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# INTERNAL REVENUE SERVICE

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

OMB No 1545-0052

**2009**

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 , **20**

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 <b>THE CHILTON FOUNDATION (30-01-100-3060696)</b>		A Employer identification number <b>75-6006996</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>(800) 357-7094</b>
	BANK OF AMERICA, N.A. P.O. BOX 831041		C If exemption application is pending, check here <input type="checkbox"/>
	City or town, state, and ZIP code <b>DALLAS, TX 75283-1041</b>		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 9,780,440.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (Part I, column (d) must be on cash basis.)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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 <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	317,340.	317,340.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-139,713.			
b	Gross sales price for all assets on line 6a <b>1,948,079.</b>				
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 or (loss) (attach schedule)				
11	Other income (attach schedule)	784.			STMT 3
12	Total. Add lines 1 through 11	178,411.	317,340.		
13	Compensation of officers, directors, trustees, etc.	55,875.	33,525.		22,350.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	1,260.	NONE	NONE	1,260.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	5,516.	1,416.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	126.			126.
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	62,777.	34,941.	NONE	23,736.
25	Contributions, gifts, grants paid	427,500.			427,500.
26	Total expenses and disbursements. Add lines 24 and 25	490,277.	34,941.	NONE	451,236.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-311,866.			
b	Net investment income (if negative, enter -0-)		282,399.		
c	Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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OPERATING AND ADMINISTRATIVE EXPENSES

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 . . . . .	552,081.	236,291.	236,291.	
	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)	3,201,780.	3,126,636.	3,134,407.	
	b	Investments - corporate stock (attach schedule)	73.			
	c	Investments - corporate bonds (attach schedule)	2,347,820.	2,475,956.	2,570,240.	
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule)	4,650,600.	4,606,600.	3,839,502.	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	10,752,354.	10,445,483.	9,780,440.		
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	<b>Total liabilities</b> (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 . . . . .	10,752,354.	10,445,483.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .					
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	10,752,354.	10,445,483.			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	10,752,354.	10,445,483.			

## 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	10,752,354.
2	Enter amount from Part I, line 27a	2	-311,866.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	4,998.
4	Add lines 1, 2, and 3	4	10,445,486.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	3.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	10,445,483.

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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> SEE PART IV DETAIL					
<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>			

<b>2</b> Capital gain net income or (net capital loss) . . . . .	<div style="display: inline-block; vertical-align: middle;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	-139,713.
<b>3</b> 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. . . . .		<b>3</b>	

**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.

(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	512,612.	9,937,400.	0.05158411657
2007	458,735.	11,046,814.	0.04152645279
2006	481,573.	10,594,939.	0.04545311681
2005	462,045.	10,521,590.	0.04391399019
2004	485,438.	10,563,760.	0.04595314547

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.22843082183
<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 . . . . .	<b>3</b>	0.04568616437
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .	<b>4</b>	9,005,423.
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	411,423.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	2,824.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	414,247.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	<b>8</b>	451,236.

**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)		1	2,824.
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 . . . . .			
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	2,824.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	2,824.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .	6a	7,208.	
b Exempt foreign organizations-tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments Add lines 6a through 6d . . . . .	7	7,208.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	4,384.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 2,824. Refunded <input type="checkbox"/> . . . . .	11	1,560.	

**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 ▶ \$ _____ (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? . . . . . 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) ▶ _____ STMT 8		
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>▶ NONE</b>				
14	The books are in care of <b>▶ BANK OF AMERICA, N.A.</b> Telephone no. <b>▶ (214) 209-6477</b>			
	Located at <b>▶ 901 MAIN ST, 19TH FL, DALLAS, TX</b> ZIP + 4 <b>▶ 75202-3714</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 . . . . .	15		

**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 checked="" type="checkbox"/> Yes <input 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? . . . . .	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years <b>▶</b> . . . . .		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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) . . . . .	2b	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 <b>▶</b> . . . . .		
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) . . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? . . . . .	4b	X

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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
SEE STATEMENT 9		55,875.	-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		NONE	NONE	NONE

**Total number of other employees paid over \$50,000** ☐ **NONE**

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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		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 NONE

All other program-related investments. See page 24 of the instructions

3 NONE

**Total.** 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>	9,142,561.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	9,142,561.
<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>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	9,142,561.
<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>	137,138.
<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>	9,005,423.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	450,271.

**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>	450,271.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	2,824.
<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>	2,824.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	447,447.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	447,447.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<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>	447,447.

**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>	451,236.
<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>	NONE
<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>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<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>	451,236.
<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>	2,824.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	448,412.

**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 . . . . .				447,447.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only . . . . .			121,005.	
b Total for prior years 20 07, 20 , 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . .	NONE			
b From 2005 . . . . .	NONE			
c From 2006 . . . . .	NONE			
d From 2007 . . . . .	NONE			
e From 2008 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 451,236.				
a Applied to 2008, but not more than line 2a . . . . .			121,005.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
d Applied to 2009 distributable amount . . . . .				330,231.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2009 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		NONE		
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 . . . . .				117,216.
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) . . . . .	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2005 . . . . .	NONE			
b Excess from 2006 . . . . .	NONE			
c Excess from 2007 . . . . .	NONE			
d Excess from 2008 . . . . .	NONE			
e Excess from 2009 . . . . .	NONE			

**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)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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).)

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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)				
<b>a Paid during the year</b>  SEE STATEMENT 19				
<b>Total . . . . .</b>			<b>▶ 3a</b>	427,500.
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	

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.						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .			14	317,340.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
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			18	-139,713.		
<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 a _____						
b EXCISE TAX REFUND			14	784.		
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				178,411.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				178,411.		

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**

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
|          | (1) Cash . . . . .   | <b>1a(1)</b> |            | X         |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> |            | X         |
| <b>b</b> | Other transactions   |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> |            | X         |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> |            | X         |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> |            | X         |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> |            | X         |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> |            | X         |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> |            | X         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    |            | X         |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |            |           |



[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . . ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

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

Sign Here	 Signature of officer or trustee		BANK OF AMERICA, N.A.	Date 4-14-10	Title TRUSTEE
	Preparer's signature 		Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See <b>Signature</b> on page 30 of the instructions)
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code				EIN
					Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ALCOA INC NT	1,138.	1,138.
AMERICAN EXPRESS CR CORP MTN	5,000.	5,000.
ANHEUSER BUSCH COS INC NT	5,600.	5,600.
BERKSHIRE HATHAWAY INC DEL NT	4,750.	4,750.
CATERPILLAR INC NT	4,858.	4,858.
CISCO SYS INC NT	5,500.	5,500.
CITIGROUP INC NT	3,100.	3,100.
COCA-COLA CO NT	5,350.	5,350.
COLUMBIA LARGE CAP VALUE FUND CLASS Z SH	6,200.	6,200.
COLUMBIA LARGE CAP ENHANCED CORE FUND CL	24,222.	24,222.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	4,291.	4,291.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	9,138.	9,138.
COLUMBIA MARSICO 21ST CENTURY FUND CLASS	8.	8.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	746.	746.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	1,734.	1,734.
COLUMBIA GOVERNMENT RESERVES TRUST CLASS	173.	173.
COLUMBIA CASH RESERVES TRUST CLASS	205.	205.
COLUMBIA MID CAP GROWTH FUND CLASS Z SHA	86.	86.
CONOCOPHILLIPS GTD NT	5,200.	5,200.
CREDIT SUISSE FIRST BOSTON USA INC NT	6,125.	6,125.
DISNEY WALT CO NEW MTN	5,625.	5,625.
DU PONT E I DE NEMOURS & CO NT	4,750.	4,750.
FEDERAL NATL MTG ASSN BENCHMARK NT	15,000.	15,000.
FEDERAL NATIONAL MORTGAGE ASSN NOTE	9,938.	9,938.
FEDERAL NATL MTG ASSN NT	10,246.	10,246.
FEDERAL HOME LN MTG CORP MTN	15,750.	15,750.
FEDERAL NATL MTG ASSN MTN	16,125.	16,125.
GENERAL ELEC CAP CORP SR UNSECD MTN SER	5,650.	5,650.
GOLDMAN SACHS GROUP INC NT	5,700.	5,700.
HEWLETT PACKARD CO NT	1,855.	1,855.
HONEYWELL INTL INC SR UNSECD MTN	5,300.	5,300.
INTERNATIONAL BUSINESS MACHS CORP SR NT	5,700.	5,700.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
J P MORGAN CHASE & CO SUB NOTES 0102/201	5,750.	5,750.
KIMBERLY CLARK CORP NT	5,000.	5,000.
MCDONALDS CORP MTN	6,000.	6,000.
MORGAN STANLEY DEAN WITTER & CO NT	6,600.	6,600.
PROCTER & GAMBLE CO NT	344.	344.
SBC COMMUNICATIONS INC NT	6,250.	6,250.
TARGET CORP NT	6,350.	6,350.
UNITED STATES TREAS NT DTD 08/15/00 5.87	12,542.	12,542.
UNITED STATES TREASURY NOTES	9,037.	9,037.
UNITED STATES TREAS NTS 11/15/2003 4.25%	2,887.	2,887.
UNITED STATES TREAS NTS DTD 11/15/05	7,643.	7,643.
UNITED STATES TREAS NT DTD 08/15/06 4.87	9,050.	9,050.
UNITED STATES TREAS NT DTD 11/15/06 4.62	3,805.	3,805.
UNITED STATES TREAS NOTE DTD 11/30/06 4.	5,344.	5,344.
UNITED STATES TREAS NT	4,875.	4,875.
UNITED STATES TREAS NT DTD 07/02/07 4.87	9,750.	9,750.
UNITED STATES TREAS NT SER B-2018	6,250.	6,250.
UNITED STATES TREAS NT DTD 08/15/08 4.00	4,000.	4,000.
WAL-MART STORES INC SR NT	5,800.	5,800.
WELLS FARGO & CO NEW 11/06/2002 5% 11/15	5,000.	5,000.
	-----	-----
TOTAL	317,340.	317,340.
	=====	=====



FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	784.
	-----
TOTALS	784.
	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	1,260.			1,260.
TOTALS	1,260.	NONE	NONE	1,260.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - INCOME	4,100.	
FOREIGN TAXES ON QUALIFIED FOR	1,111.	1,111.
FOREIGN TAXES ON NONQUALIFIED	305.	305.
	-----	-----
TOTALS	5,516.	1,416.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2008	479.
PURCHASED ACCRUED INTEREST	4,519.
	-----
TOTAL	4,998.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	3.
	-----
TOTAL	3.
	=====

THE CHILTON FOUNDATION (30-01-100-3060696)

75-6006996

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

TX

STATEMENT 8

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

## OFFICER NAME:

BANK OF AMERICA, N.A.

## ADDRESS:

P.O. BOX 833714

DALLAS, TX 75202-3714

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION ..... 55,875.

## OFFICER NAME:

MARGARET NELL BELL; C/O BOA

## ADDRESS:

P.O. BOX 833714

DALLAS, TX 75202-3714

## TITLE:

DISTRIBUTION COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

PATTI LU BELL BROWN; C/O BOA

## ADDRESS:

P.O. BOX 833714

DALLAS, TX 75202-3714

## TITLE:

DISTRIBUTION COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

BONNIE MARGARET B HARDING; C/O BOA

## ADDRESS:

P.O. BOX 833714

DALLAS, TX 75202-3714

## TITLE:

DISTRIBUTION COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

55,875.

=====

THE CHILTON FOUNDATION (30-01-100-3060696)  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

75-6006996

RECIPIENT NAME:

PATTI LU BELL BROWN C/O BOA

ADDRESS:

P O BOX 833714

DALLAS, TX 75202-3714

RECIPIENT'S PHONE NUMBER: 214-209-6477

FORM, INFORMATION AND MATERIALS:

LETTER FORMAT WITH APPROPRIATE ATTACHMENTS

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FOR THE ASSISTANCE AND PROMOTION OF THE WELFARE OF HUMANITY;

PREFERENCE TO BE GIVEN TO RESIDENTS OF TEXAS AND ARKANSAS

STATEMENT 10



RECIPIENT NAME:

SALESMANSHIP CLUB  
OF DALLAS

ADDRESS:

400 S ZANG BLVD, SUITE 700  
DALLAS, TX 75208-6642

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT YOUTH & FAMILY CENTERS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 24,000.

RECIPIENT NAME:

HAPPY HILL FARM  
CHILDREN'S HOME, INC.

ADDRESS:

3846 N HWY 144  
GRANBURY, TX 76048

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAMS FOR AT-RISK CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:

DALLAS SYMPHONY  
ASSOCIATION, INC.

ADDRESS:

2301 FLORA ST, SUITE 300  
DALLAS, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DSOL - EDUCATION & COMMUNITY PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
JUNIOR LEAGUE OF DALLAS, INC.  
ADDRESS:  
8003 INWOOD RD  
DALLAS, TX 75209-3335  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT JUNIOR LEAGUE PROJECTS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
SOUTHWESTERN MEDICAL  
FOUNDATION  
ADDRESS:  
2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT TOP BIOCHEMISTRY FACULTY MEMBER  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 125,000.

RECIPIENT NAME:  
FELLOWSHIP OF CHRISTIAN  
ATHLETES  
ADDRESS:  
7502 GREENVILLE AVE  
DALLAS, TX 75231  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT 2009 TOM LANDRY FCA OPEN  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 27,000.

RECIPIENT NAME:

CATTLE BARON'S BALL

ADDRESS:

30 HIGHLAND PARK VILLAGE  
DALLAS, TX 75205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BENEFIT AMERICAN CANCER SOCIETY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:

CRYSTAL CHARITY BALL

ADDRESS:

30 HIGHLAND PARK VILLAGE # 206  
DALLAS, TX 75205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHILDREN'S CHARITIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 32,500.

RECIPIENT NAME:

M.D. ANDERSON CANCER  
CENTER

ADDRESS:

6900 FANNIN, SUITE 1160  
HOUSTON, TX 77030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT LIVING LEGENDS LUNCHEON

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:

BAYLOR HEALTHCARE SYSTEM  
FOUNDATION

ADDRESS:

3600 GASTON AVE, SUITE 100  
DALLAS, TX 75246-1800

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CELEBRATING WOMEN 2008-BREAST CANCER RESEARH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

EQUEST WOMEN'S AUXILIARY

ADDRESS:

P.O. BOX 192747  
DALLAS, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EQUINE ASSISTED THERAPY PROGRAMS FOR CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

DALLAS THEOLOGICAL  
SEMINARY

ADDRESS:

3909 SWISS AVE  
DALLAS, TX 75204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BENEFIT PROFESSORSHIPS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

UNIVERSITY OF ARKANSAS  
FOUNDATION, INC.

ADDRESS:

700 RESEARCH CENTER BLVD # MS 7  
FAYETTEVILLE, AR 72701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BENEFIT PAT WALKER HEALTH CENTER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 12,000.

RECIPIENT NAME:

SOUTHWESTERN MEDICAL  
FOUNDATION

ADDRESS:

2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHILTON DISTINGUISHED PROFESSORSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

AMERICAN RED CROSS -  
DALLAS AREA CHAPTER

ADDRESS:

4800 HARRY HINES BLVD  
DALLAS, TX 75235-7717

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 1,500.

THE CHILTON FOUNDATION (30-01-100-3060696) 75-6006996  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:

MARKETPLACE MINISTRIES, INC.

ADDRESS:

12900 PRESTON RD, SUITE 1215  
DALLAS, TX 75230

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT MINISTRIES IN THE WORKPLACE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:

LEUKEMIA & LYMPHOMA  
SOCIETY

ADDRESS:

8111 LBJ FREEWAY, SUITE 425  
DALLAS, TX 75251

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT 'FIGHT FOR A CURE'

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

HUGWORKS

ADDRESS:

752 MARY DR  
HURST, TX 76053

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR MUSICAL PROGRAMS - HOSPITALIZED CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

FELLOWSHIP OF CHRISTIAN  
ATHLETES

ADDRESS:

1801 S MCCOLL RD, SUITE 300  
McALLEN, TX 78503

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT WORKING WITH YOUTHS IN THEIR SCHOOLS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:

SOUTHWESTERN MEDICAL  
FOUNDATION

ADDRESS:

2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR ADVANCED CLINICAL PROGRAMS - ZALE LIPSHY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

SOUTHWESTERN MEDICAL  
FOUNDATION

ADDRESS:

2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT TOP BIOCHEMISTRY TRAINEE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 30,000.

THE CHILTON FOUNDATION (30-01-100-3060696) 75-6006996  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
SENIOR SOURCE  
ADDRESS:  
1215 SKILES ST  
DALLAS, TX 75204  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT 'COMING OF AGE' CAPITAL CAMPAIGN  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
DALLAS FOUNDATION OF  
OTOLOGY  
ADDRESS:  
3600 GASTON AVENUE SUITE 1103  
DALLAS, TX 75246  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
BENEFIT HEARING SCHOOL OF THE SOUTHWEST  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
BAYLOR HEALTHCARE SYSTEM  
FOUNDATION  
ADDRESS:  
3600 GASTON AVENUE, SUITE 10  
DALLAS, TX 75246-1800  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FUND CARDIOLOGY FELLOWSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 75,000.

STATEMENT 18



RECIPIENT NAME:  
SOUTHWESTERN MEDICAL  
FOUNDATION  
ADDRESS:  
2305 CEDAR SPRINGS RD # 150  
DALLAS, TX 75201  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT HEART, LUNG & VASCULAR CTR-ST PAUL'S  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
FIRST PRESBYTERIAN  
THE STEWPOT ALLIANCE  
ADDRESS:  
408 PARK AVENUE  
DALLAS, TX  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
MEALS & EDUCATION FOR HOMELESS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
PRESTON HOLLOW  
PRESBYTERIAN SCHOOL  
ADDRESS:  
9800 PRESTON ROAD  
DALLAS, TX 75230  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ENDOWMENT FUND FOR QUALITY EDUCATION  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT-SCHOOL  
AMOUNT OF GRANT PAID ..... 3,000.

TOTAL GRANTS PAID: 427,500.  
=====

THE CHILTON FOUNDATION  
75-6006996  
Balance Sheet  
12/31/2009



Cusip	Asset	Units	Basis	Market Value
0258M0BY4	AMERICAN EXPRESS CR CORP	100000.000	99,798 00	103,223 00
035229DB6	ANHEUSER BUSCH COS INC	100000 000	104,279.00	103,013 00
084670AS7	BERKSHIRE HATHAWAY INC	100000.000	98,232.00	106,607 00
149123BH3	CATERPILLAR INC	100000.000	107,351 00	106,906.00
17275RAC6	CISCO SYS INC	100000 000	102,834 00	109,790 00
191216AK6	COCA-COLA CO	100000 000	104,508.00	107,722 00
197199805	COLUMBIA ACORN USA FUND	6447.644	140,000.00	149,520 86
19765H149	COLUMBIA LARGE CAP VALUE FUND	50280.202	700,000.00	513,863.66
19765H347	COLUMBIA LARGE CAP ENHANCED	133672.820	2,100,000.00	1,439,656 27
19765H586	COLUMBIA INTERNATIONAL VALUE	14792.899	250,000 00	209,911 24
19765H636	COLUMBIA MARSICO INTERNATIONAL	28555.461	337,100.00	304,972.32
19765J764	COLUMBIA SMALL CAP VALUE FUND	10791.386	110,000.00	118,597.33
19765J830	COLUMBIA MID CAP VALUE FUND	17272 488	233,500 00	191,379 17
19765P232	COLUMBIA MID CAP GROWTH FUND	9360.731	164,000.00	191,988.59
19765Y688	COLUMBIA SELECT LARGE CAP	70967.742	572,000.00	719,612.90
20825CAN4	CONOCOPHILLIPS	100000.000	98,787.00	104,897 00
22541LAB9	CREDIT SUISSE FIRST BOSTON USA	100000 000	103,684.00	107,838 00
25468PCE4	DISNEY WALT CO	100000 000	104,486 00	107,988 00
263534BK4	DU PONT E I DE NEMOURS & CO	100000 000	102,250 00	107,341.00
31359MA45	FEDERAL NATL MTG ASSN	300000.000	316,617 30	329,718 00
31359MGJ6	FEDERAL NATL MTG ASSN	150000 000	165,250 95	157,921 50
31359MWJ8	FEDERAL NATL MTG ASSN	300000 000	313,362 65	325,032 00
3137EAAD1	FEDERAL HOME LN MTG CORP	300000.000	318,628 20	330,000.00
31398ADM1	FEDERAL NATL MTG ASSN	300000 000	322,728.10	332,625.00
36962GX41	GENERAL ELEC CAP CORP	100000 000	98,388 00	106,773.00
38141GCG7	GOLDMAN SACHS GROUP INC	100000.000	102,332.00	107,566.00
428236AT0	HEWLETT PACKARD CO	100000 000	110,802 00	111,739 00
438516AX4	HONEYWELL INTL INC	100000 000	101,978 00	105,473.00
459200GJ4	INTERNATIONAL BUSINESS MACHS	100000.000	103,789 00	109,331.00
46625HAT7	J P MORGAN CHASE & CO	100000.000	104,425 00	106,649.00
494368AX1	KIMBERLY CLARK CORP	100000.000	100,193 00	108,642.00
58013MDM3	MCDONALDS CORP	100000.000	98,111 00	105,965 00
617446HC6	MORGAN STANLEY DEAN WITTER &	100000.000	105,470 00	108,799 00
742718DA4	PROCTER & GAMBLE CO	100000.000	109,460 00	108,799.00

THE CHILTON FOUNDATION  
75-6006996  
Balance Sheet  
12/31/2009



Cusip	Asset	Units	Basis	Market Value
78387GAD5	SBC COMMUNICATIONS INC	100000 000	106,064.00	105,897 00
87612EAC0	TARGET CORP	100000.000	106,394 00	105,596 00
9128276J6	UNITED STATES TREAS NT	725000.000	772,027.84	749,157.00
912828BH2	UNITED STATES TREAS NT	250000.000	271,141.13	269,765 00
912828FY1	UNITED STATES TREAS NT	100000.000	109,824.08	108,195 00
912828GA2	UNITED STATES TREAS NOTE	200000.000	216,633.48	212,954 00
912828GW4	UNITED STATES TREAS NT	200000.000	219,941.74	216,906 00
912828JH4	UNITED STATES TREAS NT	100000 000	100,480.87	102,133 00
931142CJ0	WAL-MART STORES INC	100000 000	103,921 00	110,975 00
949746CR0	WELLS FARGO & CO NEW	100000 000	98,420 00	102,711.00
	Cash/Cash Equivalent	236291.130	236,291.13	236,291 13
		Totals:	10,445,483.47	9,780,439 99

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					5,442.	
91,449.00		100000. ALCOA INC NT PROPERTY TYPE: SECURITIES 100,167.00				P	07/09/2001	01/30/2009
							-8,718.00	
100,000.00		100000. CITIGROUP INC NT PROPERTY TYPE: SECURITIES 99,310.00				P	07/02/2001	03/15/2009
							690.00	
194,891.00		12165.45 COLUMBIA MARSICO FOCUSED EQUITI PROPERTY TYPE: SECURITIES 250,000.00				P	07/03/2006	05/11/2009
							-55,109.00	
196,131.00		12242.899 COLUMBIA MARSICO FOCUSED EQUIT PROPERTY TYPE: SECURITIES 250,000.00				P	09/26/2006	05/11/2009
							-53,869.00	
171,429.00		10700.91 COLUMBIA MARSICO FOCUSED EQUITI PROPERTY TYPE: SECURITIES 200,000.00				P	10/13/2005	05/11/2009
							-28,571.00	
164,108.00		16216.216 COLUMBIA MARSICO 21ST CENTURY PROPERTY TYPE: SECURITIES 150,000.00				P	08/25/2004	07/31/2009
							14,108.00	
5.00		63. NORTEL NETWORKS CORP NEW COM PROPERTY TYPE: SECURITIES 73.00				P	10/27/2008	02/12/2009
							-68.00	
42,580.00		40000. UNITED STATES TREAS NT DTD 08/15/ PROPERTY TYPE: SECURITIES 43,955.00				P	03/06/2008	05/07/2009
							-1,375.00	
108,398.00		100000. UNITED STATES TREAS NTS 11/15/20 PROPERTY TYPE: SECURITIES 108,395.00				P	03/06/2008	07/15/2009
							3.00	
218,062.00		200000. UNITED STATES TREAS NTS DTD 11/1 PROPERTY TYPE: SECURITIES 217,547.00				P	03/06/2008	07/15/2009
							515.00	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
54,515.00		50000. UNITED STATES TREAS NTS DTD 11/15 PROPERTY TYPE: SECURITIES 54,305.00				P	10/03/2008	07/15/2009
					210.00			
200,757.00		200000. UNITED STATES TREAS NT DTD 08/15 PROPERTY TYPE: SECURITIES 209,680.00				P	03/06/2008	07/15/2009
					-8,923.00			
200,000.00		200000. UNITED STATES TREAS NT PROPERTY TYPE: SECURITIES 205,883.00				P	03/06/2008	01/31/2009
					-5,883.00			
50,078.00		50000. UNITED STATES TREAS NT SER B-2018 PROPERTY TYPE: SECURITIES 49,983.00				P	10/03/2008	07/15/2009
					95.00			
150,234.00		150000. UNITED STATES TREAS NT SER B-201 PROPERTY TYPE: SECURITIES 148,494.00				P	04/16/2008	07/15/2009
					1,740.00			
TOTAL GAIN(LOSS) .....							----- -139,713. =====	