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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

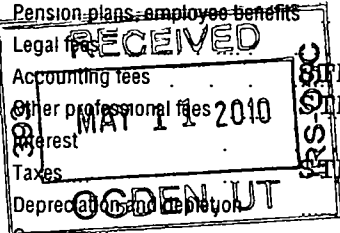
For calendar year **2009**, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation CELIA BERWIN MEMORIAL FOUNDATION	A Employer identification number 74-6074127
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1880 CR 3615	B Telephone number 830-466-5428
	City or town, state, and ZIP code BIG FOOT, TX 78005	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 658,134.	(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	24,186.	24,186.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<55,783.>			
b Gross sales price for all assets on line 6a	464,463.			
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	86.	0.		STATEMENT 2
12 Total Add lines 1 through 11	<31,511.>	24,186.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	1,265.	1,265.		0.
c Other professional fees	4,522.	4,522.		0.
17 Interest				
18 Taxes	459.	176.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses Add lines 13 through 23	6,246.	5,963.		0.
25 Contributions, gifts, grants paid	35,000.			35,000.
26 Total expenses and disbursements. Add lines 24 and 25	41,246.	5,963.		35,000.
27 Subtract line 26 from line 12	<72,757.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		18,223.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	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	73,492.	24,905.	24,905.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock STMT 6	238,916.	155,047.	179,883.	
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 7	347,739.	408,388.	453,346.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	660,147.	588,340.	658,134.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	509,427.	509,427.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	150,720.	78,913.		
30	Total net assets or fund balances	660,147.	588,340.			
31	Total liabilities and net assets/fund balances	660,147.	588,340.			

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	660,147.
2	Enter amount from Part I, line 27a	2	<72,757.>
3	Other increases not included in line 2 (itemize) ▶ CHANGES TO TAX BASIS OF ASSETS	3	950.
4	Add lines 1, 2, and 3	4	588,340.
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	588,340.

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 VARIOUS SALES THRU FROST AGENCY	P	VARIOUS	VARIOUS
b VARIOUS SALES THRU FROST AGENCY	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 126,890.		127,231.	<341.>
b 336,094.		393,015.	<56,921.>
c 1,479.			1,479.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col. (j), if any	
a			<341.>
b			<56,921.>
c			1,479.
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	<55,783.>
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	32,000.	682,962.	.046855
2007	37,367.	749,722.	.049841
2006	32,000.	711,312.	.044987
2005	35,677.	700,945.	.050898
2004	35,391.	700,708.	.050507

2 Total of line 1, column (d)	2	.243088
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	.048618
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	598,106.
5 Multiply line 4 by line 3	5	29,079.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	182.
7 Add lines 5 and 6	7	29,261.
8 Enter qualifying distributions from Part XII, line 4	8	35,000.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	182.
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	182.
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	182.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	480.
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	480.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	298.
11	Enter the amount of line 10 to be credited to 2010 estimated tax. 298. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
1d		
1e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of JANIE MANN Telephone no 830-466-5428
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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? 6b Yes No
 If "Yes" to 6b, file Form 8870. 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? 7b Yes No 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.

(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
JOHN HARRIS 6035 FOREST SHADOW SAN ANTONIO, TX 78240	PRESIDENT & TRUSTEE 0.00	0.	0.	0.
JANIE MANN 1880 CR 3615 BIG FOOT, TX 78005	TREASURER & TRUSTEE 0.00	0.	0.	0.
SUSAN PETERS 6035 FOREST SHADOW SAN ANTONIO, TX 78240	SECRETARY & TRUSTEE 0.00	0.	0.	0.
DOTTIE SOBRINO 6035 FOREST SHADOW SAN ANTONIO, TX 78240	TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	568,808.
b	Average of monthly cash balances	1b	38,406.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	607,214.
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	607,214.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,108.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	598,106.
6	Minimum investment return. Enter 5% of line 5	6	29,905.

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	29,905.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	182.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	182.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,723.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	29,723.
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	29,723.

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	35,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	35,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	182.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,818.

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				29,723.
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	135.			
b From 2005	1,276.			
c From 2006				
d From 2007	1,147.			
e From 2008				
f Total of lines 3a through e	2,558.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 35,000.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				29,723.
e Remaining amount distributed out of corpus	5,277.			
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:	7,835.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			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	135.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	7,700.			
10 Analysis of line 9				
a Excess from 2005	1,276.			
b Excess from 2006				
c Excess from 2007	1,147.			
d Excess from 2008				
e Excess from 2009	5,277.			

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					
3 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(j)(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					

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

SEE STATEMENT 8

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

c Any submission deadlines

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

2009 FORM 990

Account Name:

CELIA BERWIN FOUNDATION MGMT AGCY F0773400

Account Number: F0773400

Tax I.D. Number: XX-XXX4127



Frost Bank

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
60.00000	ORACLE CORPORATION*	05/27/2005	10/01/2009	1,225.04	771 05	453 99
12,979.26500	PIMCO TOTAL RETURN INSTL CLASS-*	VAR	04/06/2009	131,090 58	138,715 50	-7,624 92
11 00000	PNC FINANCIAL SERVICES GROUP COM*	01/30/2008	04/08/2009	341 03	701 91	-360 88
25 00000	PETROLEO BRASILEIRO SA PETRO ADR*	04/20/2005	06/08/2009	1,056 44	266 23	790 21
30 00000	PETROLEO BRASILEIRO SA PETRO ADR*	VAR	07/01/2009	1,243 43	561 43	682 00
10 00000	PROCTER & GAMBLE CO COM *	03/26/2007	01/09/2009	602.47	635.99	-33 52
50 00000	PROCTER & GAMBLE CO COM *	VAR	04/30/2009	2,471.67	3,201 98	-730 31
45 00000	RAYTHEON CO NEW COM*	VAR	08/24/2009	2,158 75	2,729 83	-571 08
10 00000	SCHLUMBERGER LIMITED COM*	05/06/2008	07/01/2009	548 75	1,034 29	-485.54
90 00000	SPECTRA ENERGY CORP COM*	09/11/2007	09/28/2009	1,724.12	2,165 16	-441.04
0 07480	TAIWAN SEMICONDUCTOR MFG CO ADR*	09/21/2007	08/19/2009	0 75	0 76	-0.01
241.71600	THORNBURG INTL VALUE FUND INSTL CL-*	04/22/2004	03/02/2009	3,799 78	4,449 99	-650.21
1,300 43200	THORNBURG INTL VALUE FUND INSTL CL-*	VAR	04/06/2009	23,758 89	26,317 94	-2,559.05
85.00000	US BANCORP DEL NEW COM*	VAR	04/08/2009	1,213 05	2,716 52	-1,503.47
45.00000	ULTRA PETROLEUM CORP*	VAR	06/19/2009	1,959 72	3,457 72	-1,498 00
8,342 00000	VANGUARD SHORTTERM INV GRADE INSTL-*	VAR	04/06/2009	81,251 08	88,042 49	-6,791.41
68 00000	WELLS FARGO & CO NEW COM*	04/19/2004	02/11/2009	1,176 48	1,904.68	-728 20
40 00000	ZIMMER HLDGS INC*	VAR	01/29/2009	1,495 72	3,192 09	-1,696.37
	TOTAL 15% MAXIMUM RATE SALES REPORTED ON 1099-B			336,094 16	393,015 24	-56,921.08
	TOTAL LONG-TERM SALES			336,094 16	393,015 24	-56,921 08

IMPORTANT TAX RETURN DOCUMENT ENCLOSED

Account Name:

CELIA BERWIN FOUNDATION MGMT AGCY F0773400



Frost Bank

Account Number: F0773400

Tax I.D. Number: XX-XXX4127

DETAIL OF SHORT-TERM CAPITAL GAINS AND LOSSES

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
55 00000	PRINCIPAL FINANCIAL GROUP COM*	VAR	12/17/2009	1,301.26	1,352.77	-51.51
5 00000	PROCTER & GAMBLE CO COM *	08/07/2008	04/30/2009	247.17	338.36	-91.19
70 00000	QUANTA SERVICES INC COM*	VAR	11/27/2009	1,313.86	1,192.64	121.22
10 00000	RAYTHEON CO NEW COM*	10/10/2008	08/24/2009	479.72	454.40	25.32
5 00000	RIO TINTO PLC SPON ADR*	09/28/2009	12/17/2009	1,014.87	864.25	150.62
15 00000	SAP AG SPONSORED ADR*	VAR	12/17/2009	675.58	710.08	-34.50
25 00000	SCHWAB CHARLES CORP NEW COM*	10/28/2008	07/01/2009	430.19	392.41	37.78
96.00000	SELECT SECTOR SPDR FD HEALTH CARE*	VAR	05/20/2009	2,462.06	3,001.30	-539.24
285.00000	SELECT SECTOR SPDR FD - FINANCIAL*	03/13/2009	06/18/2009	3,364.51	2,347.97	1,016.54
210 00000	SELECT SECTOR SPDR FD - TECHNOLOGY *	VAR	07/13/2009	3,663.67	3,328.46	335.21
10 00000	SIEMENS A G SPONSORED ADR*	VAR	12/17/2009	883.98	937.55	-53.57
10 00000	SPECTRA ENERGY CORP COM*	10/21/2008	09/28/2009	191.57	195.28	-3.71
65 00000	STEEL DYNAMICS INC COM*	06/15/2009	12/17/2009	1,121.87	977.37	144.50
30 00000	SUNCOR ENERGY INC*	10/22/2009	12/17/2009	1,025.07	1,116.69	-91.62
90 00000	SYMANTEC CORP COM*	03/10/2009	08/13/2009	1,386.19	1,204.02	182.17
15 00000	SYNGENTA AG ADR*	03/17/2009	09/15/2009	714.24	586.46	127.78
30 00000	SYSCO CORP COM*	11/06/2008	07/16/2009	681.85	747.44	-65.59
566 83500	TEMPLETON GLOBAL BOND FUND*	06/25/2009	12/08/2009	7,164.79	6,609.30	555.49
25 00000	TENARIS S A SPONSORED ADR*	04/22/2009	12/17/2009	1,009.22	606.46	402.76
300 00000	THORNBURG INTL VALUE FUND INSTL CL-*	12/02/2008	04/06/2009	5,481.00	5,460.00	21.00
15.00000	TIDEWATER INC COM*	07/01/2009	12/17/2009	695.53	647.94	47.59
20 00000	ULTRA PETROLEUM CORP*	10/10/2008	07/01/2009	770.75	794.86	-24.11
40 00000	VALE SA SP ADR*	02/10/2009	12/17/2009	1,099.17	646.65	452.52
25.00000	VERIZON COMMUNICATIONS*	10/21/2008	06/05/2009	734.83	711.76	23.07
20 00000	WEATHERFORD INTERNATIONAL LTD COM*	03/11/2009	07/01/2009	398.62	222.20	176.42
75.00000	WEATHERFORD INTERNATIONAL LTD COM*	VAR	11/27/2009	1,196.21	1,066.76	129.45
	TOTAL SHORT-TERM SALES REPORTED ON 1099-B			126,890.03	127,231.25	-341.22
	TOTAL SHORT-TERM SALES			126,890.03	127,231.25	-341.22

Account Name:

CELIA BERWIN FOUNDATION MGMT AGCY F0773400



Account Number: F0773400

Tax I.D. Number: XX-XXX4127

Frost Bank

DETAIL OF SHORT-TERM CAPITAL GAINS AND LOSSES

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
	SHORT-TERM SALES REPORTED ON FORM 1099-B: -----					
40 00000	AT & T INC COM*	10/10/2008	09/10/2009	1,045.09	936 00	109 09
620 99900	FROST LOW DURATION BOND FD I-*	04/06/2009	12/08/2009	6,588.80	6,110 63	478 17
40.00000	ALCOA INC COM	10/10/2008	01/14/2009	358.04	445 99	-87 95
23 00000	BB&T CORP COM*	04/03/2008	03/03/2009	348 17	778 44	-430 27
96 00000	BANK OF AMERICA CORP COM *	VAR	01/20/2009	554 72	2,433 48	-1,878 76
19.00000	BANK OF HAWAII CORP COM*	VAR	12/17/2009	868 08	782 34	85 74
40.00000	BANK OF NEW YORK MELLON CORP COM*	01/15/2009	10/14/2009	1,102 67	901 07	201 60
12.00000	BECTON DICKINSON & CO COM*	08/04/2008	04/30/2009	730.18	1,017 60	-287 42
25.00000	CENOVUS ENERGY INC COM*	03/03/2009	12/17/2009	610 98	443 08	167 90
45.00000	CHESAPEAKE ENERGY CORP COM*	05/12/2009	12/17/2009	1,129.47	1,005.92	123 55
10.00000	CHINA MOBILE LTD*	10/10/2008	09/17/2009	501 90	429.24	72 66
2.00000	COGNIZANT TECH SOLUTIONS CL A*	09/23/2008	08/28/2009	70 95	50.09	20 86
20 00000	CONOCOPHILLIPS COM*	10/10/2008	03/10/2009	756.52	1,032.52	-276 00
25 00000	CUMMINS INC*	VAR	12/17/2009	1,162 72	816 68	346 04
150.00000	DELL INC COM*	VAR	12/01/2009	2,068 71	2,023.66	45 05
34.00000	DIAGEO PLC SPONSORED ADR*	VAR	03/19/2009	1,458 83	2,251.72	-792 89
35 00000	DOW CHEMICAL CO COM *	08/18/2009	12/17/2009	929 57	738 56	191 01
30 00000	EATON CORP COM*	10/10/2008	07/09/2009	1,225 68	1,470 62	-244 94
25.00000	ENCANA CORP*	03/03/2009	12/17/2009	762 73	470.48	292 25
850.00000	FORWARD HOOVER SMALL CAP EQUITY -*	VAR	04/06/2009	9,571 00	11,850.00	-2,279 00
200 00000	FORWARD INTL SMALL COMPANIES-INST-*	12/02/2008	10/05/2009	2,394.00	1,748 00	646 00
47.00000	GAMESTOP CORP CL A COM*	VAR	07/02/2009	989 26	1,129 72	-140 46
13.00000	GAMESTOP CORP CL A COM*	01/22/2009	07/06/2009	272.52	311 16	-38 64
25 00000	GENTEX CORP COM*	08/27/2009	12/17/2009	439 98	350 53	89.45
25.00000	GENZYME CORP-GENERAL DIVISION COM*	VAR	08/07/2009	1,217 67	1,687 08	-469 41
30.00000	GOODRICH CORP COM*	10/10/2008	08/04/2009	1,603 39	945 68	657 71
40 00000	HALLIBURTON CO COM*	10/13/2008	07/01/2009	839 46	746 00	93.46
30.00000	HOME DEPOT INC COM *	07/30/2009	12/17/2009	864 57	780 26	84 31
10 00000	INTUITIVE SURGICAL INC COM*	10/13/2008	05/22/2009	1,430 07	1,939 76	-509.69
5 00000	JPMORGAN CHASE & CO COM*	07/23/2008	03/03/2009	106 58	205.27	-98.69
10.00000	JPMORGAN CHASE & CO COM*	10/13/2008	10/01/2009	426 30	437 80	-11 50
35 00000	KENNAMETAL INC COM*	VAR	12/17/2009	920.47	769 59	150.88
15 00000	M&T BANK CORP COM*	06/05/2009	12/17/2009	952 77	732.28	220 49
40 00000	MANULIFE FINANCIAL CORP COM*	01/22/2009	06/22/2009	699 94	642 43	57 51
80 00000	MARSH & MCLENNAN COS INC COM	VAR	05/19/2009	1,536 60	2,112 26	-575 66
45 00000	MAXIM INTEGRATED PRODUCTS INC COM*	VAR	12/17/2009	881.52	642 91	238 61
50 00000	MCAFEЕ INC COM*	02/18/2009	12/09/2009	1,874 03	1,524 81	349 22
25 00000	MCGRAW HILL COMPANIES INC	05/29/2009	09/09/2009	666 45	746 41	-79 96
25.00000	MEDTRONIC INC COM*	05/20/2009	12/17/2009	1,068 23	814 89	253 34
10 00000	MOSAIC COMPANY COM*	02/06/2009	07/01/2009	448 91	436 43	12 48
20.00000	MOSAIC COMPANY COM*	02/06/2009	12/17/2009	1,119 38	872 87	246 51
5 00000	NOKIA CORP SPONSORED PREFER	10/13/2008	07/23/2009	66 47	81 90	-15 43
20 00000	NORFOLK SOUTHERN CORP COM*	05/21/2009	12/17/2009	1,041 97	689 79	352 18
20 00000	NORTHERN TRUST CORP COM*	07/01/2009	12/17/2009	975 97	1,067 88	-91 91
30 00000	NORTHROP GRUMMAN CORP COM*	VAR	08/11/2009	1,402 71	1,547 47	-144 76
10 00000	NUCOR CORP COM*	02/12/2009	12/17/2009	429 48	426 44	3 04
540 00000	PIMCO FOREIGN BD (USD HEDGED)-INSTL*	09/29/2008	05/06/2009	4,978 80	5,248 80	-270 00
2,555 80800	PIMCO FOREIGN BD (USD HEDGED)-INSTL*	VAR	06/25/2009	24,382 41	24,635 20	-252 79
20 00000	PNC FINANCIAL SERVICES GROUP COM*	01/22/2009	04/08/2009	620 06	600 99	19 07
25 00000	PACCAR INC COM*	VAR	12/17/2009	887 47	855 14	32 33

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROST NATIONAL BANK TRUSTEE	25,665.	1,479.	24,186.
TOTAL TO FM 990-PF, PART I, LN 4	25,665.	1,479.	24,186.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEE REBATES	16.	0.	
MISCELLANEOUS	70.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	86.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,265.	1,265.		0.
TO FORM 990-PF, PG 1, LN 16B	1,265.	1,265.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSET MANAGEMENT FEES	4,522.	4,522.		0.
TO FORM 990-PF, PG 1, LN 16C	4,522.	4,522.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD ON INVESTMENT	176.	176.		0.
EXCISE TAX ON INVESTMENT INCOME	283.	0.		0.
TO FORM 990-PF, PG 1, LN 18	459.	176.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MICROSOFT	4,590.	3,657.	
GENERAL ELECTRIC	2,638.	2,648.	
PEPSICO	2,205.	2,432.	
DU PONT	0.	0.	
EMERSON ELECTRIC	3,228.	4,515.	
DOMINION RES INC	0.	0.	
J P MORGAN CHASE	3,050.	3,542.	
WELLS FARGO	0.	0.	
COGNIZANT TECH SOLUTIONS	1,363.	3,309.	
GOODRICH CORP	0.	0.	
ISHARES COHEN & STEERS	17,430.	18,382.	
JOHNSON & JOHNSON	1,549.	1,610.	
ORACLE CORP	1,028.	1,962.	
PETROLEO BRASILEIRO	1,868.	3,290.	
APPLE INC	1,572.	5,268.	
CONOCOPHILLIPS	0.	0.	
CVS CAREMARK CORP	0.	0.	
GENENTECH	0.	0.	
INTUITIVE SURGICAL	0.	0.	
MONSANTO	0.	0.	
NOVARTIS AG	1,428.	1,633.	
VERIZON COMMUNICATIONS	0.	0.	
AIR PRODUCTS & CHEMICALS	2,711.	2,999.	
ALCOA	0.	0.	
ALLERGAN	4,674.	4,600.	
AT&T	0.	0.	
AUTOMATIC DATA PROCESSING	0.	0.	
BANK OF AMERICA	0.	0.	
CATERPILLAR	0.	0.	
COCA COLA	2,250.	2,565.	
COLGATE PALMOLIVE	0.	0.	

COMCAST CORP	0.	0.
CONAGRA FOODS	0.	0.
GENERAL DYNAMICS	0.	0.
GILEAD SCIENCES	1,829.	2,163.
GOOGLE	2,619.	3,100.
HALLIBURTON	0.	0.
HONEYWELL INTL	2,633.	2,352.
HSBC HOLDINGS	3,727.	3,197.
KIMBERLY CLARK	0.	0.
NOKIA	0.	0.
PATTERSON UTI ENERGY	2,819.	2,609.
PFIZER	2,179.	1,637.
PROCTER & GAMBLE	0.	0.
RAYTHEON	0.	0.
SPECTRA ENERGY	0.	0.
TAIWAN SEMICONDUCTOR	2,202.	2,471.
US BANCORP	0.	0.
VODAFONE	3,225.	2,540.
ZIMMER HOLDINGS	0.	0.
AFLAC INC	3,026.	5,087.
ALLSTATE CORP	2,408.	1,953.
BAXTER INTERNATIONAL	2,562.	2,641.
BB&T CORP	0.	0.
BECTON DICKINSON	0.	0.
CHINA MOBILE LTD	0.	0.
CHURCH & DWIGHT	0.	0.
CISCO SYSTEM	3,996.	4,237.
CORNING INC	0.	0.
COSTCO WHOLESALE CORP	1,687.	1,775.
DIAGEO PLC	0.	0.
EATON CORP	0.	0.
FPL GROUP	1,113.	1,320.
GENZYME CORP	0.	0.
HEWLETT PACKARD	2,315.	2,575.
INTEL CORP	3,317.	4,386.
LIMITED BRANDS	0.	0.
MARSH & MCLENNAN	0.	0.
MCDONALDS	1,383.	1,561.
MERCK	2,907.	2,887.
NORTHROP GRUMMAN	0.	0.
NUVASIVE	2,515.	1,759.
OREILLY AUTOMOTIVE	1,485.	2,287.
PHILIP MORRIS	4,421.	4,482.
PNC FINANCIAL SERVICES	0.	0.
SCHLUMBERGER	3,858.	3,385.
SCHWAB, CHARLES	1,346.	1,600.
SELECT SECTOR SPDR FD - TECHNOLOGY	0.	0.
SELECT SECTOR SPDR FD - HEALTHCARE	0.	0.
SYSCO CORP	0.	0.
ULTRA PETROLEUM	0.	0.
ABERCROMBIE & FITCH	2,458.	2,788.
AMERICAN EXPRESS	837.	1,013.
AMERIPRISE FINANCIAL	1,770.	2,912.
APPLIED MATERIALS	1,639.	1,743.

BAIDU, INC	1,143.	2,879.
BARD C. R., INC	1,077.	1,169.
BP PLC SPONSORED ADR	1,329.	1,739.
CARNIVAL CORP	1,995.	2,218.
DEERE & CO	1,603.	1,893.
DEVRY INC	2,041.	2,269.
EMC CORP	1,844.	2,621.
EXXON MOBIL	2,822.	2,728.
ILLINOIS TOOL WORKS	1,665.	1,920.
INVESCO LTD	1,520.	1,762.
LOWES	1,446.	1,637.
MASTERCARD	1,215.	1,792.
METLIFE	1,769.	1,591.
NYSE EURONEXT	1,740.	1,518.
PRICELINE.COM	1,213.	3,276.
QUALCOMM	1,632.	1,619.
SOUTHWEST AIRLINES	998.	1,600.
ST JUDE MEDICAL	1,747.	1,655.
STARBUCKS	1,309.	2,537.
TEREX	1,653.	1,624.
URBAN OUTFITTERS	818.	1,750.
WAL MART	1,516.	1,604.
XTO ENERGY	1,628.	1,861.
YUM! BRANDS	1,464.	1,749.
TOTAL TO FORM 990-PF, PART II, LINE 10B	155,047.	179,883.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FORWARD HOOVER SMALL CAP EQ FD	COST	0.	0.
THORNBURG INTL VALUE FUND	COST	0.	0.
PIMCO FUNDS TOTAL RETURN FUND	COST	0.	0.
FORWARD INTL SMALL COMPANIES	COST	0.	0.
IVY GLOBAL NATURAL RESOURCES	COST	16,267.	14,516.
VANGUARD S/T INV GRADE INSTL	COST	0.	0.
PIMCO FOREIGN BD(USD HEDGED)	COST	0.	0.
FROST DIVIDEND VALUE EQUITY FUND	COST	44,963.	45,683.
FROST HOOVER SMALL MID CAP EQ FUND	COST	17,489.	22,523.
FROST INTL EQUITY FUND	COST	28,764.	40,086.
MAINSTAY CONVERTIBLE FUND	COST	13,595.	16,415.
T ROWE PRICE INTL DISCOVERY FD	COST	9,213.	9,476.
FROST LOW DURATION BOND FUND	COST	65,943.	70,366.
FROST TOTAL RETURN BOND FUND	COST	176,978.	195,814.
IVY HIGH INCOME FUND	COST	17,417.	19,139.
TEMPLETON GLOBAL BOND FUND	COST	17,759.	19,328.
TOTAL TO FORM 990-PF, PART II, LINE 13		408,388.	453,346.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JANIE MANN, CELIA BERWIN MEMORIAL FOUNDATION
1880 CR 3615
BIG FOOT AS 78005

TELEPHONE NUMBER

830-466-5428

FORM AND CONTENT OF APPLICATIONS

SUBMIT MATERIALS CONCERNING RESUMES OF EDUCATION AND EXPERIENCE. SUBMIT REFERENCES, PROFESSIONAL, EDUCATIONAL, AND CHARACTER.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE