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

2009

Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label
Otherwise,
print
or type
See Specific
InstructionsTHE L & M CHARITABLE FOUNDATION, INC
550 WEST TEXAS, SUITE 945
MIDLAND, TX 79701-4233

A Employer identification number

75-2874187

B Telephone number (see the instructions)

(432) 683-7700

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 2,111,471.

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)

1,631.

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

55.

55.

4 Dividends and interest from securities

60,583.

60,583.

5a Gross rents

b Net rental income or (loss)

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

-130,271.

b Gross sales price for all assets on line 6a 609,518.

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)

12 Total. Add lines 1 through 11

-68,002.

60,638.

0.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

2,925.

2,925.

c Other prof fees (attach sch) SEE ST 3

2,757.

2,757.

17 Interest

18 Taxes (attach schedule)(see instr) SEE STM 4

1,631.

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

7,313.

2,757.

2,925.

25 Contributions, gifts, grants paid PART XV

91,500.

91,500.

26 Total expenses and disbursements. Add lines 24 and 25

98,813.

2,757.

0.

94,425.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

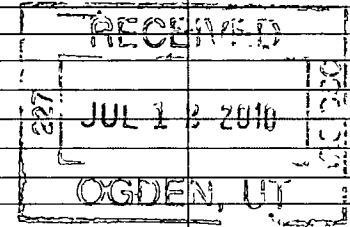
-166,815.

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

57,881.

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

0.



SCANNED AUG 05 2010

ADMINISTRATIVE AND OPERATING EXPENSES

9/4
16

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	10,356.	38,172.	38,171.
	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			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 5	2,169,778.	1,975,147.	2,073,300.
	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)	2,180,134.	2,013,319.	2,111,471.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	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	10,000.	10,000.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,170,134.	2,003,319.	
	30 Total net assets or fund balances (see the instructions)	2,180,134.	2,013,319.	
	31 Total liabilities and net assets/fund balances (see the instructions)	2,180,134.	2,013,319.	

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	2,180,134.
2	Enter amount from Part I, line 27a	2	-166,815.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,013,319.
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	2,013,319.

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)
1 a N/A				
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) N/A

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			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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 <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		1	1,158.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	1,158.
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	1,158.
6 Credits/Payments			
a 2009 estimated tax prmts and 2008 overpayment credited to 2009	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		35.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,193.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?	1 a	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>	1 b	X
c Did the foundation file Form 1120-POL for this year?	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	N/A
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>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	8 b	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>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>	10	X

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Form 990-PF (2009)

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

7b N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD T MCMILLAN 500 W. TEXAS, SUITE 945 MIDLAND, TX 79701	PRES/DIR 0	0.	0.	0.
JAN LATE MCMILLAN 500 W. TEXAS, SUITE 945 MIDLAND, TX 79701	DIRECTOR 0	0.	0.	0.
KIRSTIN E. MCMILLAN GILLESPIE 500 W. TEXAS, SUITE 945 MIDLAND, TX 79701	DIRECTOR 0	0.	0.	0.

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services 0**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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Form 990-PF (2009)

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	1a	1,934,791.
a	Average monthly fair market value of securities	1b	78,555.
b	Average of monthly cash balances	1c	
c	Fair market value of all other assets (see instructions)	1d	2,013,346.
d	Total (add lines 1a, b, and c)		
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,013,346.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	30,200.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,983,146.
6	Minimum investment return. Enter 5% of line 5	6	99,157.

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	99,157.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,158.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,158.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,999.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	97,999.
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	97,999.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	94,425.
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1b	
b	Program-related investments — total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	94,425.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	94,425.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				97,999.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			84,368.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 94,425.				
a Applied to 2008, but not more than line 2a			84,368.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				10,057.
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))	0.			0.
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		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				87,942.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

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

- (4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

- 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

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	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
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 6				
Total			3a	91,500.
<i>b Approved for future payment</i>				
Total			3b	

THE L & M CHARITABLE FOUNDATION, INC

75-2874187

STATEMENT 1
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	112.7650SHS AMERICAN FD GROWTH FD OF AMERICA		
DATE ACQUIRED:	12/23/2008		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	5/01/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	2,445.		
COST OR OTHER BASIS:	2,235.		
BASIS METHOD:	COST		
		GAIN (LOSS)	210.
DESCRIPTION:	9596.9290SHS AMERICAN FD CAPITAL WORLD GROWTH		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	5/01/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	250,000.		
COST OR OTHER BASIS:	258,755.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-8,755.
DESCRIPTION:	9551.3280SHS AMERICAN FD GROWTH FD OF AMERICA		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	5/01/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	207,073.		
COST OR OTHER BASIS:	258,118.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-51,045.
DESCRIPTION:	7518.7970SHS AMERICAN FD WASHINGTON MUTUAL IN		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	5/01/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	150,000.		
COST OR OTHER BASIS:	220,681.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-70,681.
			TOTAL \$ -130,271.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	\$ 2,925.			\$ 2,925.
TOTAL	\$ 2,925.	\$ 0.	\$ 0.	\$ 2,925.

THE L & M CHARITABLE FOUNDATION, INC

75-2874187

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 2,757.	\$ 2,757.		
TOTAL	<u>\$ 2,757.</u>	<u>\$ 2,757.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON 200 NET INVESTMENT INCOME	\$ 1,631.			
TOTAL	<u>\$ 1,631.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
10,474.067SHS AMERI FDS CAP WORLD GROWTH	MKT VAL	\$ 334,391.	\$ 356,956.
36,860.2730SHS BOND FUND OF AMERICA	MKT VAL	457,045.	434,951.
15,271.1910SHS FUNDAMENTAL INVESTORS	MKT VAL	474,422.	499,826.
7,540.2460SHS S-T BOND FUND OF AMERICA	MKT VAL	75,000.	75,478.
8,232.626SHS WASHINGTON MUTUAL INVEST FD	MKT VAL	206,392.	202,852.
3,000SHS KAYNE ANDERSON MLP INVT	MKT VAL	57,897.	75,120.
6,197.1570SHS CALAMOS CONVERTIBLE FUND	MKT VAL	100,000.	116,445.
9,559.0830SHS HARBOR HIGH YIELD BD FUND	MKT VAL	90,000.	100,179.
5,557.2240SHS NATIXIS GATEWAY Y FUND	MKT VAL	130,000.	140,264.
4,649.3810SHS NUVEEN PREFERRED FUND	MKT VAL	50,000.	71,229.
TOTAL		<u>\$ 1,975,147.</u>	<u>\$ 2,073,300.</u>

THE L & M CHARITABLE FOUNDATION, INC

75-2874187

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MIDLAND CHILDREN' REHAB CENTER 802 VENTURA MIDLAND, TX 79705	NONE	N/A	GENERAL ENDOWMENT	\$ 2,500.
MIDLAND COLLEGE FOUNDATION 3600 NORTH GARFIELD MIDLAND, TX 79705	NONE	N/A	SCIENCE BUILDING	15,000.
MANOR PARK 2208 NORTH LOOP 250 WEST MIDLAND, TX 79707	NONE	N/A	CAPITAL CAMPAIGN - ASSISTED LIVING BUILDING	2,500.
HIGH SKY CHILDREN'S RANCH 8701 WEST C R 60 MIDLAND, TX 79706	NONE	N/A	ENDOWMENT FUND	2,500.
MIDLAND MONTESSORI HOUSE 1011 AUSTIN STREET MIDLAND, TX 79703	NONE	N/A	BOARD DESIGNATED - OPERATING FUNDS OR PERMANENT ENDOWMENT	5,000.
HILLCREST SCHOOL 2101 WEST WALL STREET MIDLAND, TX 79701	NONE	N/A	GENERAL CONTRIBUTION - BOARD DESIGNATED	5,000.
WINGS OF HOPE EQUITHERAPY P.O. BOX 445 BURLESON, TX 76097	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,500.
CASA DE AMIGOS 1101 EAST GARDEN LANE MIDLAND, TX 79701	NONE	N/A	EDUCATIONAL PROGRAMS FOR LOW INCOME CHILDREN	2,500.
PREMIAN BASIN AREA FOUNDATION 550 WEST TEXAS, SUITE 1200 MIDLAND, TX 79701	NONE	N/A	GENERAL ENDOWMENT	5,000.
HOSPICE MIDLAND P.O. BOX 2621 MIDLAND, TX 79701	NONE	N/A	GENERAL ENDOWMENT	2,500.
FRENCH CAMP ACADEMY ONE FINE PLACE FRENCH CAMP, MS 39745	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	500.
SCHOOL OF MUSEUM OF FINE ARTS 230 THE FREEWAY BOSTON, MA 02115	NONE	N/A	ANNUAL FUND	3,500.

THE L & M CHARITABLE FOUNDATION, INC

75-2874187

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NORTHSIDE NEIGHBORHOOD HOUSE 211 MINOR STREET CHATTANOOGA, TN 37405	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	\$ 1,000.
RECOVERY RESOURCE COUNCIL 2700 AIRPORT FREEWAY FT WORTH, TX 76111	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	750.
BREEDLOVE DEHYDRATED FOODS 1818 N MARTIN LUTHER KING BLVD LUBBOCK, TX 79403	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,000.
LABRADOR RETRIEVER RESCUE OF NORTH TX 8992 PRESTON RD, SUITE 110, PMB 305 FRISCO, TX 75034	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,500.
GOLDER RETRIEVER RESCUE OF NORTH TX 333 EAST 38TH STREET NEW YORK, NY 10016	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,500.
BALLROOM MARFA P O BOX 1661 MARFA, TX 79843	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,000.
JOHN AUSTIN CHELEY FOUNDATION 9665 FLORIDA ROAD DURANGO, CO 83101	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	3,500.
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER, WY 82520	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,000.
HUMANE SOCIETY OF LEFLORE CNY 601 IONE GREENWOOD, MS 38930	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,000.
LEBONHEUR CHILDREN'S MED CTR 50 NORTH DUNLAP MEMPHIS, TN 38103	N/A	N/A	GENERAL SUPPORT CONTRIBUTION	2,000.
SUFFIELD ACADEMY P.O. BOX 999 SUFFIELD, CN 06078	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,000.

THE L & M CHARITABLE FOUNDATION, INC

75-2874187

**STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
UNIV OF MISSISSIPPI FOUNDATION P.O. BOX 249 UNIVERSITY, MS 38766	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	\$ 1,000.
UNIV OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	3,000.
UNIV OF TEXAS ELEM SCHOOL 200 EAST 6TH STREET AUSTIN, TX 78702	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	12,500.
WALDORF SCHOOL ON THE ROARING FORK 16543 OLD HIGHWAY 82 CARBONDALE, CO 81623	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	9,000.
FORT WOOF 2257 COLLEGE AVENUE FORT WORTH, TX 76110	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,000.
PAWS ACROSS TEXAS P O BOX 164084 FORT WORTH, TX 76161	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	750.
CHURCH OF THE NATIVITY 400 HOWARD STREET GREENWOOD, MS 38930	NONE	N/A	GENERAL SUPPORT CONTRIBUTION	1,000.
TOTAL				\$ <u>91,500.</u>

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

OMB No 1545-1709

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

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

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

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	THE L & M CHARITABLE FOUNDATION, INC	75-2874187
	Number, street, and room or suite number. If a P.O. box, see instructions	
	550 WEST TEXAS, SUITE 945	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MIDLAND, TX 79701-4233	

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

- | | | |
|-------------------------------------------------|----------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► RICHARD T MCMILLAN

Telephone No ► (432) 683-7700FAX No ► (432) 683-7711

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

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions

3a \$ 0.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit

3b \$ 0.

c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions

3c \$ 0.

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

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