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Return of Private Foundation

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

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

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

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

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation The Guadalupe and Lilia Martinez Foundation		A Employer identification number 74-3005930
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 361 Pine Valley Drive		B Telephone number 972-549-1605
	City or town, state, and ZIP code Fairview, TX 75069		C If exemption application is pending, check here ☐
			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,496,515. (Part I, column (d) must be on cash basis.)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____			

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		497,863.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		444.	444.		Statement 1
4 Dividends and interest from securities		1,278,849.	1,278,849.		Statement 2
5a Gross rents		3,824.	3,824.		Statement 3
b Net rental income or (loss) 3,824.					
6a Net gain or (loss) from sale of assets not on line 10		-18,945.			
b Gross sales price for all assets on line 6a 4,239,608.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,294,818.	1,294,818.		Statement 4
12 Total. Add lines 1 through 11		3,056,853.	2,577,935.		
13 Compensation of officers, directors, trustees, etc.		236,667.	236,667.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 5		40,254.	40,254.		0.
b Accounting fees Stmt 6		7,575.	7,575.		0.
c Other professional fees Stmt 7		161,209.	161,209.		0.
17 Interest					
18 Taxes Stmt 8		71,250.	71,250.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		8,888.	8,888.		0.
22 Printing and publications					
23 Other expenses Stmt 9		61,902.	61,902.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		587,745.	587,745.		0.
25 Contributions, gifts, grants paid		1,806,140.			1,806,140.
26 Total expenses and disbursements. Add lines 24 and 25		2,393,885.	587,745.		1,806,140.
27 Subtract line 26 from line 12		662,968.			
a Excess of revenue over expenses and disbursements			1,990,190.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

**The Guadalupe and Lilia Martinez
Foundation**

74-3005930

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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			
	2 Savings and temporary cash investments	3,205,298.	3,139,007.	3,139,007.
	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 Stmt 10	20,980,590.	14,131,848.	14,621,443.
	b Investments - corporate stock Stmt 11	1,794,555.	3,971,706.	4,047,504.
	c Investments - corporate bonds Stmt 12	2,020,378.	6,774,467.	7,031,346.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 13	5,900,422.	6,604,495.	6,604,495.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ Statement 14)	63,520.	52,720.	52,720.	
16 Total assets (to be completed by all filers)	33,964,763.	34,674,243.	35,496,515.	
Liabilities	17 Accounts payable and accrued expenses		3,873.	
	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.	3,873.	
Net Assets or Fund Balances	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	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	33,964,763.	34,670,370.		
30 Total net assets or fund balances	33,964,763.	34,670,370.		
31 Total liabilities and net assets/fund balances	33,964,763.	34,674,243.		

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	33,964,763.
2 Enter amount from Part I, line 27a	2	662,968.
3 Other increases not included in line 2 (itemize) ▶ Tax-exempt interest	3	42,639.
4 Add lines 1, 2, and 3	4	34,670,370.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,670,370.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statement			
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 4,239,608.		4,258,553.	-18,945.

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

(i) FMV 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			
b			
c			
d			
e			-18,945.

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	-18,945.
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 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,873,800.	31,462,543.	.059557
2007	1,384,400.	25,252,377.	.054823
2006	1,304,506.	10,737,038.	.121496
2005	843,851.	2,243,801.	.376081
2004	908,769.	1,525,615.	.595674

2 Total of line 1, column (d)	2	1.207631
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	.241526
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	34,169,289.
5 Multiply line 4 by line 3	5	8,252,772.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,902.
7 Add lines 5 and 6	7	8,272,674.
8 Enter qualifying distributions from Part XII, line 4	8	1,806,140.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	39,804.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	39,804.
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	39,804.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	52,720.	
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	52,720.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	88.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,828.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 12,828. Refunded ☐	11	0.	

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
b 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
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? 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Robert J Gonzalez Telephone no ► 972-549-1605 Located at ► 361 Pine Valley Drive, Fairview, TX ZIP+4 ► 75069			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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

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
See Statement 15		236,667.	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

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	32,947,265.
b	Average of monthly cash balances	1b	1,742,369.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	34,689,634.
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	34,689,634.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	520,345.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,169,289.
6	Minimum investment return. Enter 5% of line 5	6	1,708,464.

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	1,708,464.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	39,804.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	39,804.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,668,660.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,668,660.
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	1,668,660.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,806,140.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,806,140.
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	1,806,140.

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				1,668,660.
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	907,581.			
b From 2005	734,156.			
c From 2006	779,258.			
d From 2007	1,384,400.			
e From 2008	353,382.			
f Total of lines 3a through e	4,158,777.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,806,140.				
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				1,668,660.
e Remaining amount distributed out of corpus	137,480.			
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	4,296,257.			
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	907,581.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,388,676.			
10 Analysis of line 9				
a Excess from 2005	734,156.			
b Excess from 2006	779,258.			
c Excess from 2007	1,384,400.			
d Excess from 2008	353,382.			
e Excess from 2009	137,480.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling



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

☐ 4942(i)(3) or ☐ 4942(i)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

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

a "Assets" alternative test - enter
(1) Value of all assets

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

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

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Robert J Gonzalez, 361 Pine Valley Drive, Fairview, TX 75069, 972-549-1605

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

Nature of Charity and Application of Funds

c Any submission deadlines

Reviewed Continuously

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

Section 501(c)(3) organizations primarily, but not necessarily located in Webb and Zapata Counties, Texas

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 | | X |
| (2) Other assets | | X |
| b Other transactions | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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.

Sign Here

Signature of officer or trustee

Date _____

Title

•

Date 8/9/12

Check if self-employed	
------------------------	--

Preparer's identifying number
P00553102

Firm's name (or yours if self-employed), address, and ZIP code **Sempera & Biediger PC, CPA's**
6800 Park Ten Blvd., Ste 217-N
San Antonio, Texas 78213-4215

Phone no (210) 736-2451

Form **990-PF** (2009)

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 Guadalupe and Lilia Martinez
Foundation

Employer identification number

74-3005930

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 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) and 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 its 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).

LHA 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
The Guadalupe and Lilia Martinez
Foundation

Employer identification number

74-3005930

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Guadalupe Martinez 2001 Trust 361 Pine Valley Dr Fairview, TX 75069	\$ 497,363.	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.)

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	2001 Martinez Trust	P		
b	500M Federal Home Loan Mtg Corp	P	01/05/07	01/09/09
c	500M Starwood Hotels	P	04/10/07	12/07/09
d	250M TXU Corporation	P	11/01/06	10/19/09
e	755M Federal National Mtg Assn	P	09/30/08	01/02/09
f	1000M Federal National Mtg Assn	P	10/20/08	01/07/09
g	1000M General Electric Cap Corp	P	09/08/08	03/09/09
h	250M Genworth Global Funding	P	08/21/09	12/15/09
i	Capital Gains Dividends			
j				
k				
l				
m				
n				
o				

(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 27,478.			27,478.
b 500,000.		499,575.	425.
c 530,000.		532,745.	-2,745.
d 176,250.		239,858.	-63,608.
e 755,000.		755,000.	0.
f 1,000,000.		997,000.	3,000.
g 1,000,000.		1,000,000.	0.
h 250,000.		234,375.	15,625.
i 880.			880.
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			27,478.
b			425.
c			-2,745.
d			-63,608.
e			0.
f			3,000.
g			0.
h			15,625.
i			880.
j			
k			
l			
m			
n			
o			

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	-18,945.
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	}	3	N/A

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

Source	Amount
Martinez 2001 Trust	444.
Total to Form 990-PF, Part I, line 3, Column A	444.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CB Richard Ellis Realty Trust	1,717.	0.	1,717.
CNL Lifestyle	2,943.	880.	2,063.
Cole	39,999.	0.	39,999.
Grubb & Ellis HC Trust	18,263.	0.	18,263.
Hines Reit	13,660.	0.	13,660.
Inland	14,619.	0.	14,619.
Linsco/Private Ledger	1,155,378.	0.	1,155,378.
Martinez 2001 Trust	3,441.	0.	3,441.
Wells	28,489.	0.	28,489.
Zapata Bankshares	1,220.	0.	1,220.
Total to Fm 990-PF, Part I, ln 4	1,279,729.	880.	1,278,849.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Rental - Zapata Bankshares	2	3,824.
Total to Form 990-PF, Part I, line 5a		3,824.

Form 990-PF	Other Income		Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Royalties - Martinez 2001 Trust	1,109,227.	1,109,227.		
Farming - Martinez 2001 Trust	-34,593.	-34,593.		
Ord Inc - Zapata Bankshares Inc	220,184.	220,184.		
Total to Form 990-PF, Part I, line 11	1,294,818.	1,294,818.		

Form 990-PF	Legal Fees		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	40,254.	40,254.		0.
To Fm 990-PF, Pg 1, ln 16a	40,254.	40,254.		0.

Form 990-PF	Accounting Fees		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	7,575.	7,575.		0.
To Form 990-PF, Pg 1, ln 16b	7,575.	7,575.		0.

Form 990-PF	Other Professional Fees		Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment fees	161,209. 0.	161,209. 0.		0. 0.
To Form 990-PF, Pg 1, ln 16c	161,209.	161,209.		0.

Form 990-PF	Taxes		Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	52,977.	52,977.		0.
Payroll tax	18,273.	18,273.		0.
To Form 990-PF, Pg 1, ln 18	71,250.	71,250.		0.

Form 990-PF	Other Expenses		Statement	9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative expenses	4,800.	4,800.		0.
Property management	33,300.	33,300.		0.
Office expense	1,605.	1,605.		0.
Survey, title & preservation	22,197.	22,197.		0.
To Form 990-PF, Pg 1, ln 23	61,902.	61,902.		0.

Form 990-PF	U.S. and State/City Government Obligations		Statement	10
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Fedl Home Loan Bank	X		299,499.	308,718.
Fedl Natl Mtg Assn	X		149,565.	153,563.
FHLB	X		103,092.	107,344.
FNMA	X		222,704.	235,005.
FHLB	X		248,721.	265,548.
Government National Mtg Assn	X		0.	0.
Federal Home Ln Mtg Corp	X		492,430.	515,000.
Federal Home Ln Mtg Corp	X		0.	0.
Federal Home Ln Mtg Corp	X		85,310.	87,172.
Federal Home Ln Mtg Corp	X		491,719.	524,783.
Federal National Mtg Assn	X		365,311.	381,721.
Federal National Mtg Assn	X		335,677.	352,558.

Government National Mtg Assn	X	381,554.	410,367.
Government National Mtg Assn	X	523,927.	560,419.
Federal Home Ln Mtg Corp	X	654,844.	683,428.
Federal Home Ln Mtg Corp	X	1,044,995.	1,079,558.
Federal Home Ln Mtg Corp	X	1,154,524.	1,186,776.
Federal Home Ln Mtg Corp	X	647,483.	656,138.
Fedl Natl Mtg Assn	X	1,650,638.	1,696,368.
Fedl Natl Mtg Assn	X	561,050.	577,277.
Fedl Natl Mtg Assn	X	952,347.	989,345.
Fedl Natl Mtg Assn	X	714,220.	731,716.
Fedl Natl Mtg Assn	X	745,710.	756,003.
Government National Mtg Assn	X	927,236.	971,988.
Government National Mtg Assn	X	41,481.	41,664.
Fedl Natl Mtg Assn	X	0.	0.
Fedl Natl Mtg Assn	X	0.	0.
Federal Home Ln Mtg Corp	X	281,514.	287,420.
Federal Farm Credit Bank	X	295,875.	295,500.
Federal National Mtg Assn	X	760,422.	766,064.
Total U.S. Government Obligations		14,131,848.	14,621,443.
Total State and Municipal Government Obligations			
Total to Form 990-PF, Part II, line 10a		14,131,848.	14,621,443.

Form 990-PF	Corporate Stock	Statement 11
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Description	Book Value	Fair Market Value
SPDR Series Trust Barclays Cap	1,045,812.	1,047,314.
Zapata National Bank	1,374,959.	1,374,959.
SPDR Series Trust Barclays Cap Tips	742,633.	767,700.
Evergreen Diversified Income Builder	374,345.	397,761.
Ivy Fds Inc Asset Strategy	371,737.	396,907.
Pimco Fds Pac Invt Mgm	62,220.	62,863.
Total to Form 990-PF, Part II, line 10b	3,971,706.	4,047,504.

Form 990-PF	Corporate Bonds	Statement 12
Description	Book Value	Fair Market Value
TXU Corp Note	0.	0.
Verizon NY	261,875.	272,003.
Starwood Hotels	0.	0.
Genl Electric Cap Corp	0.	0.
Alcoa Inc	214,455.	248,578.
American Express Corp	295,847.	330,381.
General Electric Cap Corp	514,650.	538,955.
Genworth Financial Inc	197,680.	198,364.
Goldman Sachs Group Inc	285,315.	306,408.
Lincoln Natl Corp	208,728.	209,008.
Philip Morris International Inc	332,760.	339,936.
Prologis Note	230,259.	230,058.
Prudential Financial Inc	237,824.	246,657.
UBS AG Stamford Branch	280,992.	308,307.
Verizon Communications Inc Note	307,405.	323,391.
AT&T Inc	503,255.	531,645.
Caterpillar Financial Services	209,000.	211,988.
Caterpillar Financial Services	316,461.	334,302.
Caterpillar Financial Services	264,355.	289,098.
ConocoPhillips	303,106.	322,107.
General Electric Cap Corp	254,800.	256,185.
General Electric Cap Corp	509,030.	531,545.
General Electric Cap Corp	1,046,670.	1,002,430.
Total to Form 990-PF, Part II, line 10c	6,774,467.	7,031,346.

Form 990-PF	Other Investments	Statement	13
Description	Valuation Method	Book Value	Fair Market Value
Cole Credit Property Trust II	FMV	1,387,893.	1,387,893.
Wells Real Estate Investment Trust II	FMV	939,201.	939,201.
Inland American Real Estate Trust	COST	960,350.	960,350.
CNL Lifestyle Properties, Inc	COST	918,522.	918,522.
Grubb Ellis Real Estate Tr	COST	945,211.	945,211.
CB Richard Ellis Real Estate Tr	COST	459,019.	459,019.
Hines Reit	COST	994,299.	994,299.
Total to Form 990-PF, Part II, line 13		6,604,495.	6,604,495.

Form 990-PF	Other Assets		Statement 14
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Federal Tax Deposits	63,520.	52,720.	52,720.
To Form 990-PF, Part II, line 15	63,520.	52,720.	52,720.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 15
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Maria Louisa Sandlin 1617 Galveston St Laredo, TX 78043	V-President/Director 5.00	35,000.	0.	0.
Larry Sandlin 1617 Galveston St Laredo, TX 78043	V-President/Director 5.00	35,000.	0.	0.
Shirley Gonzalez 361 Pine Valley Dr Fairview, TX 75069	President/Director 25.00	50,000.	0.	0.
Robert Gonzalez 361 Pine Valley Dr Fairview, TX 75069	Sec-Treas/Director 35.00	40,000.	0.	0.
Robert J Gonzalez Jr 12218 Fall River Pass Lane Humble, TX 77346	Director 15.00	30,000.	0.	0.
David M Slaughter PO Box 661 Laredo, TX 78042	Director 5.00	20,000.	0.	0.
Ana A Adams 746 Cherry Blossom Lane Allen, TX 78002	Director 10.00	20,000.	0.	0.
Patrick H Sandlin 522 Blanning Drive Dallas, TX 75218	Director 5.00	6,667.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		236,667.	0.	0.

Form 990-PF	Grants and Contributions Paid During the Year	Statement 16
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Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Bethany House 819 Hidalgo St Laredo, TX 78040	None Operating fund	Public	175,000.
Children's Advocacy Center of Laredo - Webb County 111 N Merida Laredo, TX 78043	None Operating fund	Public	12,500.
Diocese of Laredo 1901 Corpus Christi St Laredo, TX 78043	None Operating fund	Public	427,500.
Families for Autism Support and Awareness PO Box 440851 Laredo, TX 780440851	None Operating fund	Public	5,000.
Gateway Community Health Center PO Box 3397 Laredo, TX 780443397	None Operating fund	Public	15,000.
Girl Scouts of Greater South Texas 202 East Madison Harlingen, TX 78550	None Building fund	Public	25,000.
Habitat for Humanity of Laredo - Webb County PO Box 440709 Laredo, TX 78044	None Operating fund	Public	70,000.
Holding Institute, Inc 1102 Santa Maria Avenue Laredo, TX 78040	None Operating fund	Public	50,000.

The Guadalupe and Lilia Martinez Foundat			74-3005930
Juvenile Diabetes Research Foundation International 7913 McPherson, Suite 105 Laredo, TX 78045	None Operating fund	Public	5,000.
Laredo Center for the Arts 500 San Agustin Laredo, TX 78040	None Operating fund	Public	10,000.
Laredo Community College Education Foundation West End Washington St Laredo, TX 780404395	None Operating fund	Public	220,000.
Laredo Musical Theater International PO Box 450497 Laredo, TX 780450011	None Operating fund	Public	30,000.
Laredo Regional Food Bank, Inc 2802 Anna Avenue Laredo, TX 78040	None Operating fund	Public	10,000.
Laredo Women's Healthcare Conference Alamo Public Telecommunication Council - 501 Broadway San Antonio, TX 78205	None Operating fund	Public	5,000.
Make A Wish Foundation of America 3550 N Central Ste 300 Phoenix, AZ 85012	None Operating fund	Public	6,000.
Mercy Ministries 2500 Zacatecas St Laredo, TX 780430169	None Operating fund	Public	100,000.
Rio Grande International Study Center West End Washington St Laredo, TX 78040	None Operating fund	Public	75,000.
River Pierce Foundation Box 249 San Ygnacio, TX 78067	None Operating fund	Public	37,700.

<u>The Guadalupe and Lilia Martinez Foundat</u>			<u>74-3005930</u>
Ruth B Cowl's Rehabilitation Center 1220 Malinche Ave Laredo, TX 78043	None Operating fund	Public	20,000.
South Tex Council on Alcohol & Drug Abuse Box 3090 Laredo, TX 78044	None Operating fund	Public	30,000.
South Texas Food Bank Box 2007 Laredo, TX 78044	None Operating fund	Public	15,000.
Texas A&M International University Alumni Association PO Box 451208 Laredo, TX 78045	None Operating fund	Public	195,000.
The Laredo Rotary Club Foundation, Inc 8116 Stillmeadow Ct. Laredo, TX 78045	None Operating fund	Public	22,400.
The Salvation Army, South Texas/Rio Grande Valley 4125 Mountain View Drive Corpus Christi, TX 78410	None Operating fund	Public	5,000.
UT Health Science Center 7703 Floyd Curl Dr San Antonio, TX 782293900	None Operating fund	Public	100,000.
Zapata County Economic Development Center, Inc PO Box 549 Zapata, TX 78076	None Operating fund	Public	91,540.
Buckner Foundation 600 North Pearl St. Dallas, TX 75201	None Operating fund	Public	10,000.
Dr. Leo Cigarroa High School 2600 Zacatecas Laredo, TX 78045	None Operating fund	Public	7,500.

<u>The Guadalupe and Lilia Martinez Foundat</u>			<u>74-3005930</u>
Junior Achievement of Laredo	None	Public	
1 West End Washington St., P-11	Operating fund		6,000.
Laredo, TX 78040			
The Laredo Animal Protective	None	Public	25,000.
Society	Operating fund		
2500 Gonzalez St. Laredo, TX			
78040			
Total to Form 990-PF, Part XV, line 3a			<u>1,806,140.</u>

Form 990-PF

Grants and Contributions
Approved for Future Payment

Statement 17

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Diocese of Laredo 1901 Corpus Christi St Laredo, TX 78043	None Operating fund	Public	67,500.
Mercy Ministries 2500 Zacatecas St Laredo, TX 780430169	None Operating fund	Public	100,000.
River Pierce Foundation Box 249 San Ygnacio, TX 78067	None Operating fund	Public	76,000.
Texas A&M International University Alumni Association PO Box 451208 Laredo, TX 78045	None Operating fund	Public	370,000.
The University of Texas Foundation, Inc PO Box 250 Austin, TX 787670250	None Operating fund	Public	500,000.
Habitat for Humanity of Laredo - Webb County PO Box 440709 Laredo, TX 78044	None Operating fund	Public	80,000.
Bethany House 819 Hidalgo St Laredo, TX 78040	None Operating fund	Public	175,000.
Total to Form 990-PF, Part XV, line 3b			1,368,500.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization The Guadalupe and Lilia Martinez Foundation	Employer identification number 74-3005930
	Number, street, and room or suite no. If a P.O. box, see instructions. 361 Pine Valley Drive	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Fairview, TX 75069	

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

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

Robert J Gonzalez

- The books are in the care of ▶
- 361 Pine Valley Drive - Fairview, TX 75069**

Telephone No. ▶ **972-549-1605**

FAX No. ▶

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

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	52,720.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	52,720.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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

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