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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

OMEGA FOUNDATION, INC.

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

309 WEST SEVENTH STREET

Room/suite

900

City or town, state, and ZIP code

FORT WORTH, TX 76102

A Employer identification number

75-2716754

B Telephone number

(817) 335-5739

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 1,328,887.

J Accounting method

☒ 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).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	30,090.	30,090.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<33,377.>			
b Gross sales price for all assets on line 6a	423,028.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	500.	0.		STATEMENT 2
12 Total. Add lines 1 through 11	<2,787.>	30,090.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	1,950.	1,950.		0.
c Other professional fees				
17 Interest	16.	16.		0.
18 Taxes	1,902.	1,086.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	2,087.	2,087.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	5,955.	5,139.		0.
25 Contributions, gifts, grants paid	40,500.			40,500.
26 Total expenses and disbursements. Add lines 24 and 25	46,455.	5,139.		40,500.
27 Subtract line 26 from line 12	<49,242.>			
a Excess of revenue over expenses and disbursements		24,951.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2009)

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			1.	1.
2	Savings and temporary cash investments	1,738.	1,580.	1,580.	
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 STMT 6	1,220,133.	1,171,048.	1,180,252.	
	c Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶ STATEMENT 7)	147,054.	147,054.	147,054.	
16	Total assets (to be completed by all filers)	1,368,925.	1,319,683.	1,328,887.	

Liabilities

17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons	2,084.	2,084.	STATEMENT 8	
21	Mortgages and other notes payable				
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	2,084.	2,084.		

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 ▶ ☒				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	1,366,841.	1,317,599.		
30	Total net assets or fund balances	1,366,841.	1,317,599.		
31	Total liabilities and net assets/fund balances	1,368,925.	1,319,683.		

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	1,366,841.
2	Enter amount from Part I, line 27a	2	<49,242.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,317,599.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,317,599.

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 423,028.		456,405.	<33,377.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			<33,377.>

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** <33,377.>

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	89,400.	1,082,253.	.082605
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	.082605
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	.082605
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,115,978.
5 Multiply line 4 by line 3	5	92,185.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	250.
7 Add lines 5 and 6	7	92,435.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	40,500.

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)		1	499.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	499.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	499.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	800.	
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	800.	
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	301.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	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?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOSEPH E. HARDGROVE Telephone no ► (817) 335-5739 Located at ► 309 W. SEVENTH ST., SUITE 900, FORT WORTH, TEXAS ZIP+4 ► 76102			
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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? If "Yes," list the years ►	☐ Yes ☒ No	
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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

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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."

[illegible]**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.

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

Part 2		Amount
1	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0

Total. Add lines 1 through 3

0.

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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	981,170.
b	Average of monthly cash balances	1b	4,749.
c	Fair market value of all other assets	1c	147,054.
d	Total (add lines 1a, b, and c)	1d	1,132,973.
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	1,132,973.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,995.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,115,978.
6	Minimum investment return. Enter 5% of line 5	6	55,799.

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	55,799.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	499.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	764.
c	Add lines 2a and 2b	2c	1,263.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,536.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	54,536.
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	54,536.

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	40,500.
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	40,500.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	40,500.

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.

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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				54,536.
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	36,051.			
f Total of lines 3a through e	36,051.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	40,500.			
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				40,500.
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))	14,036.			14,036.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,015.			
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	22,015.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	22,015.			
e Excess from 2009				

N/A

▶

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

[illegible]

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

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						500.
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	30,090.		
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			18	<33,377.>		
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.		<3,287.>		500.
13 Total. Add line 12, columns (b), (d), and (e)					13	<2,787.>

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

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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. | | |

[illegible]

- 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		

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.

Sign Here	Signature of officer or trustee <i>Joseph E. Gandy</i>		Date 11/15/10		Title PRESIDENT	
	Preparer's signature <i>Ami L. Calverley</i>		Date 11/10/10		Check if self-employed ☐	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code GANDY, CALVERLEY & CO., P.C. 3132 W. FIFTH STREET FORT WORTH, TX 76107				Preparer's identifying number EIN ☐	
					Phone no (817) 336-7373	

Form **990-PF** (2009)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MUTUAL FUNDS	30,090.	0.	30,090.
TOTAL TO FM 990-PF, PART I, LN 4	30,090.	0.	30,090.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MEMBERSHIP DUES AND ASSESSMENTS	500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	500.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,950.	1,950.		0.
TO FORM 990-PF, PG 1, LN 16B	1,950.	1,950.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,086.	1,086.		0.
EXCISE TAX	764.	0.		0.
PENALTY	52.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,902.	1,086.		0.

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	EUROPACIFIC GROWTH FUND	P	VARIOUS	03/25/09
b	CAPITAL INCOME BUILDER	P	VARIOUS	07/20/09
c	CAPITAL INCOME BUILDER	P	VARIOUS	07/20/09
d	THE INCOME FUND OF AMERICA	P	VARIOUS	07/20/09
e	AMERICAN BALANCED FUND	P	VARIOUS	07/20/09
f	SHORT TERM BOND FUND OF AMERICA	P	VARIOUS	04/17/09
g	SHORT TERM BOND FUND OF AMERICA	P	VARIOUS	04/17/09
h	SHORT TERM BOND FUND OF AMERICA	P	VARIOUS	07/20/09
i	SHORT TERM BOND FUND OF AMERICA	P	VARIOUS	07/20/09
j	SHORT TERM BOND FUND OF AMERICA	P	VARIOUS	07/20/09
k	SHORT TERM BOND FUND OF AMERICA	P	VARIOUS	07/20/09
l	CAPITAL WORLD GROWTH AND INCOME FUND	P	VARIOUS	03/25/09
m	CAPITAL INCOME BUILDER	P	VARIOUS	07/20/09
n	EUROPACIFIC GROWTH FUND	P	VARIOUS	03/25/09
o	NEW PERSPECTIVE FUND	P	VARIOUS	03/25/09

(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	804.	1,077.	<273.>
b	10,934.	10,171.	763.
c	8,310.	7,730.	580.
d	16,690.	15,740.	950.
e	10,000.	11,020.	<1,020.>
f	100,000.	100,187.	<187.>
g	100,000.	100,187.	<187.>
h	14,066.	13,980.	86.
i	5,000.	4,969.	31.
j	5,000.	4,969.	31.
k	6,745.	6,703.	42.
l	28.	27.	1.
m	3,233.	4,330.	<1,097.>
n	18.	36.	<18.>
o	272.	436.	<164.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<273.>
b			763.
c			580.
d			950.
e			<1,020.>
f			<187.>
g			<187.>
h			86.
i			31.
j			31.
k			42.
l			1.
m			<1,097.>
n			<18.>
o			<164.>

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	NEW PERSPECTIVE FUND	P	VARIOUS	10/30/09
b	CAPITAL WORLD GROWTH AND INCOME FUND	P	VARIOUS	10/30/09
c	CAPITAL WORLD GROWTH AND INCOME FUND	P	VARIOUS	10/30/09
d	AMERICAN MUTUAL FUND	P	VARIOUS	03/25/09
e	AMERICAN MUTUAL FUND	P	VARIOUS	07/20/09
f	WASHINGTON MUTUAL INVESTORS FUND	P	VARIOUS	07/20/09
g	CAPITAL WORLD GROWTH AND INCOME FUND	P	VARIOUS	03/25/09
h	CAPITAL INCOME BUILDER	P	VARIOUS	07/20/09
i	INTERMEDIATE BOND FUND OF AMERICA	P	VARIOUS	07/20/09
j	AMCAP FUND	P	VARIOUS	11/05/09
k	AMCAP FUND	P	VARIOUS	11/05/09
l	EUROPACIFIC GROWTH FUND	P	VARIOUS	11/05/09
m	AMERICAN MUTUAL FUND	P	VARIOUS	07/27/09
n	AMERICAN MUTUAL FUND	P	VARIOUS	07/27/09
o	CAPITAL WORLD GROWTH AND INCOME FUND	P	VARIOUS	03/25/09

(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 2,500.		2,980.	<480.>
b 12.		12.	0.
c 2,500.		2,456.	44.
d 234.		333.	<99.>
e 10,000.		12,394.	<2,394.>
f 10,997.		14,937.	<3,940.>
g 15.		25.	<10.>
h 1,500.		1,875.	<375.>
i 529.		515.	14.
j 12.		13.	<1.>
k 2,500.		2,775.	<275.>
l 2,500.		3,024.	<524.>
m 12.		14.	<2.>
n 2,333.		2,815.	<482.>
o 286.		407.	<121.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<480.>
b			0.
c			44.
d			<99.>
e			<2,394.>
f			<3,940.>
g			<10.>
h			<375.>
i			14.
j			<1.>
k			<275.>
l			<524.>
m			<2.>
n			<482.>
o			<121.>

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 GROWTH AND INCOME FUND	P	VARIOUS	07/27/09
b	CAPITAL WORLD GROWTH AND INCOME FUND	P	VARIOUS	11/05/09
c	WASHINGTON MUTUAL INVESTORS FUND	P	VARIOUS	07/20/09
d	CAPITAL INCOME BUILDER	P	VARIOUS	07/20/09
e	CAPITAL INCOME BUILDER	P	VARIOUS	07/27/09
f	THE INCOME FUND OF AMERICA	P	VARIOUS	07/20/09
g	THE INCOME FUND OF AMERICA	P	VARIOUS	07/27/09
h	CAPITAL INCOME BUILDER	P	VARIOUS	03/25/09
i	CAPITAL INCOME BUILDER	P	VARIOUS	07/20/09
j	CAPITAL INCOME BUILDER	P	VARIOUS	03/25/09
k	CAPITAL INCOME BUILDER	P	VARIOUS	07/20/09
l	GROWTH FUND OF AMERICA	P	VARIOUS	12/29/09
m	NEW ECONOMY FUND	P	VARIOUS	12/29/09
n	NEW WORLD FUND	P	VARIOUS	12/29/09
o	CAPITAL WORLD GROWTH AND INCOME FUND	P	VARIOUS	12/29/09

(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 3,000.		3,477.	<477.>
b 5,000.		5,177.	<177.>
c 10,000.		13,928.	<3,928.>
d 10,000.		11,289.	<1,289.>
e 2,333.		2,578.	<245.>
f 10,000.		12,280.	<2,280.>
g 2,334.		2,790.	<456.>
h 16.		26.	<10.>
i 3,000.		4,220.	<1,220.>
j 15.		24.	<9.>
k 3,000.		4,183.	<1,183.>
l 765.		660.	105.
m 765.		657.	108.
n 1,169.		1,003.	166.
o 1,600.		1,907.	<307.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<477.>
b			<177.>
c			<3,928.>
d			<1,289.>
e			<245.>
f			<2,280.>
g			<456.>
h			<10.>
i			<1,220.>
j			<9.>
k			<1,183.>
l			105.
m			108.
n			166.
o			<307.>

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	FUNDAMENTAL INVESTORS	P	VARIOUS	12/29/09
b	WASHINGTON MUTUAL INVESTORS FUND	P	VARIOUS	07/20/09
c	WASHINGTON MUTUAL INVESTORS FUND	P	VARIOUS	07/20/09
d	CAPITAL INCOME BUILDER	P	VARIOUS	12/29/09
e	THE INCOME FUND OF AMERICA	P	VARIOUS	12/29/09
f	AMERICAN BALANCED FUND	P	VARIOUS	03/25/09
g	AMERICAN BALANCED FUND	P	VARIOUS	07/20/09
h	CAPITAL WORLD GROWTH AND INCOME FUND	P	VARIOUS	03/26/09
i	FUNDAMENTAL INVESTORS	P	VARIOUS	03/25/09
j	FUNDAMENTAL INVESTORS	P	VARIOUS	03/26/09
k	FUNDAMENTAL INVESTORS	P	VARIOUS	12/17/09
l	CAPITAL INCOME BUILDER	P	VARIOUS	07/20/09
m	AMERICAN BALANCED FUND	P	VARIOUS	03/25/09
n	AMERICAN BALANCED FUND	P	VARIOUS	07/20/09
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 1,786.		2,069.	<283.>
b 6,787.		8,541.	<1,754.>
c 6,787.		8,541.	<1,754.>
d 2,375.		2,299.	76.
e 540.		559.	<19.>
f 153.		189.	<36.>
g 10,288.		11,263.	<975.>
h 2,500.		4,191.	<1,691.>
i 80.		132.	<52.>
j 2,500.		4,034.	<1,534.>
k 1,500.		1,822.	<322.>
l 13,026.		17,241.	<4,215.>
m 41.		51.	<10.>
n 4,638.		5,137.	<499.>
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<283.>
b			<1,754.>
c			<1,754.>
d			76.
e			<19.>
f			<36.>
g			<975.>
h			<1,691.>
i			<52.>
j			<1,534.>
k			<322.>
l			<4,215.>
m			<10.>
n			<499.>
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	<33,377.>
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

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	183.	183.		0.	
PRINTING	1,904.	1,904.		0.	
TO FORM 990-PF, PG 1, LN 23	2,087.	2,087.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
AMERICAN FUNDS	1,171,048.	1,180,252.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,171,048.	1,180,252.		

FORM 990-PF	OTHER ASSETS		STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
SPLIT DOLLAR LIFE INSURANCE	147,054.	147,054.	147,054.	
TO FORM 990-PF, PART II, LINE 15	147,054.	147,054.	147,054.	

FORM 990-PF LOANS PAYABLE TO OFFICER'S, DIRECTOR'S, ETC. STATEMENT 8

LENDER'S NAME AND TITLE

JOSEPH E. HARDGROVE, PRESIDENT

DATE OF NOTE	MATURITY DATE	INTEREST RATE	TERMS OF REPAYMENT
08/05/97		.00%	DEMAND

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	OPERATING EXPENSES

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	ORIGINAL LOAN AMOUNT	BALANCE DUE
CASH	0.	750.	1,028.

LENDER'S NAME AND TITLE

ERNEST A. STIBA, DIRECTOR

DATE OF NOTE	MATURITY DATE	INTEREST RATE	TERMS OF REPAYMENT
08/28/97		.00%	DEMAND

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	OPERATING EXPENSES

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	ORIGINAL LOAN AMOUNT	BALANCE DUE
CASH	0.	779.	1,056.

TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B	2,084.
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FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
M KEITH BRANYON 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
ERNEST A STIBA 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 3.00	0.	0.	0.
RICHARD DRUMMOND 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
JOHN DICKENS 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 2.00	0.	0.	0.
JOSEPH E HARDGROVE 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	EXECUTIVE DIRECTOR 3.00	0.	0.	0.
PHIL LUEBBEHUSEN 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
DON HUCKABAY 309 WEST SEVENTH ST, STE 900 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
LIVING WATERS INTERNATIONAL 1107 S BEELINE HWY #4 PAYSON, AZ 85541	ASSISTANCE FOR NEEDY		500.
THE SEED COMPANY 3030 MATLOCK RD, STE 104 ARLINGTON, TX 76105	RELIGIOUS		3,500.
WEDGEWOOD BAPTIST CHURCH 5522 WHITMAN AVE FORT WORTH, TX 76133	RELIGIOUS		20,000.
GOOD SHEPHERD CATHOLIC COMMUNITY 1004 TINKER ROAD COLLEYVILLE, TX 76034	UNKNOWN		5,000.
ROMAN CATHOLIC DIOCESE OF FORT WORTH 800 WEST LOOP 820 SOUTH FORT WORTH, TX 76108	RELIGIOUS		1,500.
INTERNATIONAL LEADERSHIP INSTITUTE PO BOX 1005 CARROLLTON, GA 30112	RELIGIOUS		1,000.
ROMANIAN CHRISTIAN ENTERPRISES 21058 UNISON ROAD MIDDLEBURG, VA 20117	RELIGIOUS		500.
CHRISTIAN LEADERS FOR AFRICA PO BOX 1642 INDIANAPOLIS, IN 46206	RELIGIOUS		3,500.

OMEGA FOUNDATION, INC.

75-2716754

CROSSTIES MINISTRY INC
1311 CLAY AVE WACO, TX 76706 RELIGIOUS

2,500.

WACO PERFORMING ARTS
724 AUSTIN AVE WACO, TX 76701 ART

2,500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

40,500.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ▶ ☒
- 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 File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	OMEGA FOUNDATION, INC.	75-2716754
	Number, street, and room or suite no. If a P.O. box, see instructions. 309 WEST SEVENTH STREET, NO. 900	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions FORT WORTH, TX 76102	

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 (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

JOSEPH E. HARDGROVE

- The books are in the care of ▶ **309 W. SEVENTH ST., SUITE 900, FORT WORTH, TEXAS - 76102**
Telephone No ▶ **(817) 335-5739** FAX No. ▶

- 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 **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year **2009** or
▶ ☐ tax year beginning _____, and ending _____

- 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	\$	800.
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	\$	0.
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	\$	800.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization	Employer identification number
	OMEGA FOUNDATION, INC.	75-2716754
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	309 WEST SEVENTH STREET, NO. 900	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	FORT WORTH, TX 76102	

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

☐ Form 990
 ☐ Form 990-EZ
 ☐ Form 990-T (sec 401(a) or 408(a) trust)
 ☐ Form 1041-A
 ☐ Form 5227
 ☐ Form 8870
☐ Form 990-BL
 ☒ Form 990-PF
 ☐ Form 990-T (trust other than above)
 ☐ Form 4720
 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JOSEPH E. HARDGROVE

The books are in the care of ☒ 309 W. SEVENTH ST., SUITE 900, FORT WORTH, TEXAS - 76102
Telephone No ☒ (817) 335-5739 FAX No ☐

• 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 is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

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

6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension Taxpayer requests additional time to prepare a complete and accurate return.

Information from various sources is not presently available. This third party information is expected to be received well before November 15, the extension deadline requested.

8a 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	8a	\$	800.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	800.
c Balance Due. Subtract line 8b from line 8a 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	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Ami K. Calverley Title CPA

Date 8/11/2010

Form 8868 (Rev. 4-2009)