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

OMB No 1545-0052

2009Department 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 , 2009, and ending

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

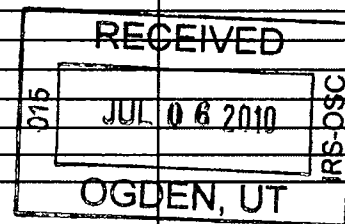
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Berry R. Cox Family Foundation		A Employer identification number 75-2864400
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (214) 220-3612
	2100 McKinney Avenue	1700	
	City or town Dallas	State ZIP code TX 75201	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, column (c), line 16) \$ 10,275,130.		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) (see the instructions).)

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
------------------------------------	---------------------------	-------------------------	---

REVENUE	1 Contributions, gifts, grants, etc. received (att sch)			
	2 Ck ☒ if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	3,702.	3,702.	
	4 Dividends and interest from securities	290,269.	290,269.	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(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			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Part XVI-A, Line 11a	4,745.	4,745.		
12 Total. Add lines 1 through 11	298,716.	298,716.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule) L-16a Stmt	1,102.	1,102.	
	b Accounting fees (attach sch) L-16b Stmt	7,600.	3,800.	3,800.
	c Other prof fees (attach sch) L-16c Stmt	1,699.	1,699.	
	17 Interest			
	18 Taxes (attach schedule)(see instr)			
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses. Add lines 13 through 23	10,401.	6,601.	3,800.
	25 Contributions, gifts, grants paid	404,391.		403,391.
26 Total expenses and disbursements. Add lines 24 and 25	414,792.	6,601.	407,191.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-116,076.			
b Net investment income (if negative, enter -0-)		292,115.		
c Adjusted net income (if negative, enter -0-)				



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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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	1,176.	375.	375.
	2 Savings and temporary cash investments	1,796,423.	1,094,480.	1,094,480.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts	734,546.	0.	0.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule) L-10a Stmt	7,212,331.	8,784,363.	9,180,236.
	b Investments – corporate stock (attach schedule)			
	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) L-13 Stmt	250,857.	39.	39.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	9,995,333.	9,879,257.	10,275,130.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
NET FUND 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			
	28 Paid-in or capital surplus, or land, building, and equipment fund	11,953,753.	11,953,753.	
	29 Retained earnings, accumulated income, endowment, or other funds	-1,958,420.	-2,074,496.	
	30 Total net assets or fund balances (see the instructions)	9,995,333.	9,879,257.	
	31 Total liabilities and net assets/fund balances (see the instructions)	9,995,333.	9,879,257.	

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	9,995,333.
2 Enter amount from Part I, line 27a	2	-116,076.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	9,879,257.
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	9,879,257.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

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

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	128,511.	10,287,028.	0.012493
2007	77,640.	6,792,493.	0.011430
2006	69,545.	3,931,937.	0.017687
2005	49,989.	2,598,663.	0.019236
2004	20,040.	2,543,119.	0.007880

2 Total of line 1, column (d)	2	0.068726
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.013745
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,182,482.
5 Multiply line 4 by line 3	5	139,958.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,921.
7 Add lines 5 and 6	7	142,879.
8 Enter qualifying distributions from Part XII, line 4	8	407,191.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,921.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,921.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,921.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	7,672.	
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	7,672.	
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	4,751.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 4,751. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX - Texas		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 <u>N/A</u>	13	X	
14	The books are in care of <u>Berry R. Cox Family Foundation</u> Telephone no. <u>(214) 220-3612</u> Located at <u>2100 McKinney Ave, Ste 1700 Dallas TX</u> ZIP + 4 <u>75201</u>			
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 <u>15</u>			

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
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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 instructions)

☒ Yes ☐ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

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

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

X

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Berry R. Cox 2100 McKinney Ave, Ste 1700, Dallas, TX 75201	Trustee	0.00	0.	0.
Jeanne T. Cox 2100 McKinney Ave, Ste 1700, Dallas, TX 75201	Trustee	0.00	0.	0.
A. Todd Kesterson 2100 McKinney Ave, Ste 1700, Dallas, TX 75201	Trustee, Pres/Treas	1.00	0.	0.
Cindy Wolf 2100 McKinney Ave, Ste 1700, Dallas, TX 75201	Secretary	1.00	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		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 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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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	8,845,613.
b Average of monthly cash balances	1b	1,491,932.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	10,337,545.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	10,337,545.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	155,063.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,182,482.
6 Minimum investment return. Enter 5% of line 5	6	509,124.

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	509,124.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,921.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,921.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	506,203.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	506,203.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	506,203.

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	407,191.
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	407,191.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,921.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	404,270.

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				506,203.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			379,962.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 407,191.				
a Applied to 2008, but not more than line 2a			379,962.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				27,229.
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))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				478,974.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

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

N/A

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

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 None

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Highland Park United Methodist 3300 Mockingbird Ln Dallas TX 75205		170 (b) (1) (A) (1)	General Fund	3,000.
Greenhill School 4141 Spring Valley Rd Addison TX 75001		170 (b) (1) (A) (1)	General Fund	1,000.
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth TX 76110		509 (a) (2)	General Fund	5,000.
Highland Park Presbyterian Church 3821 University Blvd Dallas TX 75205		170 (b) (1) (A) (1)	General Fund	100.
Southern Methodist University PO Box 750460 Dallas TX 75275		170 (b) (1) (A) (1)	General Fund	1,105.
National Multiple Sclerosis Society 8111 N. Stadium Dr., Ste 100 Houston TX 77054		509 (a) (2)	General Fund	200.
West Dallas Community School 2300 Canada Drive Dallas TX 75212		170 (b) (1) (A) (1)	West Dallas Initiative	14,200.
Council on Foreign Relations 58 East 68th Street New York NY 10065		509 (a) (1)	General Fund	5,000.
Prince of Peace Christian School 4000 Midway Road Carrollton TX 75007		170 (b) (1) (A) (1)	Field of Dreams Phase 1	1,000.
See Line 3a statement				373,786.
Total			3a	404,391.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(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					
3	Interest on savings and temporary cash investments			14	3,702.	
4	Dividends and interest from securities			14	290,269.	
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	JPM Class Action Settlement			14	4,745.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				298,716.	
13	Total. Add line 12, columns (b), (d), and (e)				13	298,716.

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

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

[illegible]

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>S M Wright Foundation</u>			<u>Christmas in the</u>	Person or ☐
<u>100 North Central Expressway, Ste 400-11</u>		<u>509 (a) (1)</u>	<u>Park Event</u>	Business ☒
<u>Dallas TX 75201</u>				500.
<u>SPCA of Texas</u>			<u>General Fund</u>	Person or ☐
<u>2400 Lone Star Drive</u>		<u>509 (a) (2)</u>		Business ☒
<u>Dallas TX 75266</u>				200.
<u>Southern Methodist University</u>		<u>170 (b)</u>	<u>John Tower Center</u>	Person or ☐
<u>PO Box 750402</u>		<u>(1) (A) (1)</u>	<u>for Political</u>	Business ☒
<u>Dallas TX 75275</u>			<u>Studies</u>	50,000.
<u>Southwestern Medical Foundation</u>			<u>Support Research</u>	Person or ☐
<u>2305 Cedar Springs Rd, Ste 150</u>		<u>509 (a) (1)</u>	<u>for Macular</u>	Business ☒
<u>Dallas TX 75201</u>			<u>Degeneration</u>	100.
<u>Southwestern Medical Foundation</u>			<u>Margaret & Trammell</u>	Person or ☐
<u>2305 Cedar Springs Rd, Ste 150</u>		<u>509 (a) (1)</u>	<u>Crow Chair for</u>	Business ☒
<u>Dallas TX 75201</u>			<u>Alzheimer's</u>	150.
<u>Living Water International</u>			<u>General Fund</u>	Person or ☐
<u>PO Box 35496</u>		<u>509 (a) (1)</u>		Business ☒
<u>Houston TX 77235</u>				10,000.
<u>The Thanks-Giving Square Foundation</u>			<u>General Fund</u>	Person or ☐
<u>PO Box 131770</u>		<u>509 (a) (1)</u>		Business ☒
<u>Dallas TX 75313</u>				20.
<u>The Dallas Foundation</u>			<u>General Fund</u>	Person or ☐
<u>900 Jackson Street, Ste 150</u>		<u>509 (a) (1)</u>		Business ☒
<u>Dallas TX 75202</u>				250.
<u>The George W. Bush Foundation</u>			<u>Presidential</u>	Person or ☐
<u>6116 N Central Expwy, Ste 400</u>		<u>509 (a) (1)</u>	<u>Library Fund</u>	Business ☒
<u>Dallas TX 75206</u>				250,000.
<u>The Pre-GED School at the Cathedral</u>			<u>General Fund</u>	Person or ☐
<u>5100 Ross Avenue</u>		<u>509 (a) (1)</u>		Business ☒
<u>Dallas TX 75206</u>				600.
<u>The Chiapas Project</u>			<u>General Fund</u>	Person or ☐
<u>PO Box 9053</u>		<u>509 (a) (1)</u>		Business ☒
<u>Dallas TX 75209</u>				776.
<u>Daughters of the Republic of TX</u>			<u>General Fund</u>	Person or ☐
<u>PO Box 2599</u>		<u>509 (a) (2)</u>		Business ☒
<u>San Antonio TX 78299</u>				200.
<u>St. Andrews Episcopal School</u>		<u>170 (b)</u>	<u>General Fund</u>	Person or ☐
<u>1112 W 31st Street</u>		<u>(1) (A) (1)</u>		Business ☒
<u>Austin TX 78705</u>				100.
<u>Providence Christian School of TX</u>		<u>170 (b)</u>	<u>General Fund</u>	Person or ☐
<u>5002 W Lovers Lane</u>		<u>(1) (A) (1)</u>		Business ☒
<u>Dallas TX 75209</u>				100.
<u>Susan G Komen Breast Cancer</u>			<u>General Fund</u>	Person or ☐
<u>3324 Bryn Mawr Dr</u>		<u>509 (a) (1)</u>		Business ☒
<u>Dallas TX 75225</u>				250.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
The Humane Society of Cedar Creek Lake PO Box 43531 Seven Points TX 75143	----- ----- -----	509 (a) (1)	General Fund	Person or ☐ Business ☒ 100.
Beck Community Development Foundation 1807 Ross Ave, Ste 500 Dallas TX 75201	----- ----- -----	Private Foundation	General Fund	Person or ☐ Business ☒ 1,000.
Charity Global 200 Varick Street, Ste 201 New York NY 10014	----- ----- -----	509 (a) (1)	General Fund	Person or ☐ Business ☒ 700.
Southern Methodist University PO Box 750402 Dallas TX 75275	----- ----- -----	170 (b) (1) (A) (1)	J Erik Jonsson Ethics Award	Person or ☐ Business ☒ 2,000.
Movember Inc. PO Box 2726 Venice CA 90294	----- ----- -----	509 (a) (1)	General Fund	Person or ☐ Business ☒ 140.
Great Investors' Best Ideas Foundation 1901 N Akard Street Dallas TX 75201	----- ----- -----	509 (a) (2)	General Fund	Person or ☐ Business ☒ 2,880.
Museum of Nature and Science PO Box 151460 Dallas TX 75315	----- ----- -----	509 (a) (1)	MNS Expansion	Person or ☐ Business ☒ 51,670.
Texas Tech Univ Health Science Ctr 3601 4th St Stop 9415 Lubbock TX 79415	----- ----- -----	170 (b) (1) (A) (v)	General Fund	Person or ☐ Business ☒ 250.
Texas Book Festival 610 Brazos, Suite 200 Austin TX 78701	----- ----- -----	509 (a) (1)	General Fund	Person or ☐ Business ☒ 800.
University of Texas System 2200 W Mockingbird Lane Dallas TX 75235	----- ----- -----	170 (b) (1) (A) (v)	Center for Brain Health	Person or ☐ Business ☒ 1,000.

Total

373,786.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Locke Liddell & Sapp	Legal Services	1,102.	1,102.		

Form 990-PF, Page 1, Part I

Continued

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		<u>1,102.</u>	<u>1,102.</u>		

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KPMG	Tax Services	3,000.	1,500.		1,500.
Nicholas & Montgomery	Audit Services	4,600.	2,300.		2,300.
Total		<u>7,600.</u>	<u>3,800.</u>		<u>3,800.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JP Morgan Chase	Safekeeping Fees	1,599.	1,599.		
Bureau of the Public	Account Fees	100.	100.		
Total		<u>1,699.</u>	<u>1,699.</u>		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
U.S. Treasury Bills/Notes			8,784,363.	9,180,236.
Total			<u>8,784,363.</u>	<u>9,180,236.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
U.S. Treasury Bills Purchased Interest Receivable	39.	39.

Form 990-PF, Page 2, Part II, Line 13

Continued

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Total	<u>39.</u>	<u>39.</u>

BERRY R. COX FAMILY FOUNDATION
A SUPPORTING SCHEDULE ATTACHED TO AND MADE PART OF
FORM 990-PF, RETURN OF PRIVATE FOUNDATION
FOR THE YEAR 2009

Page 1, Line 16a, Legal Fees

<u>Description</u>	<u>Revenue and Expenses Per Books</u>	<u>Net Investment Income</u>	<u>Disbursements for Charitable Purposes</u>
Legal Fees	\$1,102	\$1,102	\$0

Page 1, Line 16b, Accounting Fees

<u>Description</u>	<u>Revenue and Expenses Per Books</u>	<u>Net Investment Income</u>	<u>Disbursements for Charitable Purposes</u>
Accounting Fees	\$7,600	\$3,800	\$3,800

Page 1, Line 16c, Other Professional Fees

<u>Description</u>	<u>Revenue and Expenses Per Books</u>	<u>Net Investment Income</u>	<u>Disbursements for Charitable Purposes</u>
Investment Fees	\$1,699	\$1,699	\$0

Berry R. Cox Family Foundation
December 31, 2009
EIN: 75-2864400

Statement Pursuant to §171

The taxpayer has chosen to amortize bond premium on the following bonds using the constant yield method:

Treasury Note 3.375%, due 11-30-12, (912828hk9) \$500,000, purchased 01-28-09
Treasury Note 4.750%, due 05-31-12, (912828gu8) \$750,000, purchased 01-28-09