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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

, 20

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

THE HERSH FOUNDATION

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

Room/suite

125 E. JOHN CARPENTER FREEWAY

600

City or town, state, and ZIP code

IRVING, TX 75062

A Employer identification number

75-2720646

B Telephone number (see page 10 of the instructions)

(972) 432-1462

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) \$ 6,766,558.

J Accounting method:

☒ Cash ☐ Accrual☐ Other (specify)

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

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 ☐**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see page 11 of the instructions))(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

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

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all  
assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10 a Gross sales less returns  
and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule) ATT 3

b Accounting fees (attach schedule) ATT 4

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions) \*\*

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATT 6

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid ATT 7

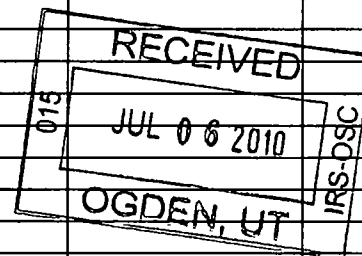
26 Total expenses and disbursements Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

Revenue  
Operating and Administrative Expenses  
SCANNED JUL 08 2010

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	5,695,868.	3,416,005.	3,416,005.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATT 8 . . . . .	2,507,368.	3,350,543.	3,350,543.	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATT 9 . . . . .)	2,299.	10.	10.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	8,205,535.	6,766,558.	6,766,558.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
	23	Total liabilities (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	8,205,535.	6,766,558.		
30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	8,205,535.	6,766,558.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	8,205,535.	6,766,558.			

### 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	8,205,535.
2	Enter amount from Part I, line 27a . . . . .	2	-2,238,011.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10 . . . . .	3	799,034.
4	Add lines 1, 2, and 3 . . . . .	4	6,766,558.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	6,766,558.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
2 Capital gain net income or (net capital loss) . . . . .			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .					

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

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

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

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

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

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,381,414.	11,007,759.	0.216340
2007	1,492,099.	16,631,582.	0.089715
2006	197,190.	1,081,593.	0.182314
2005	280,229.	370,728.	0.755888
2004	108,123.	431,367.	0.250652
<b>2</b> Total of line 1, column (d) . . . . .			2 1.494909
<b>3</b> 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 0.298982
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4 7,102,262.
<b>5</b> Multiply line 4 by line 3 . . . . .			5 2,123,448.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 422.
<b>7</b> Add lines 5 and 6 . . . . .			7 2,123,870.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .			8 2,279,162.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	422.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	422.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	422.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,596.	
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	2,596.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,174.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 500. Refunded	11	1,674.	

**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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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
c 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 page 19 of 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>MS. LAUREN MINCH</b> Telephone no. <b>(972) 432-1449</b>			
Located at <b>125 E. JOHN CARPENTER FREEWAY, STE. 600; IRVING, TX</b> ZIP + 4 <b>75062</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>				

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

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

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

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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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

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

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

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

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** ☒

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0.	0.	0.

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

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

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

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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 (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

**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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,956,916.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,253,502.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	7,210,418.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,210,418.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	108,156.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	7,102,262.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	355,113.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	355,113.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	422.
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	422.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	354,691.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	354,691.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	354,691.

**Part XII Qualifying Distributions**(see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,279,162.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,279,162.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	422.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,278,740.

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				354,691.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . . 86,628.				
b From 2005 . . . . . 264,216.				
c From 2006 . . . . . 144,100.				
d From 2007 . . . . . 679,907.				
e From 2008 . . . . . 1,833,622.				
f Total of lines 3a through e . . . . .	3,008,473.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,279,162.				
a Applied to 2008, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2009 distributable amount . . . . .				354,691.
e Remaining amount distributed out of corpus . . .	1,924,471.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,932,944.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
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. . . . .				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	86,628.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	4,846,316.			
10 Analysis of line 9				
a Excess from 2005 . . . . . 264,216.				
b Excess from 2006 . . . . . 144,100.				
c Excess from 2007 . . . . . 679,907.				
d Excess from 2008 . . . . . 1,833,622.				
e Excess from 2009 . . . . . 1,924,471.				

Form 990-PF (2009)

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year

Prior 3 years

(e) Total

(a) 2009

(b) 2008

(c) 2007

(d) 2006

b 85% of line 2a . . . . .

c Qualifying distributions from Part XII, line 4 for each year listed . . . . .

d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets . . . . .

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .

(3) Largest amount of support from an exempt organization . . . . .

(4) Gross investment income . . . . .

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 12

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

N/A

c Any submission deadlines:

N/A

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

N/A

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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
<b>a Paid during the year</b>  ATTACHMENT 7				
<b>Total . . . . .</b>			<b>3a</b>	2,274,750.
<b>b Approved for future payment</b>  ATTACHMENT 14				
<b>Total . . . . .</b>			<b>3b</b>	6,480,000.

Form 990-PF (2009)

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
<b>1</b> Program service revenue.				
<b>a</b> _____				
<b>b</b> _____				
<b>c</b> _____				
<b>d</b> _____				
<b>e</b> _____				
<b>f</b> _____				
<b>g</b> Fees and contracts from government agencies				
<b>2</b> Membership dues and assessments . . . . .				
<b>3</b> Interest on savings and temporary cash investments			14	9.
<b>4</b> Dividends and interest from securities . . . . .			14	61,277.
<b>5</b> Net rental income or (loss) from real estate				
<b>a</b> Debt-financed property . . . . .				
<b>b</b> Not debt-financed property . . . . .				
<b>6</b> Net rental income or (loss) from personal property .				
<b>7</b> Other investment income . . . . .				
<b>8</b> Gain or (loss) from sales of assets other than inventory				
<b>9</b> Net income or (loss) from special events . . .				
<b>10</b> Gross profit or (loss) from sales of inventory . .				
<b>11</b> Other revenue: <b>a</b> _____				
<b>b</b> _____				
<b>c</b> _____				
<b>d</b> _____				
<b>e</b> _____				
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				61,286.
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				61,286.

(See worksheet in line 13 instructions on page 28 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

- |                                                                                                                                                                                                                                                                                                                                                                                                |  |       |    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------|----|
| 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                                                                                                                                                                                                                                                                                                                                                                                       |  | 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.

[illegible]

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Sign Here**

**Mid  
ar's  
Only**

Preparer's  
signature

Date \_\_\_\_\_

Check if self-employed ☐

Preparer's identifying  
number (See **Signature** on  
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

KPMG LLP

210 PARK AVE., SUITE 2850  
OKLAHOMA CITY, OK

73102

EIN ▶ 13-5565207

Phone no. 405-239-6411

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST	9.	9.
TOTAL	<u>9.</u>	<u>9.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS	19,432.	19,432.
VANGUARD GROUP	41,845.	41,845.
TOTAL	<u>61,277.</u>	<u>61,277.</u>



ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	767.			767.
TOTALS	<u>767.</u>	<u>0.</u>	<u>0.</u>	<u>767.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	7,082.	3,541.		3,541.
TOTALS	<u>7,082.</u>	<u>3,541.</u>	<u>0.</u>	<u>3,541.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	-416.
TOTALS	<u>-416.</u>

## ATTACHMENT 6

**FORM 990PF, PART I - OTHER EXPENSES**

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	15,560.	15,560.	55.
POSTAGE & SHIPPING	55.		49.
OTHER EXPENSE	49.		
TOTALS	15,664.	15,560.	104.

FORM 990DPF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAIDATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
<u>GRANTS PAID</u>			
SUICIDE & CRISIS CENTER 2808 SWISS AVENUE DALLAS, TX 75204	509 (A) (1)	TEEN SCREEN PROGRAM	54,200.
DALLAS CHILDREN'S ADVOCACY CENTER 3611 SWISS AVENUE DALLAS, TX 75204	509 (A) (1)	CONTRIBUTION TO GENERAL OPERATING SUPPORT	500.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD DALLAS, TX 75201	509 (A) (1)	CENTER FOR CREATIVE CONNECTIONS	44,300.
ST. MARK'S SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230	509 (A) (1)	ROBERT K. HOFFMAN CENTER	1,000,000.
DALLAS CHILDREN'S THEATER 5938 SKILLMAN DALLAS, TX 75231	509 (A) (2)	CAPITAL CAMPAIGN	200,000.
EDUCATIONAL FIRST STEPS 2804 SWISS AVENUE DALLAS, TX 75204	509 (A) (1)	BOOKS & EDUCATIONAL EQUIPMENT FOR CHILDREN	1,000.
PLANNED PARENTHOOD OF NORTH TEXAS 7424 GREENVILLE AVE., SUITE 206 DALLAS, TX 75231	509 (A) (2)	TEEN AGE COMMUNICATION THEATER/ EDUCATION PROGRAM	8,000.

FORM 9900PE, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAIDATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MENTAL HEALTH AMERICA OF GREATER DALLAS 624 N. GOOD-LATIMER, SUITE 200 DALLAS, TX 75204	509 (A) (1)	SPONSORSHIP (BRICE'S CONCERT)	1,500.
FOUNDATION FOR STUDENT COMMUNICATION, INC 48 UNIVERSITY PLACE, ROOM 305 PRINCETON, NJ 08544	509 (A) (2)	GENERAL SUPPORT	4,000.
ST. ALCUIN MONTESSORI SCHOOL 6144 CHURCHILL WAY DALLAS, TX 75230	509 (A) (1)	CONTRIBUTION TO ANNUAL FUND	5,000.
ACR RESEARCH & EDUCATION FOUNDATION 1800 CENTURY PLACE, SUITE 250 ATLANTA, GA 30345	509 (A) (1)	MEDICAL RESEARCH GRANTS	40,000.
DALLAS CHILDREN'S THEATER 5928 SKILLMAN DALLAS, TX 75231	509 (A) (2)	DONATION HONORING SEVEN BAR ENTERPRISES (GENERAL OPERATING)	10,000
ST. PHILLIP'S SCHOOL AND COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215	509 (A) (1)	CAPITAL CAMPAIGN	10,000.
U.S. HOLOCAUST MEMORIAL MUSEUM 5925 FOREST LANE, SUITE 517 DALLAS, TX 75230	509 (A) (1)	CONTRIBUTION TO DALLAS INITIATIVE ON HOLOCAUST EDUCATION	2,500.
GIRLS, INC. 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235	509 (A) (2)	GENERAL OPERATING FUNDS	500.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAIDATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EPISCOPAL SCHOOL OF DALLAS PARENTS ASSOCIATION 4100 MERRELL ROAD DALLAS, TX 75229	509 (A) (1)	ANNUAL FUND CONTRIBUTION	10,000.
DALLAS CHILDREN'S THEATER 5938 SKILLMAN DALLAS, TX 75231	509 (A) (2)	JUNIOR BOARD EVENT	500.
VOGEL ALCOVE 7557 RAMBLER ROAD, SUITE 262 DALLAS, TX 75231	509 (A) (1)	CHILDCARE AND SOCIAL SERVICES FOR CHILDREN OF HOMELESS FAMILIES	2,500.
CHILDREN'S MEDICAL CENTER 2777 STEMMONS FREEWAY, SUITE 1025 DALLAS, TX 75207	509 (A) (1)	DONATION HONORING SEVEN BAR ENTERPRISES (TRANSPORT DEPARTMENT)	10,000.
JEWISH FEDERATION OF GREATER DALLAS 7800 NORTHAVEN ROAD DALLAS, TX 75230	509 (A) (1)	2009 ANNUAL CAMPAIGN	500.
TX FOUNDATION FOR EDUCATIONAL ADVANCEMENT 5442 LASIERRA DRIVE DALLAS, TX 75231	509 (A) (1)	CAPITAL CAMPAIGN	10,000
MENTAL HEALTH AMERICA OF GREATER DALLAS 624 N. GOOD-LATIMER, SUITE 200 DALLAS, TX 75204	509 (A) (1)	GOLD SPONSORSHIP 2009 PRISM AWARDS	5,000.
THE SALVATION ARMY 8787 N STEMMONS FRWY, STE 800 DALLAS, TX 75247	509 (A) (1)	DONATION (GENERAL OPERATING)	1,000.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAIDATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. MARK'S SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230-4000	509(A) (1)	ST. MARK'S FUND CONTRIBUTION	30,000.
TEMPLE EMANU-EL 8500 HILLCREST ROAD DALLAS, TX 75225-4204	509(A) (1)	ANNUAL CAMPAIGN CONTRIBUTION	10,000.
DOMINGO SAVIO INSTITUTE INC. C/O STEVE REIFENBERG - DRCLAS 1730 CAMBRIDGE STREET CAMBRIDGE, MA 02138	509(A) (1)	CONTRIBUTION TO SUPPORT PROGRAMS FOR AT-RISK CHILDREN	10,000.
THE NATIONAL ASSOCIATION OF URBAN DEBATE LEAGUES 332 S. MICHIGAN AVENUE, SUITE 500 CHICAGO, IL 60604	509(A) (1)	CONTRIBUTION - ANNUAL DINNER SPONSORSHIP	10,000.
EMPOWER AFRICAN CHILDREN P. O. BOX 141226 DALLAS, TX 75214	509(A) (1)	CONTRIBUTION TO CAPITAL CAMPAIGN / SCHOOL	10,000.
LES FEMMES DU MONDE 6738 WAGGONER DRIVE DALLAS, TX 75239	509(A) (2)	GENERAL SUPPORT	500.
ST. ALCUIN MONTESSORI SCHOOL 6144 CHURCHILL WAY DALLAS, TX 75230-4000	509(A) (1)	OPEN THE NEXT DOOR PROJECT (GALBRAITH FAMILY FACILITY)	600,000.



FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAIDATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BREAST CANCER 3-DAY C/O LIONS FOR LIFE - 6634 MIMOSA LANE DALLAS, TX 75230	509 (A) (1)	GENERAL SUPPORT	500.
JEWISH FEDERATION OF GREATER DALLAS 7800 NORTHAVEN ROAD DALLAS, TX 75230-9969	509 (A) (1)	GENERAL SUPPORT	1,000.
TEMPLE EMANU-EL 8500 HILLCREST ROAD DALLAS, TX 75225-4204	509 (A) (1)	ANNUAL CAMPAIGN CONTRIBUTION	5,000.
12TH MAN FOUNDATION P. O. BOX 280; THE ZONE AT KYLE FIELD, #12 COLLEGE STATION, TX 77841	509 (A) (1)	DONATION HONORING A. WADE BLACK (CAPITAL PROJECTS AT TX A&M)	10,000.
AMER. ASSOC. OF PETROLEUM GEOLOGISTS FOUNDATION P. O. BOX 979 TULSA, OK 74101-0979	509 (A) (1)	DONATION FOR "THE BRIDGE" DOCUMENTARY FILM	5,000.
JACKSON MEMORIAL FOUNDATION 901 NW 17TH STREET, SUITE G MIAMI, FL 33136	509 (A) (1)	DONATION HONORING WADE & RENATA BLACK (SPONSORSHIP FOR RALLY KIDS FOR CANCER)	10,000.
EMPOWER AFRICAN CHILDREN P. O. BOX 141226 DALLAS, TX 75214	509 (A) (1)	CAPITAL CAMPAIGN	50,000.
NATIONAL ASSOCIATION OF URBAN DEBATE LEAGUES 332 S. MICHIGAN AVENUE, SUITE 500 CHICAGO, IL 60604	509 (A) (1)	2009 CONTRIBUTION	50,000.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAIDATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST MARK'S SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230-4000	509 (A) (1)		2009-2010 ST. MARK'S FUND CONTRIBUTION	25,000.
PLANNED PARENTHOOD OF NORTH TEXAS, INC. 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	509 (A) (2)		SILVER SPONSORSHIP-2010 ANNUAL AWARDS LUNCHEON	2,150.
DALLAS CHILDREN'S THEATER 5938 SKILLMAN DALLAS, TX 75231	509 (A) (2)		PRODUCING SPONSORSHIP AND RESERVATIONS (TABLE FOR 10) CABARET GALA 2009	24,600.
TOTAL CONTRIBUTIONS PAID				<u>2,274,750.</u>

## THE HERSH FOUNDATION

75-2720646

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
10,400 SHS POWERSHARES QQQ TRUST MUTUAL FUND INDEX	475,800.	475,800.
2,265 SHS S&P DEPOSITORY RECEIPTS	252,412.	252,412.
2,520 SHS DIAMONDS TRUST SERIES I DJIA DIAMONDS	262,256.	262,256.
VANGUARD STRATEGIC EQUITY FUND	81,974.	81,974.
VANGUARD EXTENDED MKT INDEX	358,871.	358,871.
VANGUARD GLOBAL EQUITY FUND	236,181.	236,181.
VANGUARD 500 INDEX FUND	127,909.	127,909.
VANGUARD INT'L GROWTH FUND	205,112.	205,112.
VANGUARD INT'L VALUE FUND	198,831.	198,831.
VANGUARD LARGE-CAP INDEX FUND	129,662.	129,662.
VANGUARD SELECTED VALUE FUND	276,373.	276,373.
VANGUARD SMALL-CAP INDEX FUND	96,061.	96,061.
VANGUARD TOTAL STOCK MKT INDEX	649,101.	649,101.
TOTALS	<u>3,350,543.</u>	<u>3,350,543.</u>

THE HERSH FOUNDATION

75-2720646

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INVESTMENT INCOME	10.	10.
TOTALS	10.	10.

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

799,034.

TOTAL

799,034.

THE HERSH FOUNDATION

75-2720646

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KENNETH A. HERSH 125 E. JOHN CARPENTER FREEWAY 600 IRVING, TX 75062	PRESIDENT/TREASURER 1.00	0.	0.	0.
JULIE K. HERSH 125 E. JOHN CARPENTER FREEWAY 600 IRVING, TX 75062	VICE PRESIDENT/SECRETARY 1.00	0.	0.	0.
RICHARD L. COVINGTON 125 E. JOHN CARPENTER FREEWAY 600 IRVING, TX 75062	TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KENNETH A. HERSH  
JULIE K. HERSH

ATTACHMENT 13 INTENTIONALLY OMITTED

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DALLAS CHILDREN'S THEATRE 5938 SKILLMAN DALLAS, TX 75231	509 (A) (2)		CAPITAL CAMPAIGN	475,000.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD DALLAS, TX 75201	509 (A) (1)		CENTER FOR CREATIVE CONNECTIONS	85,000.
MUSEUM OF NATURE AND SCIENCE P.O. BOX 151469 DALLAS, TX 75315-1469	509 (A) (1)		ENERGY HALL FUND	1,000,000.
THE DA VINCI SCHOOL 5442 LA SIERRA DRIVE DALLAS, TX 75231	509 (A) (1)		CAPITAL CAMPAIGN	20,000.
THE ST. ALCUIN MONTESSORI SCHOOL 6144 CHURCHILL WAY DALLAS, TX 75230	509 (A) (1)		GALBRAITH FAMILY FACILITY	1,800,000.
STANFORD GRAD SCHOOL OF BUSINESS 518 MEMORIAL WAY, ROOM S235 STANFORD, CA 94305	509 (A) (1)		THE TIMOTHY H LING LEADERSHIP FUND	1,000,000.



FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST MARK'S SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230	509(A) (1)	ROBERT K. HOFFMAN CENTER	2,000,000.
ST. PHILIP'S SCHOOL & COMMUNICATION CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215	509(A) (1)	CAPITAL CAMPAIGN	20,000.
AMERICAN COLLEGE OF RHEUMATOLOGY 1800 CENTURY PLACE, SUITE 250 ATLANTA, GA 30345	509(A) (1)	WITHIN OUR REACH CAMPAIGN	80,000.
TOTAL CONTRIBUTIONS APPROVED			<u>6,480,000.</u>