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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 (77)

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

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

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 RED OAK FOUNDATION		A Employer identification number 75-2382416
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions)
	City or town, state, and ZIP code FORT WORTH, TX 76107		C If exemption application is pending check here <input type="checkbox"/>

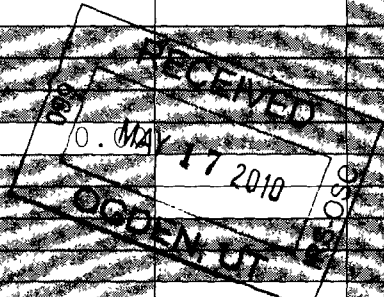
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **246,244.00**

J Accounting method Cash Accrual
 Other (specify) _____

E If private foundation status was terminated under section 507(b)(1)(A) check here
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	130,000			
	2 Check <input 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	776	776	776	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0.00				
11 Other income (attach schedule)	8,480	8,480	8,480		
12 Total. Add lines 1 through 11	139,256.00	9,256.00	9,256.00		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	68,900	5,000	5,000	68,900
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	640			640
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,272	1,272	1,272	
	19 Depreciation (attach schedule) and depletion	1,551	1,551	1,551	1,551
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	15,161	3,000	3,000	15,161
	23 Other expenses (attach schedule)	411	411	411	411
	24 Total operating and administrative expenses. Add lines 13 through 23	87,935.00	11,234.00	11,234.00	86,663.00
	25 Contributions, gifts, grants paid	87,791			87,791
26 Total expenses and disbursements Add lines 24 and 25	175,726.00	11,234.00	11,234.00	74,454.00	
27 Subtract line 26 from line 12	(36,470.00)				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		0.00			
c Adjusted net income (if negative, enter -0-)			0.00		



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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	34,964	9,510	9,510
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	129,268	60,915	150,238
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	5,087	3,536	5,000
15 Other assets (describe ▶ BOOKS)	17,521	76,409	81,496	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	186,840.00	150,370.00	246,244.00	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.00	0.00		
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 type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	186,840	150,370	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	186,840.00	150,370.00		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	186,840.00	150,370.00		

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	186,840.00
2 Enter amount from Part I, line 27a	2	(36,470.00)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	150,370.00
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	150,370.00

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 JPMORGAN SHORT DURATION BOND SELECT		P	12/15/2008	03/01/09
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 46,100	0	46,100	0.00	
b				
c				
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))	
(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		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	163,524	250,025	0.6540
2007	146,995	376,237	0.3907
2006	237,570	336,988	0.7050
2005	144,640	393,079	0.3680
2004	140,752	503,373	0.2796
2 Total of line 1, column (d)			2.3973
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			.47946
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			13,312
5 Multiply line 4 by line 3			6,382.57
6 Enter 1% of net investment income (1% of Part I, line 27b)			0
7 Add lines 5 and 6			6,382.57
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			174,454

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	0
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	
3 Add lines 1 and 2	3	0.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	0.00
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	0.00
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	0.00
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.00
11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	0.00

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TEXAS		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VI-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 page 20 of the 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 ▶	13	X	
14	The books are in care of ▶ NAN MATSON Telephone no ▶ 817/332-5332 Located at ▶ 304 CARROLL STREET, FORT WORTH, TX ZIP+4 ▶ 76107			
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			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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 page 20 of the instructions)	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 ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b**

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? 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? Yes No
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? Yes No **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
I. JON BRUMLEY 2901 TEMPLE HALL, GRANBURY	DIRECTOR 1.0	0	0	0
REBECCA BRUMLEY 2901 TEMPLE HALL, GRANBURY	DIRECTOR 30.0	0	0	0
LOUIS BALDWIN 810 HOUSTON ST. FORT WORTH	DIRECTOR 1.0	0	0	0
NAN MATSON 304 CARROLL ST, FORT WORTH	DIRECTOR 40.0	68,900	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE"

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

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

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 SEE INFORMATION ATTACHED	87,791
2 -----	
3 -----	
4 -----	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 -----	
2 -----	
All other program-related investments See page 24 of the instructions	
3 -----	
Total. Add lines 1 through 3 ▶	0.00

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	12,520
b	Average of monthly cash balances	1b	792
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	13,312.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,312.00
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,312.00
6	Minimum investment return. Enter 5% of line 5	6	665.60

Part XI **Distributable Amount** (see page 25 of the 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	666
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	666.00
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	666.00
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	666.00

Part XII **Qualifying Distributions** (see page 25 of the 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	174,454
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	174,454.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	174,454.00

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 XI **Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				666.00
2 Undistributed income, if any, as of the end of 2009			0	
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006	237,628			
d From 2007	147,925			
e From 2008	160,879			
f Total of lines 3a through e	546,432.00			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 174,454			0	
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				666
e Remaining amount distributed out of corpus	173,788			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	720,220.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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 page 27 of the instructions		0.00		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0.00	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	720,220.00			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006	237,628			
c Excess from 2007	147,925			
d Excess from 2008	160,879			
e Excess from 2009	173,788			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

- 1a 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 **N/A**
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.00
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)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

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 page 27 of 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))

JON AND REBECCA BRUMLEY

- 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

N/A

- 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 page 28 of the 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
- N/A

- b The form in which applications should be submitted and information and materials they should include
- N/A

- c Any submission deadlines
- N/A

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

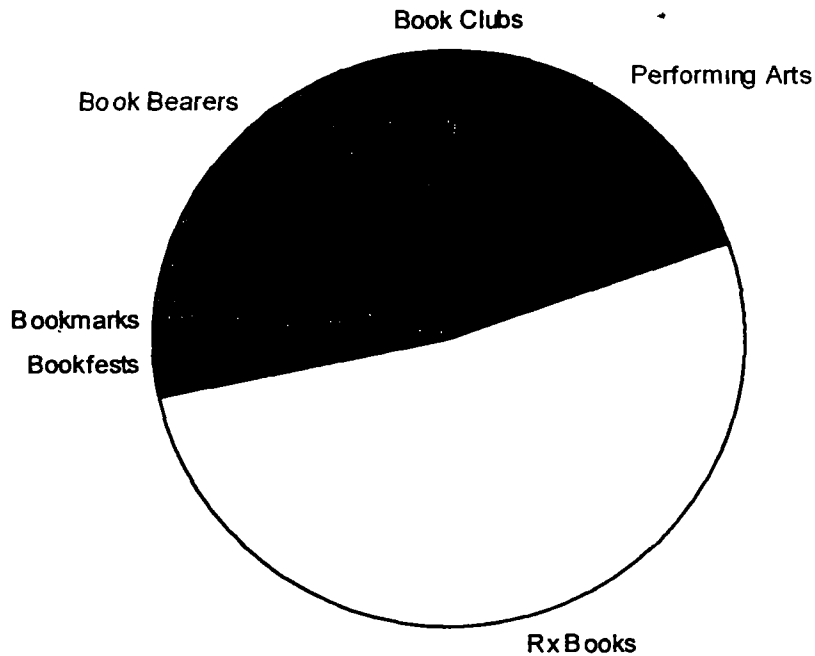
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>BOOKS DISTRIBUTED IN FORT WORTH SEE INFORMATION</p>	N/A	PUBLIC	36277 BOOKS DIST	87,791
Total				▶ 3a 7,791.00
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3b 0.00



ANNUAL REPORT

January 1, 2009 – December 31, 2009

2009 Book Distributions



Program	Books Distributed	Book Cost to Red Oak Books	List Price	Total Programming Red Oak Books Cost	Total Programming List Price
Book Bearers	8,606	\$13,683.54	\$54,820.22	\$35,370.66	\$76,507.34
Performing Arts	6,973	\$27,320.40	\$106,182.07	\$48,070.71	\$126,932.38
Book Clubs	207	\$329.13	\$1,318.59	\$850.77	\$1,840.23
Bookfests	1,569	\$2,494.71	\$9,994.53	\$7,186.02	\$14,685.84
Bookmarks	117	\$186.03	\$745.29	\$480.87	\$1,040.13
Rx Books	18,755	\$29,820.45	\$119,469.35	\$77,083.05	\$166,731.95
Totals	36,227	\$73,834.26	\$292,530.05	\$169,042.08	\$387,737.87

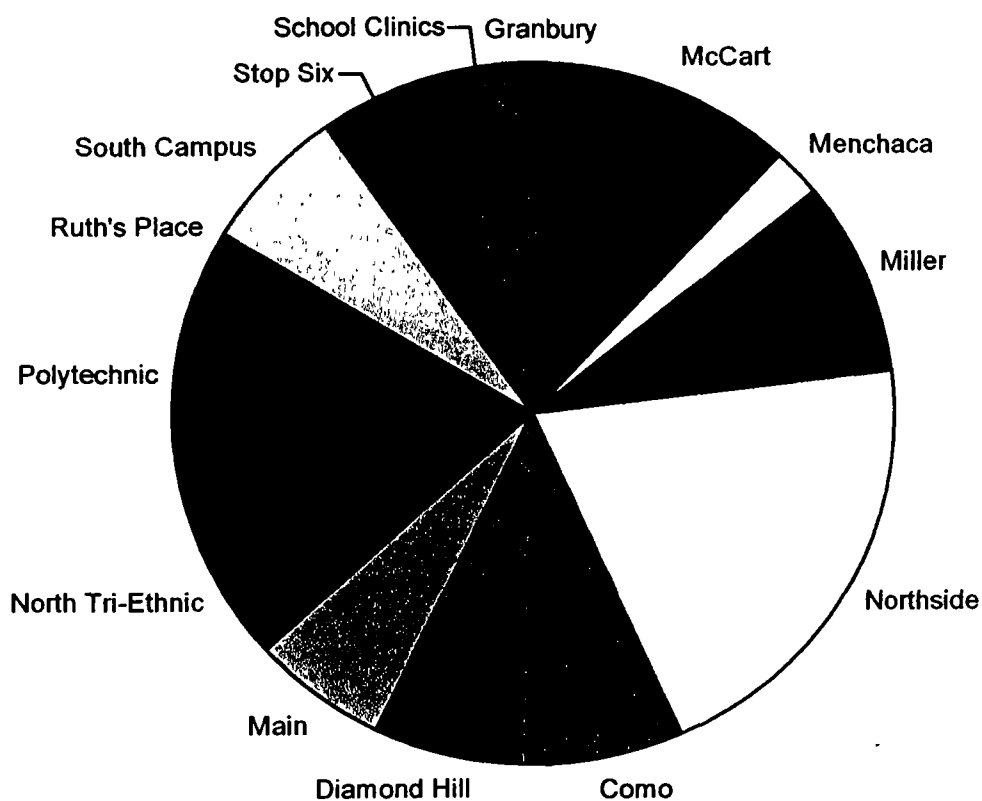
* List price for all programs other than Performing Arts based on an average cost of \$6.37 per title.
 + Cost to Red Oak Books for programs other than Bass Hall based on an average cost of \$1.59 per title.

Average total programming cost, less book cost, for programs other than Bookfests was \$2.52.
 Average total programming cost, less book cost, for Bookfests was \$2.99.

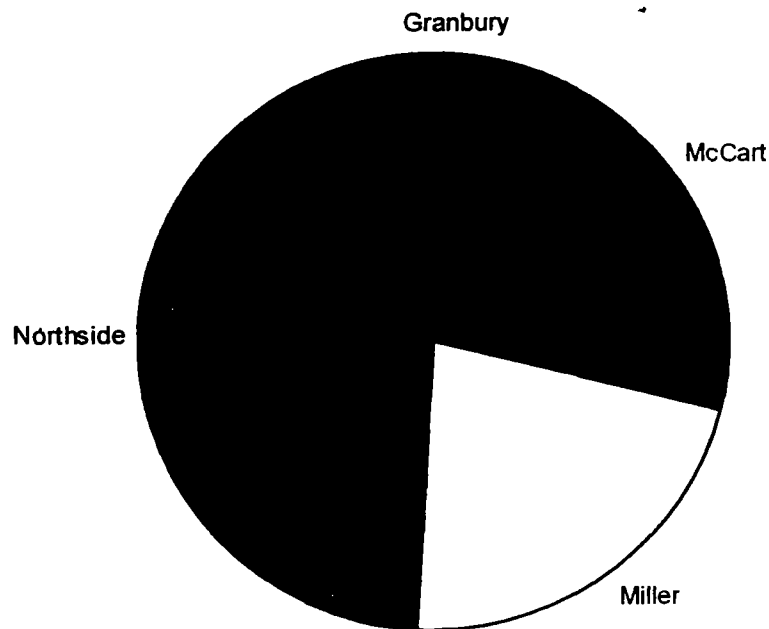
RX: BOOKS - For families at medical clinics for pediatric well-child visits.

- Doctor's prescription to read to child regularly.
- Free book at each regular visit beginning from two months through five years of age (11 books/child by age 6).

2009 Clinic Distributions



COOK CHILDREN'S MEDICAL CENTER - 2009 BOOK DISTRIBUTION



Clinic	Books Distributed	Book Cost to Red Oak Books	List Price	Total Programming Red Oak Book Cost	Total Programming List Price
Granbury	138	\$219.42	\$879.06	\$567.18	\$1,226.82
McCart	2084	\$3,313.56	\$13,275.08	\$8,565.24	\$18,526.76
Miller	1685	\$2,679.15	\$10,733.45	\$6,925.35	\$14,979.65
Northside	<u>3788</u>	\$6,022.92	\$24,129.56	\$15,568.68	\$33,675.32
Totals	7,695	\$12,235.05	\$49,017.15	\$31,626.45	\$68,408.55

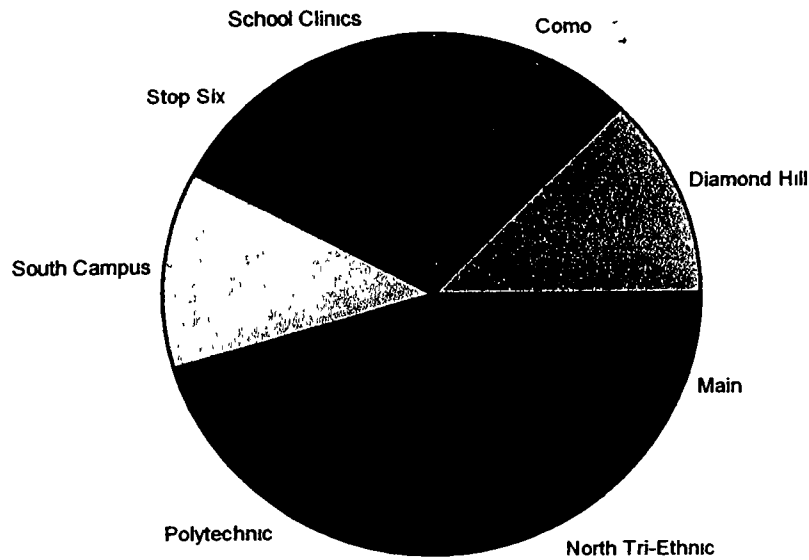
* List price based on an average cost of \$6.37 per title.

+ Cost to Red Oak Books based on an average cost of \$1.59 per title.

Average total programming cost, less book cost, was \$2.52.

Training updates were provided to the staffs of Cooks Miller and Cooks McCart clinics.

JPS HEALTH NETWORK - 2009 BOOK DISTRIBUTION



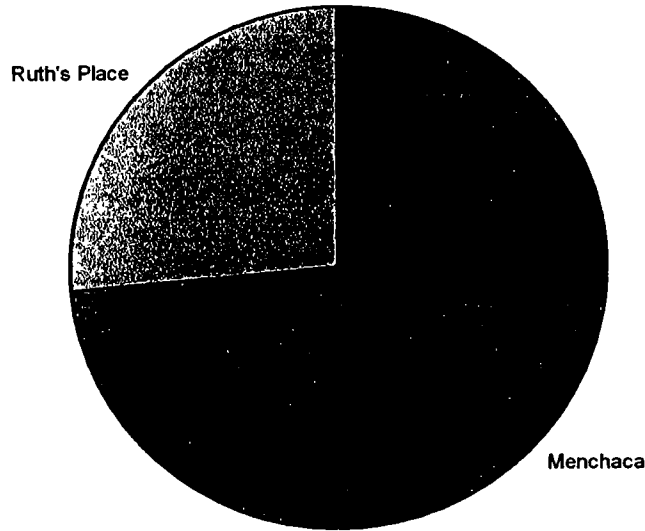
Clinic	Books Distributed	Book Cost to Red Oak Books	List Price	Total Programming Red Oak Book Cost	Total Programming List Price
Como	1,318	\$2,095.62	\$8,395.66	\$5,416.98	\$11,717.02
Diamond Hill	1,302	\$2,070.18	\$8,293.74	\$5,351.22	\$11,574.78
Main	1,148	\$1,825.32	\$7,312.76	\$4,718.28	\$10,205.72
North Tri-Ethnic	1,355	\$2,154.45	\$8,631.35	\$5,569.05	\$12,045.95
Polytechnic	2,283	\$3,629.97	\$14,542.71	\$9,383.13	\$20,295.87
School Clinics	900	\$1,431.00	\$5,733.00	\$3,699.00	\$8,001.00
South Campus	1,273	\$2,024.07	\$8,109.01	\$5,232.03	\$11,316.97
Stop Six	914	\$1,453.26	\$5,822.18	\$3,756.54	\$8,125.46
Total	10,493	\$16,683.87	\$66,840.41	\$43,126.23	\$93,282.77

* List price based on an average cost of \$6.37 per title.

+ Cost to Red Oak Books based on an average cost of \$1.59 per title.

Average total programming cost, less book cost, was \$2.52.

OTHER CLINICS - 2009 BOOK DISTRIBUTION



Clinic	Books Distributed	Book Cost to Red Oak Books	List Price	Total Programming Red Oak Book Cost	Total Programming List Price
Ruth's Place	150	\$238.50	\$955.50	\$616.50	\$1,333.50
Menchaca	417	\$663.03	\$2,656.29	\$1,713.87	\$3,707.13
TOTAL	567	\$901.53	\$3,611.79	\$2,330.37	\$5,040.63

** List price based on an average cost of \$6.37 per title.
 + Cost to Red Oak Books based on an average cost of \$1.59 per title.*

Average total programming cost, less book cost, was \$2.52.

In March, 2009, in appreciation of their efforts toward the success of the Rx Books program, Red Oak delivered cakes in the shape of books to the following clinics:

Cooks McCart
Cooks Miller
Cooks Northside
JPS Como
JPS Diamond Hill
JPS Main
JPS North Tri-Ethnic
JPS Poly
JPS South Campus
JPS Stop Six

TARGETED ELEMENTARY SCHOOLS - 2009

Based upon on pre-reading indicator test scores of kindergarten students.

Carter Park Elementary

Oakhurst Elementary

T. A. Sims Elementary

W. J. Turner Elementary

Worth Heights Elementary

BOOKFESTS - 2009

Events for children ages five and under and their parents or caregivers at non-profit centers in targeted neighborhoods (lowest Stanford 10 score elementary schools' areas).

- Storytime – Books read aloud by a site representative.
- Book selection – Two free, quality, hardcover books for every child.
- Refreshments – Provided by Red Oak Books.
-

<u>Site</u>	<u># BookFests</u>	<u>Attendance: Low/High/Avg.</u>	<u>Books Distributed</u>
Nash Elementary (CIS)	1	10/10/10	20
Turner, W.J. Elementary (PAT)	3	18/29/24	146
Early Childhood Resource Center (North Tri-Ethnic)	1	52/52/52	104
Early Childhood Resource Center (MLK Center)	2	15/20/17	69
Early Childhood Resource Center (Worth Heights)	2	16/43/29	118
Early Childhood Resource Center (SouthSide/Sycamore)	1	27/27/27	54
Diamond Hill Elementary (CIS)	1	30/30/30	60
Oakhurst Elementary (CIS)	1	34/34/34	68
Oakhurst Elementary	3	29/50/40	243
Worth Heights	2	60/65/63	251
Carter Park Elementary (PAT)	3	14/23/19	114
Carter Park Elementary	3	30/43/35	212
Sims, T.A. Elementary (PAT)	3	06/14/09	56
Parenting Center	1	09/09/09	18
Oaklawn Elementary (PAT)	1	18/18/18	36
TOTAL	28	785 Avg: 28	Total: 1,569

Number of books provided in 2009:	1,569
Red Oak Books cost of books provided in 2009:	\$ 2,494.71
List price of books provided in 2009:	\$ 9,994.53
Total Programming + Red Oak Book Cost	\$ 7,186.02
Total Programming + List Price	\$ 14,685.84

** List price based on an average cost of \$6.37 per title.*

+ Cost to Red Oak Books based on an average cost of \$1.59 per title.

Average total programming cost, less book cost, was \$2.99.

BOOK CLUBS - 2009

Book Clubs are intended to expand family reading experiences through parent empowering gatherings while increasing the amount and quality of literature in homes. Components of the program include the opportunity for interaction and sharing among the participants. Clubs are limited to 12 families. Members receive magnets and "I Read to My Child" bumper stickers. In 2009, four book clubs were conducted. Books remaining from a book club conducted in 2008 were returned to Red Oak Books.

Location	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
Carter Park (PAT)	67	\$106.53	\$ 426.79	\$275.37	\$ 595.63
Carter Park (PAT)	57	\$ 90.63	\$ 363.09	\$234.27	\$ 506.73
Early Childhood Matters Northside #1	62	\$ 98.58	\$ 394.94	\$254.82	\$ 551.18
Early Childhood Matters Northside #2	45	\$ 71.55	\$ 286.65	\$184.95	\$ 400.05
Sub Total	231	\$367.29	\$1,471.47	\$949.41	\$2,053.59
Returns from 2008 Location	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
I Have A Dream	24	-\$ 38.16	-\$ 152.88	-\$ 98.64	-\$ 213.36
TOTAL	207	\$329.13	\$1,318.59	\$850.77	\$1,840.23

RED OAK BOOKMARKS - 2009

The Red Oak Bookmark program is designed to encourage families to utilize their local branch libraries by extending the book reading experience to the library. Children attending a final Bookfest are given a bookmark that can be redeemed for a quality, hardback book when they visit their branch library with their parent or caregiver. In addition, in 2009 a pilot program with Cook Children's Medical Clinic on Miller began, with physicians and nurse practitioners distributing bookmarks to sick children visiting their clinic for medical care. Parents and children can then become familiar with the library and be encouraged to obtain a library card.

Central Library (Nash Elementary – Communities in Schools)

No books were distributed.

Northside Branch Library (Turner, W.J. Elementary – Parents As Teachers)

No books were distributed

Diamond Hill Branch Library (Diamond Hill Elementary – Communities in Schools)

Four books were distributed

Riverside Branch Library (Oakhurst Elementary – Communities in Schools)

Eight books were distributed

Seminary South Branch Library (Carter Park Elementary – Parents As Teachers)

Five books were distributed

East Berry Branch Library (Cook Children's Miller Clinic)

100 books were distributed

(Of the 100 books provided, 8 were distributed in 2009.)

Number of books provided in 2009:	117
Red Oak Books cost of books provided in 2009:	\$ 186.03
List price of books provided in 2009:	\$ 745.29
Total Programming + Red Oak Book Cost	\$ 480.87
Total Programming + List Price	\$ 1,040.13

BASS HALL - 2009

In 2009 Red Oak Books partnered with Performing Arts Fort Worth/Bass Hall for programs for first graders and second grade students. Two thousand six hundred and forty five copies of Peter and the Wolf were provided to Bass Hall for a program conducted in the spring of 2009. Volunteers visited second grade classrooms, read Peter and the Wolf, and presented each child with his/her own copy. Curriculum specifically developed for Peter and the Wolf was provided to teachers for their use in preparing classes for the program. Students then attended a presentation of Peter and the Wolf at Bass Hall.

Also in 2009, first grade students at selected schools attended a program at Bass Hall which included a variety of songs, stories and poetry including Over in the Meadow. Volunteers visited class rooms, read and distributed copies of the book Over in the Meadow to each student. Two thousand four hundred copies were distributed.

Performing Arts Fort Worth/Bass Hall returned 30 copies of Marimba. These books remained from a program conducted in 2007.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>Peter and the Wolf</u>	2645	\$11,902.50	\$ 44,832.75	\$20,234.25	\$ 53,164.50
<u>Over in the Meadow</u>	2400	\$ 9,600.00	\$ 38,280.00	\$17,160.00	\$ 45,840.00
<u>Marimba</u>	-30	-\$ 192.00	-\$ 480.00	-\$ 267.60	-\$ 555.60
Totals	5015	\$21,310.50	\$82,632.75	\$37,126.65	\$98,448.90

BROADWAY BAPTIST CHURCH - 2009

Red Oak Books participated in back-to-school programming at Broadway Baptist Church. Books were distributed to families with children from birth to five years of age whose older children were receiving materials through the Student Uniform Outreach program. Volunteers expressed the importance of reading aloud to children as a crucial part of preparing younger siblings for school in the future.

Number of books provided in 2009:	207
Red Oak Books cost of books provided in 2009:	\$ 329.13
List price of books provided in 2009:	\$ 1,318.59
Total Programming + Red Oak Book Cost	\$ 850.77
Total Programming + List Price	\$ 1,840.23

BUILDING YOUNG FAMILIES CONFERENCE

On January 29, 2009, Red Oak Books was a featured presenter at the Fort Worth Independent School District and Texas Extension Service's Building Young Families Conference. Fort Worth ISD students who are also young fathers attended the session on the importance of reading aloud to young children. Each attendee was able to select one book to share with his child.

Number of books provided in 2009:	15
Red Oak Books cost of books provided in 2009:	\$ 23.85
List price of books provided in 2009:	\$ 95.55
Total Programming + Red Oak Book Cost	\$ 61.65
Total Programming + List Price	\$ 133.35

CHILD PROTECTIVE SERVICES – Kinship Program

In 2009 Red Oak Books created a pilot program with the Kinship program of Child Protective Services. The Kinship program provides support and services to families who care for the children of relatives in their homes. Red Oak provided thirty books per month for Kinship families with children from birth through five years. Books were presented by CPS case workers during individual counseling sessions which included a discussion of the importance of reading aloud to young children.

In June a Kinship Fair was conducted by Child Protective Services. Red Oak Books provided books for distribution to children five years of age and younger attending the event.

Number of books provided in 2009:	248
Red Oak Books cost of books provided in 2009:	\$ 394.32
List price of books provided in 2009:	\$ 1,579.76
Total Programming + Red Oak Book Cost	\$ 1,019.28
Total Programming + List Price	\$ 2,204.72

CHILD STUDY CENTER SCHOOL - 2009

Red Oak Books supported the work of the Child Study Center School by providing books for families attending the school on scholarships. Teachers selected books specifically for each child and then presented them to the families during scheduled treatment conferences. Each book presentation was accompanied by a discussion of the importance of reading aloud to young children.

Number of books provided in 2009:	59
Red Oak Books cost of books provided in 2009:	\$ 93.81
List price of books provided in 2009:	\$ 375.83
Total Programming + Red Oak Book Cost	\$ 242.49
Total Programming + List Price	\$ 524.51

FAMILY PATHFINDERS – 2009

In 2009 Red Oak Books continued its partnership with Family Pathfinders, a nonprofit organization committed to helping families bridge the gap from poverty to self-sufficiency. Trained volunteers distributed age appropriate books to families with young children during personal mentoring sessions. Parents were encouraged to establish a daily routine of reading to their children.

Number of books provided in 2009:	63
Red Oak Books cost of books provided in 2009:	\$ 100.17
List price of books provided in 2009:	\$ 401.31
Total Programming + Red Oak Book Cost	\$ 258.93
Total Programming + List Price	\$ 560.07

FORT WORTH INDEPENDENT SCHOOL DISTRICT

Red Oak Books provided copies of the book My Big Book of Numbers to the Fort Worth School District for distribution to elementary school students. Fort Worth ISD reading coaches worked with math teachers to develop the optimal method of implementation.

Number of books provided in 2009:	2,014
Red Oak Books cost of books provided in 2009:	\$ 3,202.26
List price of books provided in 2009:	\$ 12,829.18
Total Programming + Red Oak Book Cost	\$ 8,277.54
Total Programming + List Price	\$ 17,904.46

FORT WORTH INDEPENDENT SCHOOL DISTRICT – PRE-K SATELLITES

Red Oak Books supported the work of Fort Worth ISD’s pre-k satellites by providing books for their parental involvement meeting in November, 2009. At the meeting pre-k teachers discussed the importance of reading aloud to children each day, modeled reading and oversaw a book selection process that provided one book fore each family present.

Number of books provided in 2009:	17
Red Oak Books cost of books provided in 2009:	\$ 27.03
List price of books provided in 2009:	\$ 108.29
Total Programming + Red Oak Book Cost	\$ 69.87
Total Programming + List Price	\$ 151.13

FORT WORTH OPERA

In 2009 Red Oak Books began a new partnership with the Fort Worth Opera by providing hardback copies of The Three Little Pigs/Los Tres Cerditos kindergarten students from select schools. Volunteers visited kindergarten classrooms, read The Three Little Pigs/Los Tres Cerditos, and presented each student with his/her own copy. The Fort Worth Opera then presented an operatic version of The Three Little Pigs to those students at their school.

In addition, five book samples were given to Fort Worth Opera staff for consideration as future collaborative projects.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>The Three Little Pigs</u>	1000	\$ 3,000.00	\$14,950.00	\$ 5,520.00	\$17,470.00
Possible future selections	5	\$ 7.95	\$ 31.85	\$ 20.55	\$ 44.45
Totals	1005	\$ 3,007.95	\$ 14,981.85	\$ 5,540.55	\$17,514.45

FORT WORTH PUBLIC LIBRARY – Northside Branch – 2009

Red Oak Books supported the outreach efforts of the Northside Branch of the Fort Worth Public Library by providing books for their “Mommy and Me” program. The book was read aloud, and each mother with a child age five years old or younger received a book.

Number of books provided in 2009:	8
Red Oak Books cost of books provided in 2009:	\$ 12.72
List price of books provided in 2009:	\$ 50.96
Total Programming + Red Oak Book Cost	\$ 32.88
Total Programming + List Price	\$ 71.12

FORT WORTH SYMPHONY - 2009

In 2009 Red Oak Books began a new partnership with the Fort Worth Symphony by providing hardback copies of Green Eggs and Ham to pre-k and kindergarten students from select schools attending the Symphonic Story Time Kinderconcerts . Volunteers visited pre-k and kindergarten classrooms, read Green Eggs and Ham, and presented each child with his/her own copy. Students then attended the symphony's kinderconcert. Nine hundred fifty three copies were distributed.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
Green Eggs and Ham	953	\$ 3,001.95	\$ 8,567.47	\$ 5,403.51	\$10,969.03

INDIVIDUAL BEARERS - 2009

Red Oak Books partnered with individuals who share the goal of spreading the joys and pleasures of books by providing books for them to distribute to children five years of age and younger.

Number of books provided in 2009:	1
Red Oak Books cost of books provided in 2009:	\$ 1.59
List price of books provided in 2009:	\$ 6.37
Total Programming + Red Oak Book Cost	\$ 4.11
Total Programming + List Price	\$ 8.89

INFANT FORMULA PROGRAM – 2009

Red Oak Books continued programming with the Infant Formula Program at the Methodist Mission. Infant Formula distributes formula to families of newborn children who are not yet eligible for government assistance. Volunteers distribute books for all infants utilizing Infant Formula services and also provide age-appropriate books to siblings accompanying the family. Volunteers discuss with parents the importance of reading to young children and inquire about reading at subsequent visits.

Number of books provided in 2009:	1,585
Red Oak Books cost of books provided in 2009:	\$ 2,520.15
List price of books provided in 2009:	\$ 10,096.45
Total Programming + Red Oak Book Cost	\$ 6,514.35
Total Programming + List Price	\$ 14,090.65

JUNGLE POST – 2009

Red Oak Books provided the book Jungle Post, a delightful story about letter writing, written for seven and eight year old children, to private schools serving low-income children in our community. Second grade students at the following schools received their own book:

All Saints Catholic School
East Side Montessori
Ekklesia Christian School
Fort Worth Save Our Children
Holy Family Catholic School
Our Lady of Victory
Our Mother of Mercy
St. George Catholic School
St. Peter the Apostle Catholic School
St. Rita Catholic School

Number of books provided in 2009:	263
Red Oak Books cost of books provided in 2009:	\$ 418.17
List price of books provided in 2009:	\$ 1,675.31
Total Programming + Red Oak Book Cost	\$ 1,080.93
Total Programming + List Price	\$ 2,338.07

LAKE SHORE BAPTIST CHURCH – 2009

Red Oak Books continued its relationship with Lake Shore Baptist Church by providing books for a variety of church outreach efforts including the Children's Center, Community Resource Center, Ghana School, the church library, and Community Support Group. Each program works with families with young children. Church staff and volunteers stress the importance of reading aloud to young children.

Number of books provided in 2009:	404
Red Oak Books cost of books provided in 2009:	\$ 642.36
List price of books provided in 2009:	\$ 2,573.48
Total Programming + Red Oak Book Cost	\$ 1,660.44
Total Programming + List Price	\$ 3,591.56

METHODIST MISSION – 2009

Red Oak Books continued a partnership with First Street Methodist Mission to assist their efforts to positively affect the lives of the homeless in Fort Worth. Children who come to the mission with their families seeking assistance with food and clothing are given books and parents are encouraged to read to their children each day.

Number of books provided in 2009:	1,493
Red Oak Books cost of books provided in 2009:	\$ 2,373.87
List price of books provided in 2009:	\$ 9,510.41
Total Programming + Red Oak Book Cost	\$ 6,136.23
Total Programming + List Price	\$ 13,272.77

PARENTING CENTER – HEALTHY FAMILILES - 2009

Red Oak Books continued its participation with The Parenting Center by providing books for all children ages birth to four participating in the Healthy Families program. Specifics of the program include:

- Books presented during one-on-one home visitations
- Parents informed about the importance of reading aloud to young children
- Tips provided on effective reading practices
- Inquiry at each home visit about reading and related activities
- Training provided to each case manager

Number of books provided in 2009:	166
Red Oak Books cost of books provided in 2009:	\$ 263.94
List price of books provided in 2009:	\$ 1,057.42
Total Programming + Red Oak Book Cost	\$ 682.26
Total Programming + List Price	\$ 1,475.74

PARENTS AS TEACHERS – 2009

In 2009, Red Oak Books provided 870 copies of the book Big Yellow Sunflower, 222 copies of My First Book of Jobs, and 971 copies of the book My First Book of Numbers for Parents As Teachers Educators to distribute to each at-risk family participating in their parenting education program. Book presentations were accompanied by a discussion of the importance of reading aloud to young children.

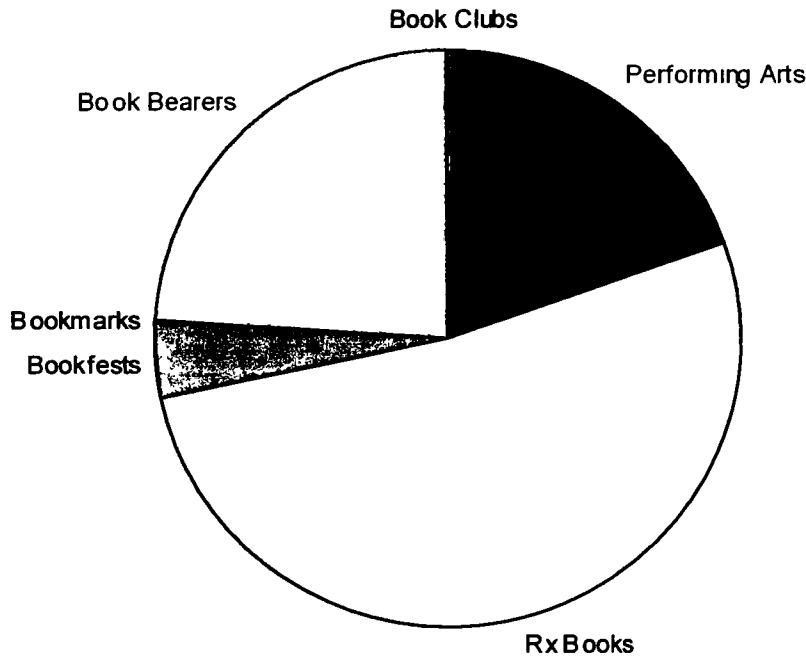
Number of books provided in 2009:	2,063
Red Oak Books cost of books provided in 2009:	\$ 3,280.17
List price of books provided in 2009:	\$ 13,141.31
Total Programming + Red Oak Book Cost	\$ 8,478.93
Total Programming + List Price	\$ 18,340.07



ANNUAL REPORT

January 1, 2009 – December 31, 2009

2009 Book Distributions



Program	Books Distributed	Book Cost to Red Oak Books	List Price	Total Programming Red Oak Books Cost	Total Programming List Price
Book Bearers	8,606	\$13,683.54	\$54,820.22	\$35,370.66	\$76,507.34
Performing Arts	6,973	\$27,320.40	\$106,182.07	\$48,070.71	\$126,932.38
Book Clubs	207	\$329.13	\$1,318.59	\$850.77	\$1,840.23
Bookfests	1,569	\$2,494.71	\$9,994.53	\$7,186.02	\$14,685.84
Bookmarks	117	\$186.03	\$745.29	\$480.87	\$1,040.13
Rx Books	18,755	\$29,820.45	\$119,469.35	\$77,083.05	\$166,731.95
Totals	36,227	\$73,834.26	\$292,530.05	\$169,042.08	\$387,737.87

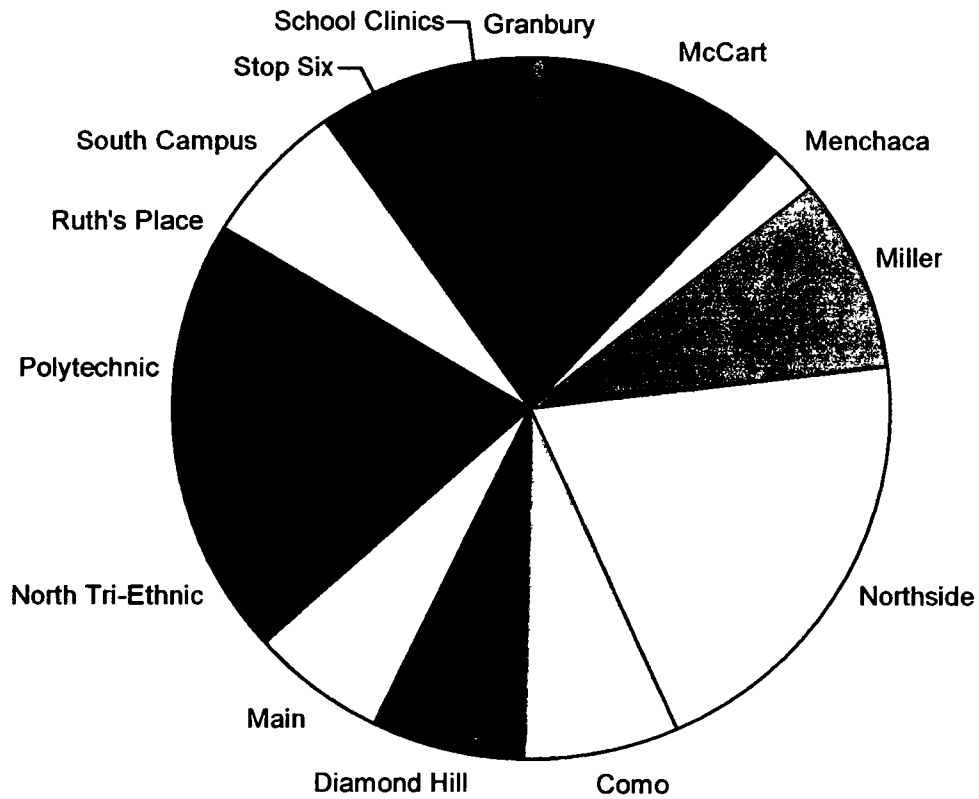
* List price for all programs other than Performing Arts based on an average cost of \$6.37 per title.
 + Cost to Red Oak Books for programs other than Bass Hall based on an average cost of \$1.59 per title.

Average total programming cost, less book cost, for programs other than Bookfests was \$2.52.
 Average total programming cost, less book cost, for Bookfests was \$2.99.

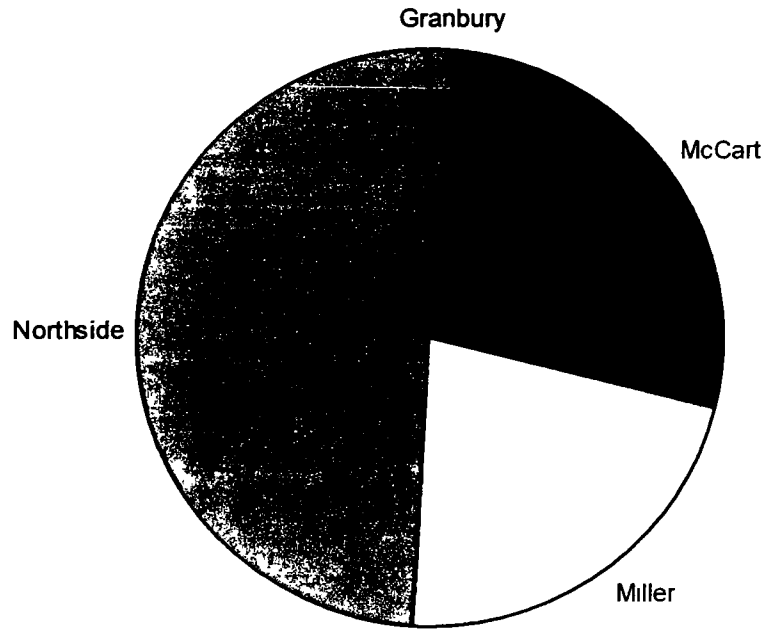
RX: BOOKS - For families at medical clinics for pediatric well-child visits.

- Doctor's prescription to read to child regularly.
- Free book at each regular visit beginning from two months through five years of age (11 books/child by age 6).

2009 Clinic Distributions



COOK CHILDREN'S MEDICAL CENTER - 2009 BOOK DISTRIBUTION



Clinic	Books Distributed	Book Cost to Red Oak Books	List Price	Total Programming Red Oak Book Cost	Total Programming List Price
Granbury	138	\$219.42	\$879.06	\$567.18	\$1,226.82
McCart	2084	\$3,313.56	\$13,275.08	\$8,565.24	\$18,526.76
Miller	1685	\$2,679.15	\$10,733.45	\$6,925.35	\$14,979.65
Northside	<u>3788</u>	\$6,022.92	\$24,129.56	\$15,568.68	\$33,675.32
Totals	7,695	\$12,235.05	\$49,017.15	\$31,626.45	\$68,408.55

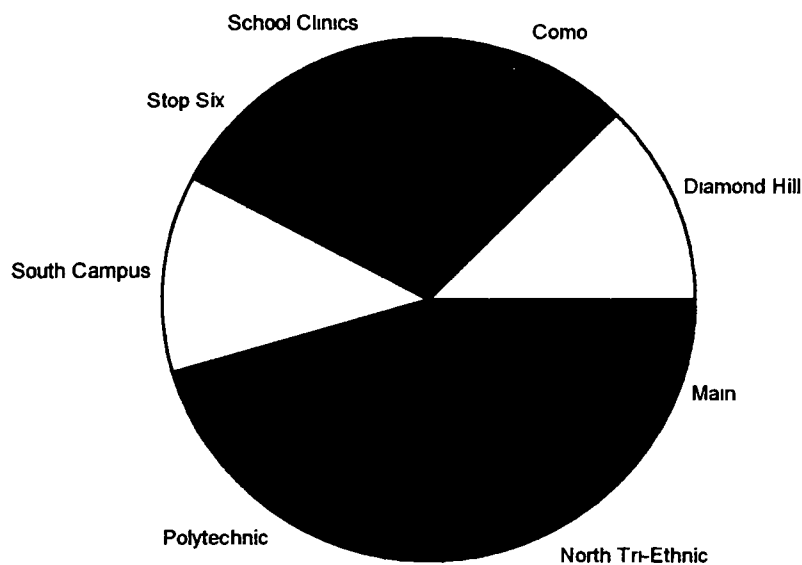
* List price based on an average cost of \$6.37 per title.

+ Cost to Red Oak Books based on an average cost of \$1.59 per title.

Average total programming cost, less book cost, was \$2.52.

Training updates were provided to the staffs of Cooks Miller and Cooks McCart clinics.

JPS HEALTH NETWORK - 2009 BOOK DISTRIBUTION



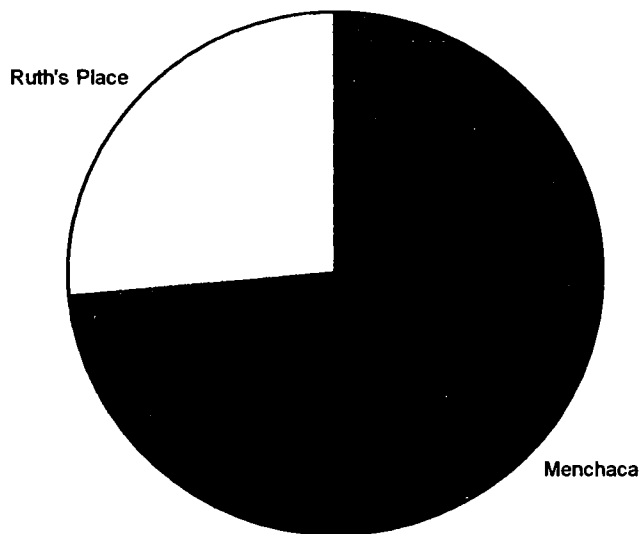
Clinic	Books Distributed	Book Cost to Red Oak Books	List Price	Total Programming Red Oak Book Cost	Total Programming List Price
Como	1,318	\$2,095.62	\$8,395.66	\$5,416.98	\$11,717.02
Diamond Hill	1,302	\$2,070.18	\$8,293.74	\$5,351.22	\$11,574.78
Main	1,148	\$1,825.32	\$7,312.76	\$4,718.28	\$10,205.72
North Tri-Ethnic	1,355	\$2,154.45	\$8,631.35	\$5,569.05	\$12,045.95
Polytechnic	2,283	\$3,629.97	\$14,542.71	\$9,383.13	\$20,295.87
School Clinics	900	\$1,431.00	\$5,733.00	\$3,699.00	\$8,001.00
South Campus	1,273	\$2,024.07	\$8,109.01	\$5,232.03	\$11,316.97
Stop Six	914	\$1,453.26	\$5,822.18	\$3,756.54	\$8,125.46
Total	10,493	\$16,683.87	\$66,840.41	\$43,126.23	\$93,282.77

* List price based on an average cost of \$6.37 per title.

+ Cost to Red Oak Books based on an average cost of \$1.59 per title.

Average total programming cost, less book cost, was \$2.52.

OTHER CLINICS - 2009 BOOK DISTRIBUTION



Clinic	Books Distributed	Book Cost to Red Oak Books	List Price	Total Programming Red Oak Book Cost	Total Programming List Price
Ruth's Place	150	\$238.50	\$955.50	\$616.50	\$1,333.50
Menchaca	417	\$663.03	\$2,656.29	\$1,713.87	\$3,707.13
TOTAL	567	\$901.53	\$3,611.79	\$2,330.37	\$5,040.63

* List price based on an average cost of \$6.37 per title.
 + Cost to Red Oak Books based on an average cost of \$1.59 per title.

Average total programming cost, less book cost, was \$2.52.

In March, 2009, in appreciation of their efforts toward the success of the Rx Books program, Red Oak delivered cakes in the shape of books to the following clinics:

Cooks McCart
Cooks Miller
Cooks Northside
JPS Como
JPS Diamond Hill
JPS Main
JPS North Tri-Ethnic
JPS Poly
JPS South Campus
JPS Stop Six

TARGETED ELEMENTARY SCHOOLS - 2009

Based upon on pre-reading indicator test scores of kindergarten students.

Carter Park Elementary

Oakhurst Elementary

T. A. Sims Elementary

W. J. Turner Elementary

Worth Heights Elementary

BOOKFESTS - 2009

Events for children ages five and under and their parents or caregivers at non-profit centers in targeted neighborhoods (lowest Stanford 10 score elementary schools' areas).

- Storytime – Books read aloud by a site representative.
- Book selection – Two free, quality, hardcover books for every child.
- Refreshments – Provided by Red Oak Books.
-

<u>Site</u>	<u># BookFests</u>	<u>Attendance: Low/High/Avg.</u>	<u>Books Distributed</u>
Nash Elementary (CIS)	1	10/10/10	20
Turner, W.J. Elementary (PAT)	3	18/29/24	146
Early Childhood Resource Center (North Tri-Ethnic)	1	52/52/52	104
Early Childhood Resource Center (MLK Center)	2	15/20/17	69
Early Childhood Resource Center (Worth Heights)	2	16/43/29	118
Early Childhood Resource Center (SouthSide/Sycamore)	1	27/27/27	54
Diamond Hill Elementary (CIS)	1	30/30/30	60
Oakhurst Elementary (CIS)	1	34/34/34	68
Oakhurst Elementary	3	29/50/40	243
Worth Heights	2	60/65/63	251
Carter Park Elementary (PAT)	3	14/23/19	114
Carter Park Elementary	3	30/43/35	212
Sims, T.A. Elementary (PAT)	3	06/14/09	56
Parenting Center	1	09/09/09	18
Oaklawn Elementary (PAT)	1	18/18/18	36
TOTAL	28	785 Avg: 28	Total: 1,569

Number of books provided in 2009:	1,569
Red Oak Books cost of books provided in 2009:	\$ 2,494.71
List price of books provided in 2009:	\$ 9,994.53
Total Programming + Red Oak Book Cost	\$ 7,186.02
Total Programming + List Price	\$ 14,685.84

** List price based on an average cost of \$6.37 per title.
+ Cost to Red Oak Books based on an average cost of \$1.59 per title.*

Average total programming cost, less book cost, was \$2.99.

BOOK CLUBS - 2009

Book Clubs are intended to expand family reading experiences through parent empowering gatherings while increasing the amount and quality of literature in homes. Components of the program include the opportunity for interaction and sharing among the participants. Clubs are limited to 12 families. Members receive magnets and "I Read to My Child" bumper stickers. In 2009, four book clubs were conducted. Books remaining from a book club conducted in 2008 were returned to Red Oak Books.

Location	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
Carter Park (PAT)	67	\$106.53	\$ 426.79	\$275.37	\$ 595.63
Carter Park (PAT)	57	\$ 90.63	\$ 363.09	\$234.27	\$ 506.73
Early Childhood Matters Northside #1	62	\$ 98.58	\$ 394.94	\$254.82	\$ 551.18
Early Childhood Matters Northside #2	45	\$ 71.55	\$ 286.65	\$184.95	\$ 400.05
Sub Total	231	\$367.29	\$1,471.47	\$949.41	\$2,053.59

Returns from 2008 Location	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
I Have A Dream	24	-\$ 38.16	-\$ 152.88	-\$ 98.64	-\$ 213.36
TOTAL	207	\$329.13	\$1,318.59	\$850.77	\$1,840.23

RED OAK BOOKMARKS - 2009

The Red Oak Bookmark program is designed to encourage families to utilize their local branch libraries by extending the book reading experience to the library. Children attending a final Bookfest are given a bookmark that can be redeemed for a quality, hardback book when they visit their branch library with their parent or caregiver. In addition, in 2009 a pilot program with Cook Children's Medical Clinic on Miller began, with physicians and nurse practitioners distributing bookmarks to sick children visiting their clinic for medical care. Parents and children can then become familiar with the library and be encouraged to obtain a library card.

Central Library (Nash Elementary – Communities in Schools)

No books were distributed.

Northside Branch Library (Turner, W.J. Elementary – Parents As Teachers)

No books were distributed

Diamond Hill Branch Library (Diamond Hill Elementary – Communities in Schools)

Four books were distributed

Riverside Branch Library (Oakhurst Elementary – Communities in Schools)

Eight books were distributed

Seminary South Branch Library (Carter Park Elementary – Parents As Teachers)

Five books were distributed

East Berry Branch Library (Cook Children's Miller Clinic)

100 books were distributed

(Of the 100 books provided, 8 were distributed in 2009.)

Number of books provided in 2009:	117
Red Oak Books cost of books provided in 2009:	\$ 186.03
List price of books provided in 2009:	\$ 745.29
Total Programming + Red Oak Book Cost	\$ 480.87
Total Programming + List Price	\$ 1,040.13

BASS HALL - 2009

In 2009 Red Oak Books partnered with Performing Arts Fort Worth/Bass Hall for programs for first graders and second grade students. Two thousand six hundred and forty five copies of Peter and the Wolf were provided to Bass Hall for a program conducted in the spring of 2009. Volunteers visited second grade classrooms, read Peter and the Wolf, and presented each child with his/her own copy. Curriculum specifically developed for Peter and the Wolf was provided to teachers for their use in preparing classes for the program. Students then attended a presentation of Peter and the Wolf at Bass Hall.

Also in 2009, first grade students at selected schools attended a program at Bass Hall which included a variety of songs, stories and poetry including Over in the Meadow. Volunteers visited class rooms, read and distributed copies of the book Over in the Meadow to each student. Two thousand four hundred copies were distributed.

Performing Arts Fort Worth/Bass Hall returned 30 copies of Marimba. These books remained from a program conducted in 2007.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>Peter and the Wolf</u>	2645	\$11,902.50	\$ 44,832.75	\$20,234.25	\$ 53,164.50
<u>Over in the Meadow</u>	2400	\$ 9,600.00	\$ 38,280.00	\$17,160.00	\$ 45,840.00
<u>Marimba</u>	-30	-\$ 192.00	-\$ 480.00	-\$ 267.60	-\$ 555.60
Totals	5015	\$21,310.50	\$82,632.75	\$37,126.65	\$98,448.90

BROADWAY BAPTIST CHURCH - 2009

Red Oak Books participated in back-to-school programming at Broadway Baptist Church. Books were distributed to families with children from birth to five years of age whose older children were receiving materials through the Student Uniform Outreach program. Volunteers expressed the importance of reading aloud to children as a crucial part of preparing younger siblings for school in the future.

Number of books provided in 2009:	207
Red Oak Books cost of books provided in 2009:	\$ 329.13
List price of books provided in 2009:	\$ 1,318.59
Total Programming + Red Oak Book Cost	\$ 850.77
Total Programming + List Price	\$ 1,840.23

BUILDING YOUNG FAMILIES CONFERENCE

On January 29, 2009, Red Oak Books was a featured presenter at the Fort Worth Independent School District and Texas Extension Service's Building Young Families Conference. Fort Worth ISD students who are also young fathers attended the session on the importance of reading aloud to young children. Each attendee was able to select one book to share with his child.

Number of books provided in 2009:	15
Red Oak Books cost of books provided in 2009:	\$ 23.85
List price of books provided in 2009:	\$ 95.55
Total Programming + Red Oak Book Cost	\$ 61.65
Total Programming + List Price	\$ 133.35

CHILD PROTECTIVE SERVICES – Kinship Program

In 2009 Red Oak Books created a pilot program with the Kinship program of Child Protective Services. The Kinship program provides support and services to families who care for the children of relatives in their homes. Red Oak provided thirty books per month for Kinship families with children from birth through five years. Books were presented by CPS case workers during individual counseling sessions which included a discussion of the importance of reading aloud to young children.

In June a Kinship Fair was conducted by Child Protective Services. Red Oak Books provided books for distribution to children five years of age and younger attending the event.

Number of books provided in 2009:	248
Red Oak Books cost of books provided in 2009:	\$ 394.32
List price of books provided in 2009:	\$ 1,579.76
Total Programming + Red Oak Book Cost	\$ 1,019.28
Total Programming + List Price	\$ 2,204.72

CHILD STUDY CENTER SCHOOL - 2009

Red Oak Books supported the work of the Child Study Center School by providing books for families attending the school on scholarships. Teachers selected books specifically for each child and then presented them to the families during scheduled treatment conferences. Each book presentation was accompanied by a discussion of the importance of reading aloud to young children.

Number of books provided in 2009:	59
Red Oak Books cost of books provided in 2009:	\$ 93.81
List price of books provided in 2009:	\$ 375.83
Total Programming + Red Oak Book Cost	\$ 242.49
Total Programming + List Price	\$ 524.51

FAMILY PATHFINDERS – 2009

In 2009 Red Oak Books continued its partnership with Family Pathfinders, a nonprofit organization committed to helping families bridge the gap from poverty to self-sufficiency. Trained volunteers distributed age appropriate books to families with young children during personal mentoring sessions. Parents were encouraged to establish a daily routine of reading to their children.

Number of books provided in 2009:	63
Red Oak Books cost of books provided in 2009:	\$ 100.17
List price of books provided in 2009:	\$ 401.31
Total Programming + Red Oak Book Cost	\$ 258.93
Total Programming + List Price	\$ 560.07

FORT WORTH INDEPENDENT SCHOOL DISTRICT

Red Oak Books provided copies of the book My Big Book of Numbers to the Fort Worth School District for distribution to elementary school students. Fort Worth ISD reading coaches worked with math teachers to develop the optimal method of implementation.

Number of books provided in 2009:	2,014
Red Oak Books cost of books provided in 2009:	\$ 3,202.26
List price of books provided in 2009:	\$ 12,829.18
Total Programming + Red Oak Book Cost	\$ 8,277.54
Total Programming + List Price	\$ 17,904.46

FORT WORTH INDEPENDENT SCHOOL DISTRICT – PRE-K SATELLITES

Red Oak Books supported the work of Fort Worth ISD's pre-k satellites by providing books for their parental involvement meeting in November, 2009. At the meeting pre-k teachers discussed the importance of reading aloud to children each day, modeled reading and oversaw a book selection process that provided one book for each family present.

Number of books provided in 2009:	17
Red Oak Books cost of books provided in 2009:	\$ 27.03
List price of books provided in 2009:	\$ 108.29
Total Programming + Red Oak Book Cost	\$ 69.87
Total Programming + List Price	\$ 151.13

FORT WORTH OPERA

In 2009 Red Oak Books began a new partnership with the Fort Worth Opera by providing hardback copies of The Three Little Pigs/Los Tres Cerditos kindergarten students from select schools. Volunteers visited kindergarten classrooms, read The Three Little Pigs/Los Tres Cerditos, and presented each student with his/her own copy. The Fort Worth Opera then presented an operatic version of The Three Little Pigs to those students at their school.

In addition, five book samples were given to Fort Worth Opera staff for consideration as future collaborative projects.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>The Three Little Pigs</u>	1000	\$ 3,000.00	\$14,950.00	\$ 5,520.00	\$17,470.00
Possible future selections	5	\$ 7.95	\$ 31.85	\$ 20.55	\$ 44.45
Totals	1005	\$ 3,007.95	\$ 14,981.85	\$ 5,540.55	\$17,514.45

FORT WORTH PUBLIC LIBRARY – Northside Branch – 2009

Red Oak Books supported the outreach efforts of the Northside Branch of the Fort Worth Public Library by providing books for their “Mommy and Me” program. The book was read aloud, and each mother with a child age five years old or younger received a book.

Number of books provided in 2009:	8
Red Oak Books cost of books provided in 2009:	\$ 12.72
List price of books provided in 2009:	\$ 50.96
Total Programming + Red Oak Book Cost	\$ 32.88
Total Programming + List Price	\$ 71.12

FORT WORTH SYMPHONY - 2009

In 2009 Red Oak Books began a new partnership with the Fort Worth Symphony by providing hardback copies of Green Eggs and Ham to pre-k and kindergarten students from select schools attending the Symphonic Story Time Kinderconcerts . Volunteers visited pre-k and kindergarten classrooms, read Green Eggs and Ham, and presented each child with his/her own copy. Students then attended the symphony's kinderconcert. Nine hundred fifty three copies were distributed.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
Green Eggs and Ham	953	\$ 3,001.95	\$ 8,567.47	\$ 5,403.51	\$10,969.03

INDIVIDUAL BEARERS - 2009

Red Oak Books partnered with individuals who share the goal of spreading the joys and pleasures of books by providing books for them to distribute to children five years of age and younger.

Number of books provided in 2009:	1
Red Oak Books cost of books provided in 2009:	\$ 1.59
List price of books provided in 2009:	\$ 6.37
Total Programming + Red Oak Book Cost	\$ 4.11
Total Programming + List Price	\$ 8.89

INFANT FORMULA PROGRAM – 2009

Red Oak Books continued programming with the Infant Formula Program at the Methodist Mission. Infant Formula distributes formula to families of newborn children who are not yet eligible for government assistance. Volunteers distribute books for all infants utilizing Infant Formula services and also provide age-appropriate books to siblings accompanying the family. Volunteers discuss with parents the importance of reading to young children and inquire about reading at subsequent visits.

Number of books provided in 2009:	1,585
Red Oak Books cost of books provided in 2009:	\$ 2,520.15
List price of books provided in 2009:	\$ 10,096.45
Total Programming + Red Oak Book Cost	\$ 6,514.35
Total Programming + List Price	\$ 14,090.65

JUNGLE POST – 2009

Red Oak Books provided the book Jungle Post, a delightful story about letter writing, written for seven and eight year old children, to private schools serving low-income children in our community. Second grade students at the following schools received their own book:

All Saints Catholic School
East Side Montessori
Ekklesia Christian School
Fort Worth Save Our Children
Holy Family Catholic School
Our Lady of Victory
Our Mother of Mercy
St. George Catholic School
St. Peter the Apostle Catholic School
St. Rita Catholic School

Number of books provided in 2009:	263
Red Oak Books cost of books provided in 2009:	\$ 418.17
List price of books provided in 2009:	\$ 1,675.31
Total Programming + Red Oak Book Cost	\$ 1,080.93
Total Programming + List Price	\$ 2,338.07

LAKE SHORE BAPTIST CHURCH – 2009

Red Oak Books continued its relationship with Lake Shore Baptist Church by providing books for a variety of church outreach efforts including the Children’s Center, Community Resource Center, Ghana School, the church library, and Community Support Group. Each program works with families with young children. Church staff and volunteers stress the importance of reading aloud to young children.

Number of books provided in 2009:	404
Red Oak Books cost of books provided in 2009:	\$ 642.36
List price of books provided in 2009:	\$ 2,573.48
Total Programming + Red Oak Book Cost	\$ 1,660.44
Total Programming + List Price	\$ 3,591.56

METHODIST MISSION – 2009

Red Oak Books continued a partnership with First Street Methodist Mission to assist their efforts to positively affect the lives of the homeless in Fort Worth. Children who come to the mission with their families seeking assistance with food and clothing are given books and parents are encouraged to read to their children each day.

Number of books provided in 2009:	1,493
Red Oak Books cost of books provided in 2009:	\$ 2,373.87
List price of books provided in 2009:	\$ 9,510.41
Total Programming + Red Oak Book Cost	\$ 6,136.23
Total Programming + List Price	\$ 13,272.77

PARENTING CENTER – HEALTHY FAMILILES - 2009

Red Oak Books continued its participation with The Parenting Center by providing books for all children ages birth to four participating in the Healthy Families program. Specifics of the program include:

- Books presented during one-on-one home visitations
- Parents informed about the importance of reading aloud to young children
- Tips provided on effective reading practices
- Inquiry at each home visit about reading and related activities
- Training provided to each case manager

Number of books provided in 2009:	166
Red Oak Books cost of books provided in 2009:	\$ 263.94
List price of books provided in 2009:	\$ 1,057.42
Total Programming + Red Oak Book Cost	\$ 682.26
Total Programming + List Price	\$ 1,475.74

PARENTS AS TEACHERS – 2009

In 2009, Red Oak Books provided 870 copies of the book Big Yellow Sunflower, 222 copies of My First Book of Jobs, and 971 copies of the book My First Book of Numbers for Parents As Teachers Educators to distribute to each at-risk family participating in their parenting education program. Book presentations were accompanied by a discussion of the importance of reading aloud to young children.

Number of books provided in 2009:	2,063
Red Oak Books cost of books provided in 2009:	\$ 3,280.17
List price of books provided in 2009:	\$ 13,141.31
Total Programming + Red Oak Book Cost	\$ 8,478.93
Total Programming + List Price	\$ 18,340.07