Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
THE GRAHAM AND CAROLYN HOLLOWAY FAMILY FOUNDATION TRUST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 989

City or town, state, and ZIP code
COLLEYVILLE, TX 76034

A Employer identification number
75-2569765

B Telephone number
817/267-5897

C If exemption application is pending, check here ▶☐
D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,664,219.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

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))

	Line	Description	(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	25,396.		N/A	
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	22,012.	22,012.		Statement 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	21,375.			
	b	Gross sales price for all assets on line 6a 1,778,332.				
	7	Capital gain net income (from Part IV, line 2)		21,375.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	68,783.	43,387.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,000.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 2	1,975.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes Stmt 3	2,781.	1,251.		0.
	19	Depreciation and depletion	261.	0.		
	20	Occupancy				
	21	Travel, conferences, and meetings	1,967.	0.		0.
	22	Printing and publications	353.	0.		0.
	23	Other expenses Stmt 4	3,589.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	30,926.	1,251.		0.
	25	Contributions, gifts, grants paid	193,500.			193,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	224,426.	1,251.		193,500.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-155,643.			
	b	**Net investment income** (if negative, enter -0-)		42,136.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	978.	34,580.	34,580.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 6	3,653,825.	3,472,947.	3,627,767.
	14 Land, buildings, and equipment: basis ▶ 2,015.			
	Less accumulated depreciation Stmt 7 ▶ 1,303.	973.	712.	712.
	15 Other assets (describe ▶ PREPAID FIT)	10,400.	1,160.	1,160.
	16 Total assets (to be completed by all filers)	3,666,176.	3,509,399.	3,664,219.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,827,656.	3,827,656.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-161,480.	-318,257.	
	30 Total net assets or fund balances	3,666,176.	3,509,399.	
	31 Total liabilities and net assets/fund balances	3,666,176.	3,509,399.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,666,176.
2	Enter amount from Part I, line 27a	2	-155,643.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,510,533.
5	Decreases not included in line 2 (itemize) ▶ See Statement 5	5	1,134.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,509,399.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,778,332.		1,756,957.	21,375.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				21,375.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 21,375.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	259,367.	4,203,222.	.061707
2007	223,206.	5,109,612.	.043684
2006	169,360.	4,343,802.	.038989
2005	203,400.	3,738,248.	.054411
2004	158,620.	3,498,844.	.045335

2	**Total** of line 1, column (d)	2	.244126
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048825
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,140,666.
5	Multiply line 4 by line 3	5	153,343.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	421.
7	Add lines 5 and 6	7	153,764.
8	Enter qualifying distributions from Part XII, line 4	8	193,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	421.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	421.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	421.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,160.		
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	1,160.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	739.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 739.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.hollowayfamilyfoundation.org

14 The books are in care of ▶ VALERIE L. HOLLOWAY Telephone no. ▶ 817/267-5897

Located at ▶ 4100 OXFORD COURT; COLLEYVILLE, TEXAS ZIP+4 ▶ 76034

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A | 1b | | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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? ☐ Yes ☒ No

If "Yes," list the years ▶ ________, ________, ________, ________

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A | 2b | | |

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ________, ________, ________, ________

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A | 3b | | |

		Yes	No
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)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
E. GRAHAM HOLLOWAY 109 STOCKMAN TRAIL GEORGETOWN, TX 78628	CHAIRMAN & TREASURER 0.00	0.	0.	0.
CAROLYN G. HOLLOWAY 109 STOCKMAN TRAIL GEORGETOWN, TX 78628	SECRETARY 0.00	0.	0.	0.
G. SCOTT HOLLOWAY 4182 CESAR CHAVEZ SAN FRANCISCO, CA 94131	PRESIDENT 0.00	0.	0.	0.
VALERIE HOLLOWAY SKINNER 4100 OXFORD COURT COLLEYVILLE, TX 76034	VICE-PRESIDENT 5.00	20,000.	0.	0.

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	3,146,339.
b	Average of monthly cash balances		1b	42,154.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,188,493.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	3,188,493.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	47,827.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,140,666.
6	**Minimum investment return** Enter 5% of line 5		6	157,033.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	157,033.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 421.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	421.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	156,612.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	156,612.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	156,612.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	193,500.
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	193,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	421.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	193,079.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				156,612.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 10,714.				
f Total of lines 3a through e	10,714.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 193,500.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				156,612.
e Remaining amount distributed out of corpus	36,888.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	47,602.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	47,602.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 10,714.				
e Excess from 2009 36,888.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

See Statement 8

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
See Statement 9				
Total			▶ 3a	193,500.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	22,012.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	21,375.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		43,387.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 43,387.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ [signature] 5/11/10 ▶ VICE PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature] CPA	Date 5/7/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ MCILVAIN & ASSOCIATES CPA 4005 GATEWAY DR., SUITE 200 COLLEYVILLE, TX 76034		EIN ▶	
		Phone no. 817-545-1277	

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization
THE GRAHAM AND CAROLYN HOLLOWAY FAMILY FOUNDATION TRUST

Employer identification number
75-2569765

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
THE GRAHAM AND CAROLYN HOLLOWAY
FAMILY FOUNDATION TRUST

Employer identification number
75-2569765

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CAROLYN HOLLOWAY 109 STOCKMAN TRAIL GEORGETOWN, TX 78628	$ 12,698.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	GRAHAM HOLLOWAY 109 STOCKMAN TRAIL GEORGETOWN, TX 78628	$ 12,698.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AMCAP FUND	P	Various	05/06/09
b	AMERN HIGH INCOME TRUST	P	Various	07/24/09
c	CAPITAL WORLD GRW & INC	P	Various	02/17/09
d	CAPITAL WORLD GRW & INC	P	Various	03/31/09
e	EUROPACIFIC	P	Various	07/24/09
f	FUNDAMENTAL INVESTORS	P	Various	05/06/09
g	NEW ECONOMY FUND	P	Various	07/24/09
h	SMALLCAP WORLD FUND	P	Various	05/06/09
i	SMALLCAP WORLD FUND	P	Various	07/24/09
j	SMALLCAP WORLD FUND	P	Various	12/14/09
k	AMCAP FUND-EXCHANGE	P	Various	05/06/09
l	AMCAP FUND-EXCHANGE	P	Various	05/06/09
m	AMERN HIGH INCOME TRUST-EXCHANGE	P	Various	07/24/09
n	CAPITAL INCOME BUILDER FUND-EXCHANGE	P	Various	07/24/09
o	CAPITAL WORLD GRW & INC-EXCHANGE	P	Various	04/01/09

	(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	8,500.		9,725.	-1,225.
b	632.		669.	-37.
c	20,000.		27,803.	-7,803.
d	60,000.		80,799.	-20,799.
e	9,679.		8,358.	1,321.
f	8,600.		9,114.	-514.
g	5,907.		5,769.	138.
h	17,900.		21,182.	-3,282.
i	16,782.		17,509.	-727.
j	15,000.		13,280.	1,720.
k	6,631.		6,631.	0.
l	8,969.		8,969.	0.
m	4,534.		4,534.	0.
n	1,161.		1,161.	0.
o	16,889.		16,889.	0.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-1,225.
b				-37.
c				-7,803.
d				-20,799.
e				1,321.
f				-514.
g				138.
h				-3,282.
i				-727.
j				1,720.
k				0.
l				0.
m				0.
n				0.
o				0.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	CAPITAL WORLD GRW & INC-EXCHANGE	P	Various	04/01/09
b	EUROPACIFIC-EXCHANGE	P	Various	Various
c	FUNDAMENTAL INVESTORS-EXCHANGE	P	Various	Various
d	GROWTH FUND OF AMERICA-EXCHANGE	P	Various	04/01/09
e	GROWTH FUND OF AMERICA-EXCHANGE	P	Various	04/01/09
f	NEW ECONOMY FUND-EXCHANGE	P	Various	Various
g	WASHINGTON MUTUAL INVS FD-EXCHANGE	P	Various	04/01/09
h	Capital Gains Dividends			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	488,152.		488,152.	0.
b	125,192.		125,192.	0.
c	71,759.		71,759.	0.
d	4,232.		4,232.	0.
e	358,449.		358,449.	0.
f	201,810.		201,810.	0.
g	274,971.		274,971.	0.
h	52,583.			52,583.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				0.
h				52,583.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	21,375.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

2009 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	DELL LATITUDE 5500 COMPUTER	112408	150DB	5.00	17	1,272.		636.	636.	24.		184.
2	FURNITURE-FILE	121908	150DB	7.00	17	743.		372.	371.	10.		77.
	* Total 990-PF Pg 1 Depr					2,015.		1,008.	1,007.	34.	0.	261.

928102 06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Form 990-PF	Dividends and Interest from Securities		Statement 1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
EDWARD JONES	74,595.	52,583.	22,012.
Total to Fm 990-PF, Part I, ln 4	74,595.	52,583.	22,012.

Form 990-PF	Accounting Fees			Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	1,975.	0.		0.
To Form 990-PF, Pg 1, ln 16b	1,975.	0.		0.

Form 990-PF	Taxes			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAX	1,530.	0.		0.
FOREIGN TAXES	1,251.	1,251.		0.
To Form 990-PF, Pg 1, ln 18	2,781.	1,251.		0.

Form 990-PF	Other Expenses			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MEMBERSHIP FEES	555.	0.		0.
OFFICE EXPENSES	527.	0.		0.
MILEAGE	2,250.	0.		0.
POSTAGE & DELIVERY	257.	0.		0.
To Form 990-PF, Pg 1, ln 23	3,589.	0.		0.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 5

Description	Amount
PRIOR YEAR FIT	1,133.
PRIOR YEAR PENALTY	1.
Total to Form 990-PF, Part III, line 5	1,134.

Form 990-PF Other Investments Statement 6

Description	Valuation Method	Book Value	Fair Market Value
AMERICAN FUNDS - EUROPACIFIC GROWTH FUND	COST	139,442.	182,728.
AMERICAN FUNDS - GROWTH FUND OF AMERICA	COST	0.	0.
AMERICAN FUNDS - NEW ECONOMY FUNDS	COST	157,826.	182,546.
AMERICAN FUNDS - SMALLCAP WORLD FUND	COST	325,674.	372,110.
AMERICAN FUNDS - CAPITAL WORLD GROWTH AND INC	COST	0.	0.
AMERICAN FUNDS - FUNDAMENTAL INVESTORS	COST	479,843.	551,953.
AM CAP FUND	COST	695,728.	744,439.
WASHINGTON MUTUAL INVS FD	COST	444,805.	365,457.
AMERICAN HIGH INCOME TRUST	COST	169,648.	179,658.
BOND FUND OF AMERICA	COST	456,217.	329,083.
CAPITAL INCOME BUILDER	COST	162,552.	174,389.
INVESTMENT COMPANY OF AMERICA	COST	441,212.	545,404.
Total to Form 990-PF, Part II, line 13		3,472,947.	3,627,767.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 7

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
DELL LATITUDE 5500 COMPUTER	1,272.	844.	428.
FURNITURE-FILE	743.	459.	284.
Total To Fm 990-PF, Part II, ln 14	2,015.	1,303.	712.

Form 990-PF Part XV - Line 1a Statement 8
List of Foundation Managers

Name of Manager

E. GRAHAM HOLLOWAY
CAROLYN G. HOLLOWAY

Form 990-PF Grants and Contributions Statement 9
Paid During the Year

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
A WISH WITH WINGS 917 WEST SANFORD ST ARLINGTON, TX 76012	NONE SERVICE (FUNDRAISER SPONSORSHIP)	PUBLIC	5,000.
AIDS OUTREACH CENTER 801 WEST GANNON FT WORTH, TX 76104	NONE SERVICE & EDUCATION (FUNDRAISER SPONSORSHIP)	PUBLIC	2,500.
ALL CHURCH HOME FOR CHILDREN 1424 SUMMIT AVE FT WORTH, TX 76102	NONE RESIDENTIAL SERVICES	PUBLIC	5,000.
AIDS ALABAMA 3521 7TH AVE S BIRMINGHAM, AL 35222	NONE EDUCATION, OUTREACH & ADVOCACY	PUBLIC	2,500.
ALZHEIMERS ASSOCIATON RESEARCH NORTH MICHIGAN AVE CHICAGO, IL 60611	NONE FUNDRAISER SPONSORSHIP	PUBLIC	10,000.
AMERICAN CANCER SOCIETY 3301 W FREEAY FORT WORTH, TX 76107	NONE RESEARCH	PUBLIC	10,000.

ASSOCIATION FOR INDEPENDENT LIVING 2826 STOREY LANE DALLAS, TX 75220	NONE SERVICE (OPERATIONS SUPPORT)	PUBLIC	2,500.
BATTERED WOMEN'S FOUNDATION P O BOX 54888 HURST, TX 76054	NONE ASSIST ABUSED WOMEN AND CHILDREN	PUBLIC	5,000.
C5 YOUTH FOUNDATION OF TEXAS 3012 INDUSTRIAL TERRACE AUSTIN, TX 78758	NONE LEADERSHIP FOR AT-RISK YOUTH	PUBLIC	5,000.
AMON CARTER MUSEUM 3501 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE ART PROGRAMS FOR ALZHEIMER'S PATIENTS	PUBLIC	2,500.
CANCER CARE SERVICES 623 S HENDERSON FT WORTH, TX 76104	NONE SOCIAL SERVICES	PUBLIC	5,000.
ATTITUDES & ATTIRES 2300 N STEMMONS FRWY DALLAS, TX 75207	NONE SOCIAL SERVICES FOR WOMEN IN POVERTY	PUBLIC	5,000.
BEST BUDDIES 5646 MILTON ST, STE LL100 DALLAS, TX 75206	NONE SOCIAL SERVICES FOR DISABLED INDIVIDUALS	PUBLIC	5,000.
COMMUNITY ENRICHMENT CENTER 6250 N E LOOP 820 N RICHLAND HILLS, TX 76180	NONE FUNDRAISER SPONSORSHIP	PUBLIC	5,000.
COMMUNITY PARTNERS OF DALLAS 8700 N STEMMONS FREEWAY, STE 104 DALLAS, TX 75247	NONE SEXUAL ABUSE PROGRAMS	PUBLIC	5,000.
DFW CENTER FOR AUSTISM 303 W NASH ST GRAPEVINE, TX 76051	NONE FUNDRAISER SPONSORSHIP	PUBLIC	2,500.

CROSS ROAD RETIREMENT COMMUNITY 1302 OLD COX ROAD ASHEBORO, NC 27205	NONE ART PROGRAMS FOR ALZHEIMER'S PATIENTS	PUBLIC	2,500.
DALLAS LIFE 1100 CADIZ STREET DALLAS, TX 75215	NONE SUPPORT FOR THE HOMELESS	PUBLIC	5,000.
FOUNDATION FOR EDUCATION OF YOUNG WOMEN 15303 DALLAS PARKWAY, SUITE 999 ADDISON, TX 75001	NONE ENRICHMENT PROGRAMS	PUBLIC	5,000.
FRIENDS FOR LIFE 5000 LAKEWOOD DR WACO, TX 76710	NONE SERVICES FOR ELDERLY	PUBLIC	10,000.
FT WORTH HOPE CENTER 3625 E LOOP 820 S FORT WORTH, TX 76107	NONE FOOD PANTRY	PUBLIC	5,000.
HORSEPOWER 8001 LEABOURNE ROAD COLFAX, NC 27235	NONE THERAPEUTIC RIDING	PUBLIC	2,500.
INTERFAITH HOUSING COALITION 5600 ROSS AVE DALLAS, TX 75206	NONE HOMELESS PREVENTION	PUBLIC	5,000.
EAST DALLAS COMMUNITY SCHOOL 1002 WAYNE STR DALLAS, TX 75223	NONE EDUCATION FOR LOW-INCOME YOUTH	PUBLIC	5,000.
JUNIOR PLAYERS 4054 McKINNEY AVE #104 DALLAS, TX 75204	NONE ARTS EDUCATION-SUMMER PROGRAM	PUBLIC	5,000.
LONE STAR RIDE FIGHTING AIDS P O BOX 190869 DALLAS, TX 75219	NONE FUNDRAISER SPONSORSHIP	PUBLIC	10,000.

LOVE NEVER FAILS 5617 DIAMOND OAKS SOUTH FORT WORTH, TX 76117	NONE AFTER SCHOOL PROGRAMS	PUBLIC	2,500.
KIPP TRUTH ACADEMY 3200 S LANDCASTER RD, STE 320-A DALLAS, TX 75216	NONE EDUCATION FOR INNER-CITY YOUTH	PUBLIC	5,000.
MCWANE SCIENCE CENTER 200 19TH STREET N BIRMINGHAM, AL 35203	NONE ENRICHMENT PROGRAMS	PUBLIC	5,000.
LEGAL HOSPICE OF TEXAS 3626 NORTH HALL ST DALLAS, TX 75219	NONE LEGAL SERIVCES FOR THE TERMINALLY ILL	PUBLIC	2,500.
NETWORK OF COMMUNITY MINISTRIES 741 S SHERMAN ST RICHARDSON, TX 75081	NONE SENIORS' NET HANDYMAN FUNDING	PUBLIC	5,000.
PARENTS TELEVISION COUNCIL 707 WILSHIRE BLVD #2074 LOS ANGELES, CA 90017	NONE CLEAN UP TV PROGRAMS FUNDING	PUBLIC	1,500.
MENTAL HEALTH ASSOC OF TARRANT COUNTY 3136 NORTH 4TH ST FORT WORTH, TX 76107	NONE SUPPORT SERVICES FOR TROOPS	PUBLIC	2,000.
RAINBOW DAYS 8150 N CENTRAL EXPWY, STE 1600 DALLAS, TX 75206	NONE FUNDRAISER SPONSORSHIP	PUBLIC	5,000.
RESOURCE CENTER OF DALLAS 2701 REAGAN ST DALLAS, TX 75219	NONE DENTAL CLINC HIV/AIDS - FUNDING	PUBLIC	1,500.
RISE ADVENTURES P O BOX 141122 IRVING, TX 75014	NONE ACTIVITIES FOR DISABLED FUNDING	PUBLIC	3,000.

METROPORT MEALS ON WHEELS 428 NORTH HWY 377 ROANOKE, TX 76262	NONE PROVIDES MEALS FOR ELDERLY	PUBLIC	2,500.
NORTH TEXAS SNAP 901 CLINIC DR EULESS, TX 76039	NONE SUPPORT NETWORK FOR DISABLED	PUBLIC	1,500.
SPECIAL PROGRAMS FOR AGING 1800 MALONE ST DENTON, TX 76201	NONE MEALS ON WHEELS	PUBLIC	2,500.
SPIRITHORSE THERAPEUTIC RIDING CENTER 1960 POST OAK DR CORINTH, TX 76210	NONE EQUINE THERAPY	PUBLIC	2,500.
PHILANTHROPY ROUNDTABLE 1150 17RH STREET NEW, STE 503 WASHINGTON, DC 20036	NONE FOSTER EXCELLANCE IN PHILANTHROPY	PUBLIC	1,000.
SHELTERING ARMS 3838 ABERDEEN WAY HOUSTON, TX 77025	NONE SOCIAL SERVICES FOR SENIOR CITIZENS	PUBLIC	5,000.
THEA FOUNDATION P O BOX 94234 NORTH LITTLE ROCK, AR 72190	NONE ART PROGRAMS	PUBLIC	3,000.
WILKINSON CENTER 5200 BRYAN ST DALLAS, TX 75206	NONE SERIVCES TO COMBAT CHRONIC POVERTY	PUBLIC	2,500.
THE SALVATION ARMY P O BOX 2333 FORT WORTH, TX 76113	NONE SOCIAL SERVICES	PUBLIC	5,000.
THE ARC OF DALLAS 12700 HILLCREST RD, STE 200 DALLAS, TX 75230	NONE LEADERSHIP PROGRAM FOR DISABLED	PUBLIC	2,500.
Total to Form 990-PF, Part XV, line 3a			193,500.