		119	26.76	3,185.43		5,983.32	2,797.89		
Acquired 10/05/09 S		103	43.87	4,518.61		5,178.84	660.23		
Total	3.70	1,702		\$61,908.68	50.2800	\$85,576.56	\$23,667.88	\$3,063.60	3.58



THE PAL FOUNDATION
C/O PETER A LEININGER
COMPASS ADVISORY PROGRAM

DECEMBER 1 - DECEMBER 31, 2009
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Stocks and Options

Stocks continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
FASTENAL CO									
FAST	2.42	1,343	33.86	45,486.33	41.6400	55,922.52	10,436.19	993.82	1.77
Acquired 02/18/09 S									
FISERV INC									
FISV									
Acquired 12/06/04 L		300	39.23	11,770.50		14,544.00	2,773.50		
Acquired 12/07/04 L		582	39.20	22,816.79		28,215.36	5,398.57		
Acquired 04/25/06 L		163	41.98	6,844.04		7,902.24	1,058.20		
Total	2.19	1,045		\$41,431.33	48.4800	\$50,661.60	\$9,230.27	N/A	N/A
FOREST OIL CORP NEW									
FST									
Acquired 04/07/09 S		271	14.08	3,817.25		6,029.75	2,212.50		
Acquired 04/08/09 S		519	14.38	7,466.54		11,547.75	4,081.21		
Acquired 04/15/09 S		465	15.40	7,161.65		10,346.25	3,184.60		
Acquired 04/16/09 S		477	15.92	7,598.47		10,613.25	3,014.78		
Acquired 07/16/09 S		776	14.14	10,973.18		17,266.00	6,292.82		
Total	2.41	2,508		\$37,017.09	22.2500	\$55,803.00	\$18,785.91	N/A	N/A
FTI CONSULTING INC									
FCN									
Acquired 12/18/08 L		52	43.84	2,279.74		2,452.32	172.58		
Acquired 12/19/08 L		150	44.92	6,738.60		7,074.00	335.40		
Acquired 12/22/08 L		155	43.60	6,758.16		7,309.80	551.64		
Acquired 12/23/08 L		158	43.75	6,913.05		7,451.28	538.23		
Total	1.05	515		\$22,689.55	47.1600	\$24,287.40	\$1,597.85	N/A	N/A
GAMESTOP CORP CLASS A									
GME									
Acquired 08/24/09 S	0.97	1,028	22.75	23,388.94	21.9400	22,554.32	- 834.62	N/A	N/A
GRACO INCORPORATED COM									
GGG									
Acquired 05/12/09 S		520	23.31	12,124.06		14,856.40	2,732.34		
Acquired 05/13/09 S		520	22.42	11,660.01		14,856.40	3,196.39		
Acquired 05/14/09 S		525	22.39	11,755.70		14,999.25	3,243.55		
Acquired 05/15/09 S		501	22.42	11,237.18		14,313.57	3,076.39		
Acquired 10/05/09 S		103	26.73	2,753.40		2,942.71	189.31		
Total	2.68	2,169		\$49,530.35	28.5700	\$61,968.33	\$12,437.98	\$1,735.20	2.80

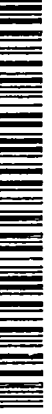
THE PAL FOUNDATION
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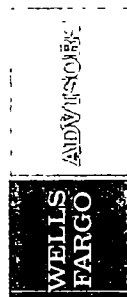
Stocks and Options

Stocks continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
GUESS? INC									
GES	2.77	1,517	34.90	52,949.52	42.3000	64,169.10	11,219.58	758.50	1.18
Acquired 09/01/09 S									
GYMBOREE CORP									
GYMB									
Acquired 09/11/09 S		611	46.28	28,282.70		26,596.83	- 1,685.87		
Acquired 09/14/09 S		556	46.84	26,047.10		24,202.68	- 1,844.42		
Total	2.20	1,167		\$54,329.80	43.5300	\$50,799.51	- \$3,530.29	N/A	N/A
HCC INSURANCE HOLDINGS INC									
HCC	1.12	923	30.85	28,476.39	27.9700	25,816.31	- 2,660.08	498.42	1.93
Acquired 10/05/07 L									
HEARTLAND EXPRESS INC									
HTLD									
Acquired 07/23/09 S		545	14.79	8,061.20		8,322.15	260.95		
Acquired 07/24/09 S		480	14.86	7,135.92		7,329.60	193.68		
Acquired 07/27/09 S		635	14.93	9,483.28		9,696.45	213.17		
Acquired 07/28/09 S		150	15.07	2,261.94		2,290.50	28.56		
Acquired 07/29/09 S		250	15.05	3,763.78		3,817.50	53.72		
Acquired 07/30/09 S		515	15.23	7,845.97		7,864.05	18.08		
Acquired 07/31/09 S		240	15.39	3,695.47		3,664.80	- 30.67		
Acquired 08/03/09 S		255	15.48	3,948.83		3,893.85	- 54.98		
Acquired 08/04/09 S		125	15.61	1,951.95		1,908.75	- 43.20		
Acquired 08/05/09 S		259	15.37	3,983.29		3,954.93	- 28.36		
Total	2.28	3,454		\$52,131.63	15.2700	\$52,742.58	\$610.95	\$276.32	0.52
HENRY SCHEIN INC									
HSIC	1.33	584	33.56	19,601.02	52.6000	30,718.40	11,117.38	N/A	N/A
Acquired 12/07/04 L									
ISHARE TR -S&P									
SMALLCAP 600 INDEX FD									
IJR									
Acquired 12/14/09 S		535	53.03	28,372.07		29,275.20	903.13		
Acquired 12/15/09 S		543	53.62	29,119.30		29,712.96	593.66		
Total	2.55	1,078		\$57,491.37	54.7200	\$58,988.16	\$1,496.79	\$730.88	1.24
ISHARES TR									
S&P MIDCAP 400 INDEX FD									
IJH									
Acquired 12/14/09 S		395	71.35	28,187.08		28,601.95	414.87		



WELLS FARGO COMPASS/VALUE INVESTORS /OTHER



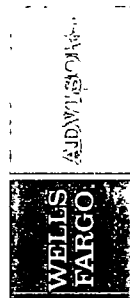
THE PAL FOUNDATION
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DECEMBER 1 - DECEMBER 31, 2009
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Stocks and Options

Stocks continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 12/15/09 S	405	71.75	29,062.23		29,326.05	263.82		
Total	800		\$57,249.31	72.4100	\$57,928.00	\$678.69	\$1,076.80	1.86
J M SMUCKER CO								
SJM								
Acquired 04/03/08 L	226	51.42	11,621.72		13,955.50	2,333.78		
Acquired 04/04/08 L	269	51.10	13,747.73		16,610.75	2,863.02		
Acquired 05/08/08 L	280	50.21	14,061.18		17,290.00	3,228.82		
Acquired 05/09/08 L	284	50.60	14,370.91		17,537.00	3,166.09		
Total	1,059		\$53,801.54	61.7500	\$65,393.25	\$11,591.71	\$1,482.60	2.27
LABORATORY CORP OF AMER HLDGS								
LH								
Acquired 05/24/06 L	176	58.33	10,266.96		13,171.84	2,904.88		
Acquired 05/25/06 L	242	58.78	14,226.77		18,111.28	3,884.51		
Acquired 05/08/08 L	190	76.63	14,560.40		14,219.60	- 340.80		
Acquired 05/09/08 L	195	76.55	14,929.08		14,593.80	- 335.28		
Total	803		\$53,983.21	74.8400	\$60,096.52	\$6,113.31	N/A	N/A
MCAFEE INCORPORATED								
MFE								
Acquired 04/30/09 S	1,166	37.59	43,833.20		47,304.62	3,471.42		
Acquired 10/05/09 S	157	42.88	6,732.90		6,369.49	- 363.41		
Total	1,323		\$50,566.10	40.5700	\$53,674.11	\$3,108.01	N/A	N/A
MICROS SYSTEMS INC								
MCRS								
Acquired 05/28/09 S	605	25.59	15,486.30		18,773.15	3,286.85		
Acquired 05/29/09 S	640	26.35	16,870.21		19,859.20	2,988.99		
Acquired 06/01/09 S	654	27.47	17,971.33		20,293.62	2,322.29		
Total	1,899		\$50,327.84	31.0300	\$58,925.97	\$8,598.13	N/A	N/A
MOHAWK INDS INC								
MHK								
Acquired 08/14/08 L	278	69.33	19,276.40		13,232.80	- 6,043.60		
Acquired 08/15/08 L	518	72.25	37,428.97		24,656.80	- 12,772.17		
Acquired 12/11/08 L	130	35.01	4,552.29		6,188.00	1,635.71		
Acquired 12/12/08 L	127	34.79	4,419.23		6,045.20	1,625.97		
Total	1,053		\$65,676.89	47.6000	\$50,122.80	-\$15,554.09	N/A	N/A



**THE PAL FOUNDATION
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DECEMBER 1 - DECEMBER 31, 2009
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Stocks and Options

Stocks continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 07/30/09 S	1,134	16.35	18,549.29		20,094.48	1,545.19		
Acquired 10/05/09 S	84	14.90	1,251.60		1,488.48	236.88		
Total	4,334		\$71,747.73	17.7200	\$76,798.48	\$5,050.75	\$1,300.20	1.69
T.C.F. FINANCIAL CORP								
TCB								
Acquired 09/11/09 S	1,015	13.90	14,116.31		13,824.30	- 292.01		
Acquired 09/14/09 S	385	14.06	5,413.64		5,243.70	- 169.94		
Acquired 09/15/09 S	505	14.50	7,323.26		6,878.10	- 445.16		
Acquired 09/16/09 S	890	15.68	13,962.32		12,121.80	- 1,840.52		
Acquired 09/17/09 S	685	15.48	10,604.55		9,329.70	- 1,274.85		
Acquired 09/18/09 S	288	14.74	4,246.56		3,922.56	- 324.00		
Total	3,768		\$55,566.64	13.6200	\$51,320.16	- \$4,346.48	\$753.60	1.47
TIFFANY & CO NEW								
TIF								
Acquired 10/01/09 S	1,435	38.09	54,363.16	43.0000	61,705.00	7,041.84		1.58
VANGUARD SMALL CAP GROWTH ETF								
VBK								
Acquired 10/23/07 L	460	75.39	34,581.50		27,540.20	- 7,141.30		
Acquired 06/18/08 L	235	70.00	16,451.53		14,069.45	- 2,382.08		
Acquired 06/19/08 L	130	70.40	9,152.38		7,783.10	- 1,369.28		
Acquired 06/20/08 L	86	69.67	5,991.71		5,148.82	- 842.89		
Total	911		\$66,277.12	59.8700	\$54,541.57	- \$11,735.55	\$208.61	0.38
WESTAMERICA BANCORP								
WABC								
Acquired 11/19/08 L	141	50.35	7,100.60		7,807.17	706.57		
Acquired 11/20/08 L	175	48.33	8,458.50		9,689.75	1,231.25		
Acquired 11/21/08 L	175	44.49	7,787.48		9,689.75	1,902.27		
Acquired 11/24/08 L	175	49.67	8,693.86		9,689.75	995.89		
Acquired 11/25/08 L	179	50.63	9,063.18		9,911.23	848.05		
Total	845		\$41,103.62	55.3700	\$46,787.65	\$5,684.03	\$1,183.00	2.53
WHITING PETROLEUM CORP								
WLL								
Acquired 05/12/09 S	556	40.66	22,512.46		39,726.20	17,113.74		
Acquired 05/13/09 S	629	39.18	24,647.55		44,942.05	20,294.50		
Acquired 07/16/09 S	153	37.33	5,711.73		10,931.85	5,220.12		
Total	1,338		\$52,971.74	71.4500	\$95,600.10	\$42,628.36	N/A	N/A

THE PAL FOUNDATION
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DECEMBER 1 - DECEMBER 31, 2009
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Stocks and Options

Stocks continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Total Stocks	98.08			\$1,925,638.19		\$2,269,715.08	\$344,076.62	\$23,394.24	1.03
Total Stocks and Options	98.08			\$1,925,638.19		\$2,269,715.08	\$344,076.62	\$23,394.24	1.03

Cost information for one or more securities is not available. If you have cost information and would like to see it on future statements, contact Your Financial Advisor.