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 , 2009, 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.

J.L. Williams Foundation, Inc.
P.O. Box 797464
Dallas, TX 75379

A Employer identification number: 75-2671320

B Telephone number (see the instructions): (972) 588-3636

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: [X] 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, column (c), line 16)* ►$ 15,504,918.

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

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 the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	341,302.	341,302.	N/A	
	4 Dividends and interest from securities	45,344.	45,344.		
	5a Gross rents	16,535.	16,535.		
	b Net rental income or (loss) -3,086.				
	6a Net gain/(loss) from sale of assets not on line 10	-58,040.			
	b Gross sales price for all assets on line 6a 304,157.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	42,867.	42,867.		
	12 **Total.** Add lines 1 through 11	388,008.	446,048.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	198,000.	178,200.		19,800.
	14 Other employee salaries and wages	25,009.	25,009.		
	15 Pension plans, employee benefits	8,949.	8,110.		839.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	6,250.	6,250.		
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 3	29,711.	28,196.		1,515.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	53,368.	39,832.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	321,287.	285,597.		22,154.
	25 Contributions, gifts, grants paid Part XV	255,000.			255,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	576,287.	285,597.		277,154.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-188,279.			
	b **Net investment income** (if negative, enter -0-)		160,451.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
JUN 08 2010
OGDEN, UT
IRS-OSC

SCANNED JUN 14 2010

15

914

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	10,440,043.	10,350,291.	10,350,291.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ► 2,243,675.	Statement 5		
	Less: allowance for doubtful accounts ►	2,347,004.	2,243,675.	2,243,675.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	180.	6,391.	6,391.
	10a Investments – U S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 6	1,834,568.	1,895,369.	2,072,906.
	c Investments – corporate bonds (attach schedule) Statement 7	379,610.	345,249.	345,249.
	11 Investments – land, buildings, and equipment: basis ► 214,790.			
	Less. accumulated depreciation (attach schedule) See Stmt 8. ►	214,790.	214,790.	245,070.
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 9	677,625.	655,236.	238,331.
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 10)	11,674.	3,005.	3,005.
	16 **Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	15,905,494.	15,714,006.	15,504,918.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	15,905,494.	15,714,006.	
	30 **Total net assets or fund balances** (see the instructions)	15,905,494.	15,714,006.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	15,905,494.	15,714,006.	

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	15,905,494.
2	Enter amount from Part I, line 27a	2	-188,279.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	15,717,215.
5	Decreases not included in line 2 (itemize) ► See Statement 11	5	3,209.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	15,714,006.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 12			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-58,040.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	20,776.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	6,209,267.	15,494,176.	0.400748
2007	972,068.	21,254,448.	0.045735
2006	608,965.	20,343,335.	0.029934
2005	487,912.	13,166,925.	0.037056
2004	601,168.	14,916,662.	0.040302

2	**Total** of line 1, column (d)	2	0.553775
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	0.110755
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,066,977.
5	Multiply line 4 by line 3	5	1,668,743.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,605.
7	Add lines 5 and 6	7	1,670,348.
8	Enter qualifying distributions from Part XII, line 4	8	277,154.

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 the instructions)

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b		1	3,209.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,209.
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	3,209.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 9,600.		
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	9,600.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	6,391.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 6,391.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the instructions for definition)?	1b		X
*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.*			
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?	4b	N/A	
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the 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

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 ► N/A

14 The books are in care of ► Julia Underwood Telephone no. ► (972) 588-3636

Located at ► P.O. Box 797464 Dallas TX ZIP + 4 ► 75379

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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? SEE PART VIII, QUESTION 1	☒ 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 the instructions)?		1b		X
	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 ► 20__ , 20__ , 20__ , 20__ .				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

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

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

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

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

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
R.J. Pipes 8718 Vista View Dallas, TX 75243	Chairman 20.00	100,000.	0.	0.
Jonell H. Williams 6961 Helsem Way Dallas, TX 75230	President 10.00	40,000.	0.	0.
Julia Underwood P.O. Box 797464 Dallas, TX 75379	Sec/Treas 25.00	40,000.	0.	0.
Andrea Connolly 311 Ridgebriar Drive Richardson, TX 75080-1920	Director 10.00	18,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services – (see 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 ►		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** (see instructions)

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	2,043,491.
b	Average of monthly cash balances	1b	10,516,461.
c	Fair market value of all other assets (see instructions)	1c	2,736,471.
d	**Total** (add lines 1a, b, and c)	1d	15,296,423.
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	15,296,423.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	229,446.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,066,977.
6	**Minimum investment return.** Enter 5% of line 5	6	753,349.

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	753,349.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 3,209.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,209.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	750,140.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	750,140.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	750,140.

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	277,154.
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:		
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	277,154.
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 instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	277,154.

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					750,140.
2 Undistributed income, if any, as of the end of 2009:					
a Enter amount for 2008 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004					
b From 2005					
c From 2006					
d From 2007					
e From 2008	4,418,732.				
f Total of lines 3a through e		4,418,732.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 277,154.					
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					277,154.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		472,986.			472,986.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		3,945,746.			
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 instructions				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) (see instructions)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		3,945,746.			
10 Analysis of line 9:					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007					
d Excess from 2008	3,945,746.				
e Excess from 2009					

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
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 instructions.)

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 13

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 14				
Total			► 3a	255,000.
b *Approved for future payment*				
Total			► 3b	

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 (see the instructions)
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			14	341,302.	
4 Dividends and interest from securities			14	45,344.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	-3,086.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-58,040.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Mesabi Royalty Trust			15	284.	
b O&G Royalty Income			15	42,583.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				368,387.	

13 Total. Add line 12, columns (b), (d), and (e) **13** 368,387.

(See worksheet in the instructions for line 13 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). (See the instructions.)
N/A	

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

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?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

► Janell H. Williams 5/27/10 ► Pres.

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Jerry W. Dickson	Date 5/25/10	Check if self-employed ► ☐ Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code	► Dickson & Associates, P.C.		EIN ► N/A
	17103 Preston Rd., Suite 185		
	Dallas, TX 75248		Phone no ► (972) 732-0068

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Mesabi Royalty Trust	$ 284.	$ 284.	
O&G Royalty Income	42,583.	42,583.	
Total	$ 42,867.	$ 42,867.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	$ 6,250.	$ 6,250.		
Total	$ 6,250.	$ 6,250.		$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ad Valorem Taxes - O & G	$ 2,112.	$ 2,112.		
Other Taxes	268.	268.		
Payroll Taxes	17,060.	15,545.		$ 1,515.
Productions Taxes - O & G	2,511.	2,511.		
Property Taxes	7,760.	7,760.		
Total	$ 29,711.	$ 28,196.		$ 1,515.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Service Charges	$ 439.	$ 439.		
Cost Depletion - O & G	2,093.	2,093.		
Insurance	16.	16.		
Investment Property Expenses	9,804.	9,804.		
Loss - WT-FSR 1 LLC	19,412.	5,876.		
Office Supplies	207.	207.		
Other Royalty Expenses	184.	184.		
Other Royalty Trust Expenses	11.	11.		
Porfolio Deduction - WT-FSR 1 LLC	52.	52.		

Statement 4 (continued)
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Postage & Delivery	$ 330.	$ 330.		
Rental Expenses	19,621.	19,621.		
Storage Fees	1,199.	1,199.		
Total	$ 53,368.	$ 39,832.		$ 0.

Statement 5
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
701 Industrial	$ 1,032,305.	$ 1,032,305.	$ 0.
1700 E Broad St Investments	1,211,370.	1,211,370.	0.
Total	$ 2,243,675.	$ 2,243,675.	

Allowance for Doubtful Accounts	$ 0.
Net Other Notes/Loans Rec. - Book Value	$ 2,243,675.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Time Warner Inc	Cost	$ 21,886.	$ 24,274.
Archer Daniel Midland	Cost	7,331.	15,655.
Bristol Myers	Cost	26,731.	25,250.
Texas Industries (PFD)	Cost	55,465.	51,890.
Texas Instruments	Cost	304,800.	521,200.
XCEL Energy	Cost	32,976.	42,440.
Atmos Energy Corporation	Cost	25,741.	29,400.
Burlington Northern Santa Fe Corporation	Cost	48,841.	98,620.
Duke Energy Corp	Cost	12,517.	17,210.
Johnson & Johnson	Cost	54,001.	64,410.
Proctor & Gamble Co	Cost	53,046.	60,630.
Texas Pacific Land Trust	Cost	12,534.	30,050.
Capstead Mortgage (PFD)	Cost	37,705.	42,300.
John Hancock PFD Income Fund	Cost	85,516.	60,360.
Ameren Corp	Cost	50,794.	27,950.
Canadian National Ry Company	Cost	88,988.	108,720.
Home Depot Inc	Cost	60,136.	43,395.
Xcel Energy Inc	Cost	19,743.	21,220.
Boeing Co	Cost	27,250.	32,478.
Ensco Intl Ltd	Cost	76,319.	59,910.
Luby's Inc	Cost	35,100.	14,720.
Schlumberger Ltd	Cost	42,669.	42,308.
Transocean Inc	Cost	159,536.	165,600.

Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Trinity Industries Inc	Cost	$ 57,281.	$ 34,880.
Spectra Energy Corp	Cost	9,024.	10,255.
Caterpillar Inc	Cost	61,910.	71,238.
Cross A T	Cost	18,140.	10,460.
Cummins Inc	Cost	80,174.	68,790.
Proctor & Gamble	Cost	32,948.	30,315.
Southwest Airlines	Cost	43,796.	45,720.
AMR Corp	Cost	0.	0.
Commercial Metals Co	Cost	0.	0.
Dryships Inc	Cost	93,837.	17,460.
Mesabi Trust	Cost	0.	0.
United States Steel Corp	Cost	0.	0.
AOL Inc	Cost	1,585.	1,746.
Time Warner Cable	Cost	7,732.	8,650.
Belo Corp	Cost	18,461.	38,080.
Continental Airlines Inc	Cost	31,172.	35,840.
Fluor Corp	Cost	37,603.	31,528.
Gamestop Corp	Cost	16,760.	15,358.
Gannet Co	Cost	27,806.	37,125.
Joy Global Inc	Cost	17,515.	15,471.
	Total	$ 1,895,369.	$ 2,072,906.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Ford Motor Land Services - 2008B Series	Cost	$ 345,249.	$ 345,249.
	Total	$ 345,249.	$ 345,249.

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	$ 214,010.	$ 0.	$ 214,010.	$ 244,210.
Land	780.		780.	860.
Total	$ 214,790.	$ 0.	$ 214,790.	$ 245,070.

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Oil & Gas Royalties	Cost	$ 15,924.	$ 113,331.
Total Other Investments		$ 15,924.	$ 113,331.

Other Securities	Valuation Method	Book Value	Fair Market Value
Premillenium Ltd	Cost	565,680.	0.
WT-FSR 1 LLC	Cost	73,632.	125,000.
Total Other Securities		$ 639,312.	$ 125,000.
Total		$ 655,236.	$ 238,331.

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Receivable - WT-FSR 1, LLC	$ 3,005.	$ 3,005.
Total	$ 3,005.	$ 3,005.

Statement 11
Form 990-PF, Part III, Line 5
Other Decreases

2009 Excise Tax	$ 3,209.
Total	$ 3,209.

Statement 12
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	16% interest GAP Capital Investors I, Ltd	Donated	Various	2/12/2009
2	0.3334 shs Time Warner Inc	Purchased	4/02/2009	4/02/2009
3	0.7272 shs AOL Inc	Purchased	10/03/2002	12/09/2009
4	0.1750 shs Time Warner Cable	Purchased	10/03/2002	3/30/2009
5	500 shs AMR Corp	Purchased	6/19/2008	6/10/2009
6	1150 shs Boston Scientific Corp	Purchased	2/04/2009	11/06/2009
7	3400 shs Commercial Metals Co	Purchased	10/20/2008	6/10/2009
8	1000 shs Flowserve Corp	Purchased	Various	6/08/2009
9	1000 shs Mesabi Trust	Purchased	5/29/2008	4/22/2009
10	250 shs US Steel Corp	Purchased	9/18/2008	8/21/2009
11	2000 shs AMR Corp	Purchased	Various	6/10/2009
12	1000 shs Boeing Co	Purchased	Various	4/13/2009

Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
13	1500 shs Ensco Intl Inc	Purchased	Various	12/23/2009
14	1000 shs Mesabi Trust	Purchased	4/21/2008	4/22/2009

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	4,800.		0.	4,800.				$ 4,800.
2	6.		0.	6.				6.
3	17.		15.	2.				2.
4	4.		6.	-2.				-2.
5	2,328.		2,968.	-640.				-640.
6	9,250.		10,843.	-1,593.				-1,593.
7	59,378.		36,701.	22,677.				22,677.
8	78,351.		51,447.	26,904.				26,904.
9	8,593.		27,205.	-18,612.				-18,612.
10	11,037.		23,803.	-12,766.				-12,766.
11	9,311.		16,648.	-7,337.				-7,337.
12	36,170.		88,702.	-52,532.				-52,532.
13	76,319.		76,319.	0.				0.
14	8,593.		27,540.	-18,947.				-18,947.
							Total	$ -58,040.

Statement 13
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	Julia Underwood
Care Of:	
Street Address:	PO Box 797464
City, State, Zip Code:	Dallas, TX 75379
Telephone:	(972) 588-3636
Form and Content:	no required forms
Submission Deadlines:	none
Restrictions on Awards:	no restrictions

Statement 14
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Captain Hope's Kids PO Box 540548 Dallas, TX 75354	None	Public	Provides for homeless infants/childrn	$ 5,000.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Bea's Kids 14673 Midway Rd, #230 Addison, TX 75001	None	Public	Tutoring program	$ 5,000.
Central Dallas Ministries 409 N Haskall - Box 710385 Dallas, TX 75371	None	Public	Food pantry program	5,000.
Child & Family Guidance Ctr 8915 Harry Hines Blvd Dallas, TX 75235	None	Public	Children's mental illness program	5,000.
Community Partners 8700 Stemmons Fwy, #104 Dallas, TX 75247	None	public	Abused/neglected children	5,000.
Good Shepherd 4931 Bernal Dr Dallas, TX 75212	None	Public	Childcare/community center	10,000.
LIFT - Literacy Instructions for Texas 2121 Main St, #100 Dallas, TX 75201	None	Public	Adult literacy classes (GED)	5,000.
Nexus Recovery Center 8733 LaParda Dr Dallas, TX 75228	None	Public	Treatment for female addictions	5,000.
North Texas Food Bank 4500 S Cockrell Rd Dallas, TX 75236	None	Public	Food for needy	15,000.
Promise House 224 Page Ave Dallas, TX 75208	None	Public	Emergency youth shelter	5,000.
Rise Adventures PO Box 141122 Irving, TX 75014	None	Public	Outdoor adventures/sporting programs for physically disabled children	5,000.
The Stew Pot 408 Park Ave Dallas, TX 75201	None	Public	Feed poor/homeless	10,000.
The Wilkinson Center PO Box 720248 Dallas, TX 75372	None	Public	Underpriviliged children/feed homeless	10,000.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Youth Achievement PO Box 670685 Dallas, TX 75367	None	Public	Mentoring/education support for Dallas	$ 5,000.
Dallas Morning News Charities 5500 Caruth Haven Ln Dallas, TX 75225	None	Public	Support various charities	150,000.
Guide Dogs of Texas 1503 Allena Dr San Antonio, TX 78213	None	Public	Pawsitive Approach Program (prison dog training program)	5,000.
Texas Adopt a Greyhound 8311 Preston Ctr Plaza Dr Richardson, TX 75225	None	Public	Rescue & adoption of greyhound dogs	5,000.
			Total	$ 255,000.

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I — Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization J.L. Williams Foundation, Inc.	**Employer identification number** 75-2671320
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions P.O. Box 797464	
	City, town or post office, state, and ZIP code For a foreign address, see instructions Dallas, TX 75379	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► Julia Underwood

Telephone No. ► (972) 588-3636 FAX No. ► (972) 588-3639

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► [X] calendar year 20 09 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 3,209.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 9,600.
c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 0.

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev. 4-2009)

FIFZ0501L 03/11/09