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Form 990-PF

## Return of Private Foundation

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

2009

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

Department of the Treasury  
Internal Revenue Service

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

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

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

Name of foundation  
The Dixon Water Foundation

Number and street (or P O box number if mail is not delivered to street address)  
6060 N Central Expressway

Room/  
suite

City or town, state, and ZIP code  
Dallas, TX 75206

**A Employer identification number**

75-2521176

**B Telephone number (see page 10 of the instructions)**  
(214) 521-8700

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here

2. Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 47,607,406**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

	<b>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) )</b>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc , received (attach schedule)	1,462,645			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	75,972	75,972		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-286,280			
	b Gross sales price for all assets on line 6a 3,208,629				
	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>Operating and Administrative Expenses</b>	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	1,356,516	1,356,516		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	2,608,853	1,432,488		
	13 Compensation of officers, directors, trustees, etc	242,200	121,100		121,100
	14 Other employee salaries and wages . . . . .	51,600			51,600
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	63,187	31,593		31,594
	b Accounting fees (attach schedule) . . . . .	9,429	4,715		4,714
	c Other professional fees (attach schedule) . . . . .	52,412	25,383		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	103,736			59,309
	19 Depreciation (attach schedule) and depletion . . . . .	93,810			
	20 Occupancy . . . . .	47,390	23,695		23,695
	21 Travel, conferences, and meetings . . . . .	40,942			
	22 Printing and publications . . . . .	1,072			
	23 Other expenses (attach schedule) . . . . .	131,309			45,386
	24 <b>Total operating and administrative expenses.</b>	837,087	206,486		337,398
	Add lines 13 through 23 . . . . .				
	25 Contributions, gifts, grants paid. . . . .	727,075			727,075
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,564,162	206,486		1,064,473
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	1,044,691			
	b <b>Net investment income</b> (if negative, enter -0-) . . . . .		1,226,002		
	c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .				

<b>Part II</b> <b>Balance Sheets</b>	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
<b>1</b>	Cash—non-interest-bearing . . . . .	581,578	150,672	150,672
<b>2</b>	Savings and temporary cash investments . . . . .	765,620	38,842	38,842
<b>3</b>	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
<b>4</b>	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
<b>5</b>	Grants receivable . . . . .			
<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
<b>7</b>	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
<b>8</b>	Inventories for sale or use . . . . .			
<b>9</b>	Prepaid expenses and deferred charges . . . . .	16,000	42,000	42,000
<b>10a</b>	Investments—U S and state government obligations (attach schedule)			
<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	4,291,755	3,424,990	3,424,990
<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .			
<b>11</b>	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>12</b>	Investments—mortgage loans . . . . .			
<b>13</b>	Investments—other (attach schedule) . . . . .	2,415,431	5,634,230	5,634,230
<b>14</b>	Land, buildings, and equipment basis ► 38,148,358			
	Less accumulated depreciation (attach schedule) ► 328,597	44,772,096	37,819,761	37,819,761
<b>15</b>	Other assets (describe ►) . . . . .	159,061	496,911	496,911
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I) . . . . .	53,001,541	47,607,406	47,607,406
<b>17</b>	Accounts payable and accrued expenses . . . . .			
<b>18</b>	Grants payable . . . . .			
<b>19</b>	Deferred revenue . . . . .			
<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .			
<b>22</b>	Other liabilities (describe ►) . . . . .	3,501	3,657	3,657
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	3,501	3,657	3,657
	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
<b>24</b>	Unrestricted . . . . .			
<b>25</b>	Temporarily restricted . . . . .			
<b>26</b>	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
<b>27</b>	Capital stock, trust principal, or current funds . . . . .	1,000	1,000	1,000
<b>28</b>	Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds . . . . .	52,997,040	47,602,749	47,602,749
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	52,998,040	47,603,749	47,603,749
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	53,001,541	47,607,406	47,607,406

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	52,998,040
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	1,044,691
<b>3</b>	Other increases not included in line 2 (itemize) ►	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	54,042,731
<b>5</b>	Decreases not included in line 2 (itemize) ►	<b>5</b>	6,438,982
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	47,603,749

**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.)
<b>1 a</b>	CHARLES SCHWAB & CO PORTFOLIO	P	2009-12-31	2009-12-31
<b>b</b>	LOG CABIN [STILLWATER PROPERTY]	P	2000-12-31	2009-05-05
<b>c</b>	EQUIPMENT	P	2000-12-31	2009-04-21
<b>d</b>				
<b>e</b>				
<b>(e) Gross sales price</b>		<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
<b>a</b>	3,192,379		3,494,909	-302,530
<b>b</b>	500			500
<b>c</b>	15,750			15,750
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>		
<b>a</b>				-302,530
<b>b</b>				500
<b>c</b>				15,750
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss)	<small>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</small>	<b>2</b>	-286,280
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<b>3</b>	-302,530
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				

**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

 Yes  No

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

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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2008	1,154,553	12,818,499	0 09007
2007	705,893	5,918,295	0 11927
2006	320,216	2,407,558	0 13300
2005	299,619	1,285,346	0 23310
2004	25,000	105,748	0 23641
<b>2</b>			<b>2</b> 0 81186
<b>3</b>			<b>3</b> 0 16237
<b>4</b>			<b>4</b> 9,683,617
<b>5</b>			<b>5</b> 1,572,348
<b>6</b>			<b>6</b> 12,260
<b>7</b>			<b>7</b> 1,584,608
<b>8</b>			<b>8</b> 1,064,473

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

**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		1	24,520
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		2	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	24,520
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
3	Add lines 1 and 2. . . . .		5	24,520
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		7	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		8	42,000
6	<b>Credits/Payments</b>		9	
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	10	66
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. . . . .		11	17,414
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .			
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .			
11	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> 17,414	Refunded <input type="checkbox"/>		
			11	

**Part VII-A Statements Regarding Activities**

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? . . . . .		Yes	No
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)? . . . . .		Yes	No
	<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>			
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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? . . . . .			
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>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
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>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

**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 page 20 of the instructions). . . . .	11	Yes	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	Yes	
	Website address ► N/A			
14	The books are in care of ► THE DIXON WATER FOUNDATION Located at ► 6060 N Central Expressway 305 DALLAS TX	Telephone no ► (214) 521-8700 ZIP +4 ► 75206		
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
<b>1a</b>	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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . . ►	<b>1b</b>	No
<b>c</b>	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? . . . . .	<b>1c</b>	No
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . If "Yes," list the years ► 20____, 20____, 20____, 20____	<b>2a</b>	
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions) . . . . .	<b>2b</b>	No
<b>c</b>	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____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<b>3a</b>	
<b>b</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). . . . .	<b>3b</b>	No
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<b>4a</b>	No
<b>b</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? . . . . .	<b>4b</b>	No

**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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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. . . . .	<input checked="" type="checkbox"/>	5b	No
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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			

**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 <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

**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
AIMEE DANCH 101 N AUSTIN STREET MARFA, TX 79843	RANCH HAND 40 00	6,000		1,422
ROBERT J TUGGLE 217 COUNTRY ROAD 334 DECATUR, TX 76234	RANCH MANAGER 40 00	72,000		7,111
Total number of other employees paid over \$50,000. . . . .				<input checked="" type="checkbox"/>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see 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		

**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

Activities	Expenses
1 THE DAILY OPERATIONS OF THE RANCHES OWNED BY THE DIXON WATER FOUNDATION DEMONSTRATE HOW CELL GRAZING TECHNIQUES CAN IMPROVE GRASSLAND AND WATERSHED HEALTH	26,593
2 THE DIXON WATER FOUNDATION [THE FOUNDATION] CONDUCTS FIELD DAYS THROUGHOUT THE YEAR TO DEMONSTRATE THE EFFECTIVENESS OF AND PROVIDE EDUCATION TO THE GENERAL PUBLIC REGARDING THE USE OF CELL GRAZING AND OTHER LAND MANAGEMENT TECHNIQUES DURING THE YEAR, THE FOUNDATION HOSTED 48 FIELD DAYS, SEMINARS AND MEETINGS WITH PRESENTATIONS DISCUSSING THE VALUE OF GOOD LAND MANAGEMENT. THE FOUNDATION EXPECTS TO HOST A MINIMUM OF 50 SIMILAR EVENTS PER YEAR OVER THE NEXT SEVERAL YEARS	12,288
3 THE DIXON WATER FOUNDATION SPONSORS AN OUTREACH PROGRAM THROUGH WHICH THEIR RANCH MANAGERS SPEAK AT VARIOUS EVENTS THROUGHOUT TEXAS ON THE BENEFITS OF CELL GRAZING AND OTHER WATERSHED MANAGEMENT	10,600
4 THE FOUNDATION HAS A CHILDREN'S SCIENCE PROGRAM WITH THE ALEDO SCHOOL DISTRICT OF ALEDO, TEXAS. THIS PROGRAM IS AN ENVIRONMENTAL EDUCATION PROGRAM FOR STUDENTS IN ELEMENTARY AND MIDDLE SCHOOL. THE GOAL OF THE PROJECT IS TO FURTHER THE PUBLIC'S UNDERSTANDING, KNOWLEDGE, AND APPRECIATION OF THE RELATIONSHIP BETWEEN GOOD LAND MANAGEMENT AND A HEALTHY WATER SUPPLY	6,635

**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

Investments	Amount
1	
2	
3	
All other program-related investments. See page 24 of the instructions	
Total. Add lines 1 through 3. . . . . ►	

**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	5,154,250
b	Average of monthly cash balances. . . . .	1b	324,019
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	4,352,814
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	9,831,083
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	
3	Subtract line 2 from line 1d. . . . .	3	9,831,083
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	147,466
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,683,617
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	484,181

**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	484,181
2a	Tax on investment income for 2009 from Part VI, line 5. . . . .	2a	24,520
b	Income tax for 2009 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	24,520
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	459,661
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	459,661
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	459,661

**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	1,064,473
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	1,064,473
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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). . . . .	6	1,064,473
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		

**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 page 26 of the instructions)

	<b>(a)</b> Corpus	<b>(b)</b> Years prior to 2008	<b>(c)</b> 2008	<b>(d)</b> 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				459,661
<b>2</b> Undistributed income, if any, as of the end of 2008				
<b>a</b> Enter amount for 2008 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004. . . . .	19,772			
<b>b</b> From 2005. . . . .	235,611			
<b>c</b> From 2006. . . . .	593,601			
<b>d</b> From 2007. . . . .	424,661			
<b>e</b> From 2008. . . . .	569,441			
<b>f Total</b> of lines 3a through e. . . . .	1,843,086			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ► \$ _____ 1,064,473				
<b>a</b> Applied to 2008, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .	0			
<b>d</b> Applied to 2009 distributable amount. . . . .				459,661
<b>e</b> Remaining amount distributed out of corpus	604,812			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:	2,447,898			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .				
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. . . . .				0
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	19,772			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	2,428,126			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005. . . . .	235,611			
<b>b</b> Excess from 2006. . . . .	593,601			
<b>c</b> Excess from 2007. . . . .	424,661			
<b>d</b> Excess from 2008. . . . .	569,441			
<b>e</b> Excess from 2009. . . . .	604,812			

**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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(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 organization 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))

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

**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

Janet Samford  
6060 N Central Expy 305  
DALLAS, TX 75206  
(214) 521-8700

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

2 - 3 PAGE DESCRIPTION OF PROJECT ALONG WITH BUDGET AND SUPPORTING MATERIALS

c Any submission deadlines

NONE

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

LIMITED TO LAND MANAGEMENT, WATERSHED PROTECTION AND EDUCATION

**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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	727,075
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities. . . . .				14	75,972	
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property. . . . .						
<b>b</b> Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income. . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	-286,280	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .						
<b>11</b> Other revenue <b>a</b> <u>UTILITY EASEMENT</u>				1	498,612	
<b>b</b> <u>ROYALTY PAYMENT</u>				1	768,167	
<b>c</b> <u>PARTNERSHIP DISTRIBUTION</u>				1	2,761	
<b>d</b> <u>MISCELLANEOUS INCOME</u>				1	6,441	
<b>e</b> <u>LEASE/WATER INCOME</u>				1	80,535	
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .					1,146,208	
<b>13</b> Total. Add line 12, columns (b), (d), and (e). . . . .						1,146,208

**Part XVI. B. Relationship of Activities to the Accomplishment of Exempt Purposes**



2009

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

**Name of organization**  
The Dixon Water Foundation**Employer identification number**

75-2521176

**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule—**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ► \$ \_\_\_\_\_

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

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**Name of organization**  
The Dixon Water Foundation

**Employer identification number**

75-2521170

**Part I** **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
	See Additional Data Table	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>

**Name of organization**  
The Dixon Water Foundation

**Employer identification number**  
75-2521176

**Part II Noncash Property (see Instructions)**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	158 SHARES - LOESCH & CRANN	\$ 149,763	2009-11-18
6	RECEIVABLE FROM DIXON RANCHES, INC	\$ 513,000	2009-12-31
5	NOTE RECEIVABLE - JANICE SHULTS	\$ 37,011	2009-12-31
4	REAL ESTATE - GARFIELD COUNTY, COLORADO [3 TRACTS]	\$ 515,368	2009-12-31
2	GERLAND PARTNERS, L P [PARTNERSHIP INTEREST]	\$ 151,811	2009-04-17
	Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

<b>Name of organization</b> The Dixon Water Foundation	<b>Employer identification number</b> 75-2521176
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### Part III

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations**

aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions) ► \$

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 75-2521176  
**Name:** The Dixon Water Foundation

**Form 990 Schedule B, Part I - Contributors (See Specific Instructions):**

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	VALLEY FARMS INC 6060 N CENTRAL EXPY 305  DALLAS, TX 75206	\$ 149,763	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
6	DF HOLDINGS INC 6060 N CENTRAL EXPY 305  DALLAS, TX 75206	\$ 513,000	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
5	DF HOLDINGS INC 6060 N CENTRAL EXPY 305  DALLAS, TX 75206	\$ 37,011	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
4	DF HOLDINGS INC 6060 N CENTRAL EXPY 305  DALLAS, TX 75206	\$ 515,368	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
3	DF HOLDINGS INC 6060 N CENTRAL EXPY 305  DALLAS, TX 75206	\$ 28,705	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
2	ESTATE OF ROGER M DIXON 6060 N CENTRAL EXPY 305  DALLAS, TX 75206	\$ 151,811	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )

# Form 990 Schedule B, Part I - Contributors (See Specific Instructions):

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<p>ESTATE OF ROGER M DIXON 6060 N CENTRAL EXPY 305  DALLAS, TX 75206</p>	\$ <u>62,788</u>	<p><b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution )</p>

## TY 2009 Accounting Fees Schedule

**Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 09000047**Software Version:** 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES @ 50%		4,715	0	4,714
ACCOUNTING FEES	9,429	0	0	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2009 Depreciation Schedule

Name: The Dixon Water Foundation

EIN: 75-2521176

Software ID: 09000047

Software Version: 2009v1.3

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
WATER TANKS & STORAGE	2009-06-30	275,411		67	3 33 %	9,171			
FENCING	2009-06-30	171,880		67	3 33 %	5,724			
RANCH HOUSE	2009-06-30	295,147		85	1 97 %	5,814			
CHEYENNE CAB HIGH TOPPER	2009-10-16	1,351		53	20 00 %	270			
GRAZING ENCLOSURE	2009-08-04	700		91	15 0000	19			
KUBOTA MOWER & STIHL TRIM	2009-09-10	8,359		53	20 00 %	1,672			
RANCH HOUSE	2008-11-30	7,326	33	85	3 64 %	266			
WOOD STOVE	2008-09-10	2,000	95	91	7 0000	286			
T-POSTS	2008-05-01	720	32	91	15 0000	48			
CATTLE GUARD	2008-03-31	1,566	78	91	15 0000	104			
WATER WELL	2008-02-27	7,050	392	91	15 0000	470			
GRAVEL ROAD	2008-01-30	5,200	318	91	15 0000	347			
HOUSE	2008-06-30	234,235	4,614	85	3 64 %	8,517			
IMPROVEMENTS	2007-06-29	15,000	594	87	2 56 %	385			
CORRALS	2007-12-12	4,208	901	58	14 29 %	601			
RANCH IMPROVEMENTS	2007-02-22	1,610	161	67	6 67 %	107			
GREENHOUSE	2007-03-13	7,002	525	69	5 00 %	350			
CONSERVATION DEVELOPMENT	2007-01-23	4,419	442	67	6 67 %	295			
NEW BARN	2007-10-30	14,840	1,113	69	5 00 %	742			
IMPROVEMENTS	2007-10-10	22,946	2,294	67	6 67 %	1,530			
CORRALS	2007-10-30	500	107	58	14 29 %	71			
FENCING	2007-06-30	85,753	18,377	58	14 29 %	12,254			
HANGARS	2007-10-30	16,068	498	87	2 56 %	412			
LANDSCAPING	2007-05-29	2,850	610	58	14 29 %	407			
WATER WELL	2007-03-22	10,932	1,586	66	8 55 %	935			
PONDS	2007-02-12	1,256	94	69	5 00 %	63			
FRAMING - BLUEBONNETS	2007-10-27	1,514	324	58	14 29 %	216			
FRAMING - CONFERENCE ROOM	2007-10-27	1,142	245	58	14 29 %	163			
BEAR CREEK FURNITURE	2007-09-10	3,528	756	58	14 29 %	504			
LAPTOP & PRINTER - POTTS	2007-07-09	1,847	924	35	33 33 %	616			
2005 TOYOTA TACOMA	2005-04-07	31,002	25,644	53	11 52 %	3,571			
FENCES	2006-07-01	7,850	1,312	68	6 18 %	485			
CORRALS	2006-01-12	740	564	53	11 52 %	85			
FENCES	2005-10-31	5,777	4,015	53	11 52 %	666			
CORRALS	2005-10-31	973	676	53	11 52 %	112			
TRAILERS	2006-10-12	6,139	2,741	57	12 49 %	767			
EQUIPMENT	2005-09-28	893	739	53	11 52 %	103			
FENCES	2006-09-19	850	142	68	6 18 %	53			
CORRALS	2006-06-14	570	316	57	12 49 %	71			
IMPROVEMENTS	2006-08-31	8,914	1,490	68	6 18 %	551			
POND	2006-03-20	245	24	69	5 00 %	12			
PONDS	2005-12-31	7,132	714	69	5 00 %	357			
FENCES	2005-12-31	2,535	1,762	53	11 52 %	292			
CORRALS	2005-12-31	1,690	1,174	53	11 52 %	195			
FURNITURE & FIXTURES	2006-05-31	6,049	4,177	53	11 52 %	697			
OFFICE FURNITURE	2006-03-31	6,339	4,830	53	11 52 %	730			
OFFICE FURNITURE	2006-03-06	28,185	21,477	53	11 52 %	3,247			
FILE CABINETS	2006-01-20	7,943	6,053	53	11 52 %	915			
OFFICE FURNITURE	2006-01-13	13,164	10,030	53	11 52 %	1,516			
FURNITURE & FIXTURES	2005-09-26	61,108	42,468	53	11 52 %	7,040			
WATER WELLS/DRAINAGE	2006-07-01	8,633	1,558	69	5 00 %	432			
PONDS	2006-11-09	1,167	58	91	20 0000	58			
PLANNING - ARCHITECTS	2006-11-30	30,012	1,091	85	3 64 %	1,091			
SEEDING HERITAGE CENTER	2006-11-30	7,482	748	69	5 00 %	374			
FENCES LANDSCAPING-GRASS	2006-10-31	112,560	50,268	57	12 49 %	14,059			
EQUIPMENT - FREEZER	2006-10-12	324	178	53	11 52 %	37			
CORRALS	2006-05-19	4,272	2,365	57	12 49 %	534			
BARN	2006-06-30	22,281	4,140	68	6 18 %	1,376			
WATER WELL	2005-09-01	9,425	2,898	66	6 93 %	653			
PONDS	2005-09-01	6,327	632	69	5 00 %	316			
BUILDING	2005-09-01	9,247	2,203	68	5 71 %	528			
CORRALS	2005-09-01	4,586	3,187	53	11 52 %	528			

## TY 2009 Employee Compensation Explanation

**Name:** The Dixon Water Foundation

**EIN:** 75-2521176

**Software ID:** 09000047

**Software Version:** 2009v1.3

Employee	Explanation
AIMEE DANCH	
ROBERT J TUGGLE	

## TY 2009 General Explanation Attachment

**Name:** The Dixon Water Foundation

**EIN:** 75-2521176

**Software ID:** 09000047

**Software Version:** 2009v1.3

Identifier	Return Reference	Explanation
		THE DIXON WATER FOUNDATION ATTACHMENT TO FORM 990-PF PART VII-A, ITEM 11 THE DIXON WATER FOUNDATION WAS THE SOLE MEMBER OF DF HOLDINGS, INC , A TITLE-HOLDING CORPORATION THAT IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501[C][2] OF THE INTERNAL REVENUE CODE DF HOLDINGS, INC OWNED ALL OF THE STOCK OF DIXON RANCHES, INC , A FOR-PROFIT CORPORATION DF HOLDINGS, INC WAS LIQUIDATED AND DISSOLVED IN DEDEMBER, 2009 AND TRANSFERRED ITS DIXON RANCHES, INC STOCK TO THE DIXON WATER FOUNDATION THE DIXON WATER FOUNDATION DID NOT RECEIVE ANY ITEMS OF INCOME DESCRIBED IN SECTION 512[B][13], DIRECTLY OR INDIRECTLY, FROM DIXON RANCHES, INC DURING THE CURRENT YEAR THE SOLE PURPOSE OF DIXON RANCHES, INC IS TO PRACTICE HOLISTIC RANCH MANAGEMENT, CONSISTENT WITH THE DIXON WATER FOUNDATION'S CHARITABLE AND EDUCATIONAL PURPOSES PRACTITIONERS OF HOLISTIC RANCH MANAGEMENT RECOGNIZE THAT IN ORDER FOR THIS MOVEMENT TO SUSTAIN ITSELF, THE ABILITY TO PRACTICE HOLISTIC RANCH MANAGEMENT ON A PROFITABLE BASIS MUST BE DEMONSTRATED CONTINUOUSLY AS SUCH, DIXON RANCHES, INC IS A FUNCTIONALLY RELATED BUSINESS WITHIN THE MEANING OF SECTION 4942[J][5] AND 4943[D][3] OF THE INTERNAL REVENUE CODE AND SECTION 53 4942[A]-2[C][3][III] OF THE TREASURY REGULATIONS

**TY 2009 Land, Etc. Schedule****Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 09000047**Software Version:** 2009v1.3

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Miscellaneous	30,012	2,182	27,830	37,819,761
Land	36,527,584		36,527,584	
Improvements	1,098,876	158,067	940,809	
Buildings	310,999	25,317	285,682	
Machinery and Equipment	15,715	6,237	9,478	
Furniture and Fixtures	132,819	107,309	25,510	
Auto./Transportation Equip.	32,353	29,485	2,868	

## TY 2009 Legal Fees Schedule

**Name:** The Dixon Water Foundation

**EIN:** 75-2521176

**Software ID:** 09000047

**Software Version:** 2009v1.3

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL FEES @ 50%		31,593	0	31,594
LEGAL FEES	63,187	0	0	0

## TY 2009 Other Assets Schedule

**Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 09000047**Software Version:** 2009v1.3

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NOTE RECEIVABLE - JANICE SHULTS		37,011	37,011
DUE FROM DIXON RANCHES, INC	131,849	459,900	459,900

## TY 2009 Other Decreases Schedule

**Name:** The Dixon Water Foundation

**EIN:** 75-2521176

**Software ID:** 09000047

**Software Version:** 2009v1.3

Description	Amount
CHANGE IN FMV OF SECURITIES	6,438,982

## TY 2009 Other Expenses Schedule

**Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 09000047**Software Version:** 2009v1.3

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UTILITIES [OUTREACH]	5,367			5,367
TRAINING COURSES [OUTREACH]	3,875			3,875
TRAINING COURSES	900			
TELEPHONE [OUTREACH]	2,097			2,097
TELEPHONE	8,422			
SECURITY SERVICE [OUTREACH]	1,085			1,085
REPAIRS - MIMMS [OUTREACH]	5,310			5,310
RANCH SUPPLIES [OUTREACH]	83			83
POSTAGE AND DELIVERY [OUTREACH]	31			31
POSTAGE AND DELIVERY	1,740			
PEST CONTROL [OUTREACH]	552			552
PAYROLL CONTRACTOR PAYMENTS	560			
PARKING	2,598			
ORGANIC CERTIFICATION FEES [OUTREACH]	1,490			1,490
OFFICE SUPPLIES [OUTREACH]	1,426			1,426
OFFICE SUPPLIES	3,854			
OFFICE EXPENSE	8,831			
MISCELLANEOUS	24,822			
MEALS & ENTERTAINMENT [OUTREACH]	1,689			1,689
MEALS & ENTERTAINMENT	7,450			
INTERNET [OUTREACH]	606			606
INTERNET	1,089			
INSURANCE [OUTREACH]	5,891			5,891
INSURANCE	23,857			
HOMEOWNER DUES	450			
HOMEOWNER DUES	1,350			
EDUCATIONAL SUPPLIES [OUTREACH]	4,710			4,710
CONTRACT LABOR [OUTREACH]	5,625			5,625
AUTO EXPENSE [OUTREACH]	5,549			5,549

## TY 2009 Other Income Schedule

**Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 09000047**Software Version:** 2009v1.3

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UTILITY EASEMENT	498,612		
ROYALTY PAYMENT	768,167		
PARTNERSHIP DISTRIBUTION	2,761		
MISCELLANEOUS INCOME	6,441		
LEASE/WATER INCOME	80,535		

## TY 2009 Other Liabilities Schedule

**Name:** The Dixon Water Foundation

**EIN:** 75-2521176

**Software ID:** 09000047

**Software Version:** 2009v1.3

Description	Beginning of Year - Book Value	End of Year - Book Value
TAX LIABILITY ACCOUNT	3,501	3,657

## TY 2009 Other Professional Fees Schedule

**Name:** The Dixon Water Foundation

**EIN:** 75-2521176

**Software ID:** 09000047

**Software Version:** 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	26,390	0	0	0
BROKERAGE FEES - INVESTMENT ADVISOR		25,383	0	0
BROKERAGE FEES	26,022	0	0	0

## TY 2009 Taxes Schedule

**Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 09000047**Software Version:** 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES - PROPERTY TAXES [OUTREACH]	7,485			7,485
TAXES - PROPERTY TAXES [OUTREACH]	7			7
TAXES - PROPERTY TAXES [OUTREACH]	637			637
TAXES - PROPERTY TAXES [OUTREACH]	6,269			6,269
TAXES - PROPERTY TAXES [OUTREACH]	4,855			4,855
TAXES - PROPERTY TAXES [OUTREACH]	45			45
TAXES - PROPERTY TAXES [OUTREACH]	41			41
TAXES - PROPERTY TAXES [OUTREACH]	3,736			3,736
TAXES - PROPERTY TAXES [OUTREACH]	24,989			24,989
TAXES - PROPERTY TAXES [OUTREACH]	22			22
TAXES - PROPERTY TAXES [OUTREACH]	14			14
TAXES - PROPERTY TAXES [OUTREACH]	1,359			1,359
TAXES - PROPERTY TAXES [OUTREACH]	113			113
TAXES - MISCELLANEOUS	782			-782
TAXES - FOREIGN INCOME TAX	1,179			
TAXES - FEDERAL INCOME	56,818			
PAYROLL TAXES - JANET SAMFORD				4,033
PAYROLL TAXES [OUTREACH]	6,375			6,375
PAYROLL TAXES [OUTREACH]	111			111
PAYROLL TAXES	14,537			
COLORADO SEVERENCE TAX	24,074			

## Additional Data

**Software ID:** 09000047  
**Software Version:**  
**EIN:** 75-2521176  
**Name:** The Dixon Water Foundation

### Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
Laura L Whiting	Director 1 00	0		
6060 N Central Expy 305 Dallas, TX 75206				
Kathy Smyth	Director 1 00	0		
6060 N Central Expy 305 Dallas, TX 75206				
Leslie C Rauscher	Director 1 00	0		
6060 N Central Expy 305 Dallas, TX 75206				
Sam Montoya	Director 1 00	0		
6060 N Central Expy 305 Dallas, TX 75206				
Walt Davis	Director 1 00	0		
6060 N Central Expy 305 Dallas, TX 75206				
Isabelle Moro	Asst Treasurer 35 00	0		
6060 N Central Expy 305 Dallas, TX 75206				
Janet Samford	Secretary 35 00	67,200		407
6060 N Central Expy 305 Dallas, TX 75206				
Clinton W Josey Jr	Vice President 40 00	0		
6060 N Central Expy 305 Dallas, TX 75206				
Robert J Potts	Pres/Treas 40 00	175,000		10,647
6060 N Central Expy 305 Dallas, TX 75206				

## Form 990PF Part XV Line 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)				
<b>a Paid during the year</b>				
AUDUBON TEXAS 2904 SWISS AVENUE DALLAS, TX 75204	NONE	PUB CHAR	PROGRAM MANAGER	75,000
TEXAS AGRILIFE RESEARCH 2147 TAMUS COLLEGE STATION, TX 77843	NONE	PUB UNIVE	GRASSLAND CONSERVATION	3,300
NATIVE PRAIRIE ASSN OF TEXAS 2002-A GUADALUPE ST PMB 290 AUSTIN, TX 78705	NONE	PUB CHAR	EXECUTIVE DIRECTOR	41,000
SAND COUNTY FOUNDATION P O BOX 6587 MONONA, WI 53716	NONE	PUB CHAR	TRINITY RIVER PROJECT	25,000
QUIVERA COALITION INC 1413 SECOND STREET 1 SANTA FE, NM 87505	NONE	PUB CHAR	RANCH APPRENTICE PROGRAM	50,000
UTAH STATE UNIVERSITY 5230 Old Main Hill LOGAN, UT 84322	NONE	PUB UNIVE	BEHAVE MEETING	18,000
THE NATURE CONSERVANCY P O BOX 1440 SAN ANTONIO, TX 78295	NONE	PUB CHAR	GRASSLAND CONSERVATION & RESTORATION	90,000
ENVIRONMENTAL DEFENSE FUND 44 EAST AVENUE AUSTIN, TX 78701	NONE	PUB CHAR	OLLANO RIVER PROJECT	26,040
OGALLALA COMMONS INC P O BOX 346 NAZARETH, TX 79063	NONE	PUB CHAR	TEXAS PLAINS WATER STUDY	25,000
THE TRANS-PECOS WATER TRUST P O BOX 314 FORT DAVIS, TX 79734	NONE	PUB CHAR	WATER CONSERVATION	25,000
NORTH TEXAS PUBLIC BROADCASTING INC 3300 HARRY HINES BLVD DALLAS, TX 75201	NONE	PUB CHAR	TRINITY RIVER PROJECT	55,000
UNIVERSITY OF NORTH TEXAS P O BOX 305250 DENTON, TX 76203	NONE	PUB UNIVE	WATER ISSUES PROGRAM	69,985
NATIONAL WILDLIFE FEDERATION 44 EAST AVENUE SUITE 200 AUSTIN, TX 78701	NONE	PUB CHAR	TRINITY RIVER PROJECT	25,000
CONNEMARA CONSERVANCY P O BOX 793808 DALLAS, TX 75379	NONE	PUB CHAR	CONSERVATION DIRECTOR	85,750
MARFA PUBLIC RADIO P O BOX 238 MARFA, TX 79843	NONE	PUB CHAR	OPERATIONAL SUPPORT	8,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>727,075</b>

## Form 990PF Part XV Line 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)				
<b>a Paid during the year</b>				
HRM OF TEXAS P O BOX 373 JOHNSON CITY, TX 78636	NONE	PUB CHAR	OPERATIONAL SUPPORT	60,000
SUL ROSS STATE UNIVERSITY DEPARTMENT OF NATURAL RESOURCE MGT ALPINE, TX 79832	NONE	PUB UNIVE	GRAZING MONITORING	25,000
FRIENDS OF THE BRAZOS RIVER 6336 GOLIAD DALLAS, TX 75214	NONE	PUB CHAR	WATER & ECO RESEARCH	20,000
<b>Total</b>			► 3a	727,075