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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

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

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

Use the
IRS label
Otherwise,
print
or type.
See Specific
Instructions

THE FASKEN FOUNDATION
P.O. BOX 2024
MIDLAND, TX 79702-2024

A Employer identification number

75-6023680

B Telephone number (see the instructions)

432-683-5401

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

\$ 18,300,903.

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2 ☒ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

14,019.

14,019.

14,019.

4 Dividends and interest from securities...

237,960.

237,960.

237,960.

5a Gross rents

b Net rental income or (loss)

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

53,623.

b Gross sales price for all assets on line 6a

2,462,620.

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

53,623.

8 Net short-term capital gain

53,623.

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

1,301,392.

1,294,149.

1,294,149.

12 Total. Add lines 1 through 11

1,606,994.

1,599,751.

1,599,751.

13 Compensation of officers, directors, trustees, etc.

131,500.

78,900.

78,900.

52,600.

14 Other employee salaries and wages

7,928.

3,964.

3,964.

3,964.

15 Pension plans, employee benefits...

7,432.

3,344.

3,344.

4,088.

16a Legal fees (attach schedule) SEE ST 2

390.

390.

390.

b Other professional fees (attach sch) SEE ST 3

31,000.

31,000.

31,000.

17 Interest

18 Other income (attach schedule) SEE STMT 4

95,732.

134,881.

134,881.

19 Depreciation (attach schedule)

20 Other expenses (attach schedule) SEE STATEMENT 5

5,167.

2,584.

2,584.

2,583.

21 Travel, conferences, and meetings

4,601.

2,301.

2,301.

2,301.

22 Printing and publications

53.

48.

48.

5.

23 Other expenses (attach schedule)

243,781.

102,681.

102,681.

7,376.

24 Total operating and administrative expenses. Add lines 13 through 23

527,584.

360,093.

360,093.

72,917.

25 Contributions, gifts, grants paid PART XV

817,599.

817,599.

26 Total expenses and disbursements. Add lines 24 and 25

1,345,183.

360,093.

360,093.

890,516.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

261,811.

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

1,239,658.

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

1,239,658.

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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	1,177,978.	22,444.	22,444.
	2 Savings and temporary cash investments		565,470.	565,469.
	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)	3,250,028.	498.	498.
	b Investments — corporate stock (attach schedule)	6,968,678.	11,182,928.	12,129,992.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis	2,048,059.		
LIABILITIES	Less: accumulated depreciation (attach schedule) SEE STMT 6	1,436,812.	619,864.	611,247.
	12 Investments — mortgage loans			5,537,500.
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe SEE STATEMENT 7)	41,827.	41,827.	45,000.
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	12,058,375.	12,424,414.	18,300,903.
	17 Accounts payable and accrued expenses	27,394.	93,397.	
	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)	27,394.	93,397.	
	24 Foundations that follow SFAS 117, check here and complete lines 24 through 31			
	25 Unrestricted			
	26 Temporarily restricted			
	27 Permanently restricted			
	28 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31			
	29 Capital stock, trust principal, or current funds			
	30 Total net assets or fund balances (see the instructions)	12,030,981.	12,331,017.	
	31 Total liabilities and net assets/fund balances (see the instructions)	12,058,375.	12,424,414.	

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	12,030,981.
2 Enter amount from Part I, line 27a	2	261,831.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	38,225.
4 Add lines 1, 2, and 3	4	12,331,037.
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	12,331,037.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a SEE STATEMENT 9			
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) 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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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	53,623.
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	53,623.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	1,413,564.	29,954,282.	0.047191
2007	1,443,303.	26,815,918.	0.053823
2006	1,376,419.	24,716,143.	0.055689
2005	1,295,879.	22,253,415.	0.058233
2004	1,199,744.	22,603,434.	0.053078

2 Total of line 1, column (d)	2	0.268014
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053603
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	16,799,897.
5 Multiply line 4 by line 3	5	900,525.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,397.
7 Add lines 5 and 6	7	912,922.
8 Enter qualifying distributions from Part XII, line 4	8	890,516.

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

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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.)			
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..		1	24,793.
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	24,793.
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	24,793.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	52,104.	
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	52,104.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	27,311.	
11 Enter the amount of line 10 to be credited to 2010 estimated tax. <input type="checkbox"/> 0. <input checked="" type="checkbox"/> Refunded	11	27,311.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
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 VIII	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 General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>WWW.FASKENFOUNDATION.ORG</u>				
14	The books are in care of <u>GERALD C. NOBLES</u> Telephone no. <u>432-683-5401</u>			
Located at <u>P.O. BOX 2024 MIDLAND TX</u> ZIP + 4 <u>79702-2024</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N/A	<input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the year		<u>15</u>		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 <u>20__ , 20__ , 20__ , 20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
<u>20__ , 20__ , 20__ , 20__</u>		
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) 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	N/A
4a Did the foundation invest during the year any amount in a manner that jeopardizes 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 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 have exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?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 an exception from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If 'Yes,' attach the statement required by Regulations section 53.4945-3(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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

5b N/A

6b X

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
GERALD C. NOBLES, JR. P. O. BOX 2024 MIDLAND, TX 79702-2024	EXECUTIVE DI 40.00	85,000.	6,503.	0.
	40.00	0.	0.	0.
STATEMENT OF TRUSTEES	0	46,500.	0.	3,830.

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
GERALD C. NOBLES, JR. P.O. BOX 2024 MIDLAND, TX 79701-2024	EXEC. DIRECTO 40	85,000.	0.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		

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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REFUND INQUIRY
UNIT RECEIVED

JUL 27 2010

TPR BRANCH
OGDEN

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	11,014,770.
b Average of monthly cash balances	1b	503,463.
c Fair market value of all other assets (see instructions)	1c	5,537,500.
d Total (add lines 1a, b, and c)	1d	17,055,733.
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	17,055,733.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	255,836.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,799,897.
6 Minimum investment return. Enter 5% of line 5	6	839,995.

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	839,995.
2a Tax on investment income for 2009 from Part VI, line 5	2a	24,793.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	24,793.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	815,202.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	815,202.
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	815,202.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	890,516.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	890,516.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	890,516.

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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REFUND INQUIRY
UNIT RECEIVED

JUL 27 2010

TPR BRANCH
OGDEN

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				815,202.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	83,826.			
b From 2005	220,242.			
c From 2006	168,853.			
d From 2007	136,091.			
e From 2008	20,056.			
f Total of lines 3a through e	629,068.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 890,516.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				815,202.
e Remaining amount distributed out of corpus	75,314.			
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	704,382.			
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 paid or 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				0.
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)	83,826.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	620,556.			
10 Analysis of line 9:				
a Excess from 2005	220,242.			
b Excess from 2006	168,853.			
c Excess from 2007	136,091.			
d Excess from 2008	20,056.			
e Excess from 2009	75,314.			

BAA

Form 990-PF (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)

[illegible]

1 Information Regarding Foundation Managers:

- NONE**

NONE

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

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

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

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year STATEMENT 11		NONE	GRANTS	817,599.
Total			3a	817,599.
<i>b</i> Approved for future payment				
Total			3b	

2009

FEDERAL STATEMENTS

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CLIENT 9995

THE FASKEN FOUNDATION

75-6023680

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHEVRON...	\$ 111.	\$ 111.	\$ 111.
DELAY OIL & GAS RENTALS....	132.	132.	132.
LEASE BONUS.....	20,428.	20,428.	20,428.
MISCELLANEOUS INCOME	6,732.	6,732.	6,732.
OIL & GAS REVENUE...	1,274,009.	1,266,746.	1,266,746.
TOTAL	\$ 1,301,412.	\$ 1,294,149.	\$ 1,294,149.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 390.	\$ 390.	\$ 390.	\$ 0.

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
B.L. JONES CONSULTING	\$ 30,000.	\$ 30,000.	\$ 30,000.	
JENNIFER DIXON	1,000.	1,000.	1,000.	
TOTAL	\$ 31,000.	\$ 31,000.	\$ 31,000.	\$ 0.

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
AD VALOREM TAXES		\$ 62,576.	\$ 62,576.	
EXCISE TAX	\$ 92,351.			
SEVERENCE TAX.....		68,924.	68,924.	
UNRELATED BUSINESS TAX	3,381.	3,381.	3,381.	
TOTAL	\$ 95,732.	\$ 134,881.	\$ 134,881.	\$ 0.

2009

FEDERAL STATEMENTS

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CLIENT 9995

THE FASKEN FOUNDATION

75-6023680

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	\$ 62,576.			
AMORTIZATION	15,264.	\$ 15,264.	\$ 15,264.	N/A
COMPUTER EXPENSES	3,761.	2,257.	2,257.	\$ 1,504.
COMPUTER EXPENSES OIL & GAS	7,850.	7,850.	7,850.	
CONTRACT LABOR LAND WORK	1,849.	1,849.	1,849.	
CONTRACT LABOR OIL&GAS	32,929.	32,929.	32,929.	
ENTERTAINMENT	37.			37.
FILE ROOM RENT	1,352.	1,352.	1,352.	
INVESTMENT FEES CHURCHHILL	11,300.	11,300.	11,300.	
INVESTMENT FEES FISHER FEES	7,606.	7,606.	7,606.	
INVESTMENT FEES GOLDMAN SACHS	2,103.	2,103.	2,103.	
INVESTMENT FEES WELLS FARGO	3,926.	3,926.	3,926.	
LEASE OPERATING EXPENSES	1,363.			
OFFICE SUPPLIES	3,658.	1,829.	1,829.	1,829.
OIL & GAS EVALUATION	2,909.	2,909.	2,909.	
OIL & GAS TAXES	69,451.			
OTHER OPERATING EXPENSES	3,155.	1,578.	1,578.	1,578.
POST PRODCUTION EXPENSE	7,654.	7,316.	7,316.	
POSTAGE	929.	557.	557.	372.
ROUNDING	-2.			
TELEPHONE	4,111.	2,056.	2,056.	2,056.
TOTAL	\$ 243,781.	\$ 102,681.	\$ 102,681.	\$ 7,376.

STATEMENT 6
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS	\$ 2,048,059.	\$ 1,436,812.	\$ 611,247.	\$ 5,537,500.
TOTAL	\$ 2,048,059.	\$ 1,436,812.	\$ 611,247.	\$ 5,537,500.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
COIN COLLETION	\$ 41,827.	\$ 45,000.
TOTAL	\$ 41,827.	\$ 45,000.

2009

FEDERAL STATEMENTS

PAGE 3

CLIENT 9995

THE FASKEN FOUNDATION

75-6023680

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

INCREASE FROM SEPARATION FROM RAM FOUNDATION \$ 38,225.
TOTAL \$ 38,225.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	VARIOUS PUBLICALLY TRADED CHURCHILL S-T	PURCHASED	1/01/2009	12/31/2009
2	PUBLICALLY TRADED FISHER SHORT-TERM	PURCHASED	1/01/2009	12/31/2009
3	VARIOUS PUB TRD S-T GOLDMAN SACHS	PURCHASED	1/01/2009	12/31/2009
4	PUBLICALLY TRADED FISHER LONG-TERM	PURCHASED	1/01/2009	12/31/2009
5	VARIOUS PUBL TRADED L-T GOLDMAN SACHS	PURCHASED	1/01/2009	12/31/2009
6	PUBLICALLY TRADED L-T SECURITIES WELLS	PURCHASED	1/01/2009	12/31/2009

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	977,250.		962,289.	14,961.				\$ 14,961.
2	130,582.		165,528.	-34,946.				-34,946.
3	1,075.		1,032.	43.				43.
4	249,300.		292,021.	-42,721.				-42,721.
5	979,413.		847,248.	132,165.				132,165.
6	125,000.		140,879.	-15,879.				-15,879.
TOTAL								\$ 53,623.

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: THE FASKEN FOUNDATION
NAME: GERALD C. NOBLES, JR.
CARE OF:
STREET ADDRESS: P.O BOX 2024
CITY, STATE, ZIP CODE: MIDLAND, TX 79702-2024
TELEPHONE: 432-683-5401
FORM AND CONTENT: INITIAL CONTACT MAY BE BY LETTER STATING PURPOSE OF GRANT. IF GRANT IS TO BE CONSIDERED A GRANT PACKAGE FROM NON-PROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN IS REQUESTED TO BE SENT TO APPLICANT. THE FORMS ARE SELF-EXPLANATORY AND ARE TO BE USED IN THE APPLICATION WHICH STATES PURPOSE OF REQUEST AMOUNT AND INFORMATION ABOUT THE ENTITY. ALSO REQUIRE LIST OF GOVERNING BOARD, AND A COPY OF 501(C)(3) EXEMPTION.

SUBMISSION DEADLINES: GRANTS ARE CONSIDERED AT ALL FOUR MEETINGS
RESTRICTIONS ON AWARDS: GRANTS ARE CONSIDERED WITHIN THE STATES OF TEXAS AND NEW MEXICO. ALL CHARITABLE FIELDS ARE CONSIDERED. NO GRANTS TO INDIVIDUALS.

2009

FEDERAL SUPPORTING DETAIL

PAGE 1

CLIENT 9995

THE FASKEN FOUNDATION

75-6023680

OTHER REVENUE
AMOUNT
LEASE BONUS

0.000000	\$	0.
.....		20,428.
TOTAL	\$	<u>20,428.</u>

OPERATING & ADMINISTRATIVE EXP. (990-PF)
RENTAL EXPENSES [O]

FILE ROOM RENT	TOTAL	\$	0.
.....		\$	<u>0.</u>

UNRELATED BUSINESS EXPENSES
DEPLETION

PERCENTAGE DEPLETION-SCHEDULE	TOTAL	\$	1,083.
.....		\$	<u>1,083.</u>

OFFICERS, DIRECTORS, TRUSTEES COMPEN.
BASE COMPENSATION

TRACY K. ELMS	\$	3,000.
PAULA FASKEN		3,500.
STEVE FASKEN, PRESIDENT		9,000.
SUSAN FASKEN HARTEN		4,000.
TEVIS HERD, GRANTS CHAIR		7,000.
B.L. JONES		4,000.
THOMAS E. KELLY		6,000.
GERALD C. NOBLES, INVESTMENT CHAIR		7,000.
JOHN W. WILKINS, JR.		3,000.
TOTAL	\$	<u>46,500.</u>

OFFICERS, DIRECTORS, TRUSTEES COMPEN.
EXPENSE ACCOUNT AND OTHER ALLOWANCES

STEVE FASKEN	\$	3,630.
SUSAN FASKEN HARTIN		200.
TOTAL	\$	<u>3,830.</u>

BMFOLC75-6023680 44200912000 BMF TAX MODULE
29491-149-17118-0

NM CTRL:FASK

UP-CYC:31

REFUND CHECK NUM:2310-39458477

TRANS DATE

AMOUNT

CYCLE DLN

VARIABLE DATA

660 09142009

13,026.00- 200938 18497-259-00008-9

TUS LOC NO: 18-38-0000000137027

CDDB#:000000000000000000

000

660 12142009

13,026.00- 200951 18497-350-00008-9

TUS LOC NO: 18-51-0000000057260

CDDB#:000000000000000000

000

460 06282010

0.00 201024 29491-149-17118-0 EXT DT: 11152010

846 06282010

52,104.00 201024 29491-149-17118-0 MANUAL IND:0

BYPASS:00 REFUND ULC:75

REFUND SCHED #:2010165290

CE TO REFUND DUE TO TOP IND:0

*TP returned
refunded*

PAGE 002 OF 002

BMFPG 001

Station Name: ODN009WA4027059 Date: 8/27/2010 Time: 4:16:25 PM

LPAGE 75-6023680 44 200912

NL1>FASKEN FOUNDATION

FL#>2645C) SIG>AG RA> ENC>N VIEW>N NL2>

EM#>0436446022 SUS> FAD> PA> CB> NL3>

OMB> CAF> BOD>TE X-SP> NL4>

Dear>Taxpayer:

STR>PO BOX 2024

PAR>ABEXf

>MIDLAND, TX 797022024241

0175-6023680]02200912]06990PF]1007202010]4160]560115][[]

REQUEST COMPLETED--TIN STORED FOR ACTON

0 CAF LTRS

REFUND INQUIRY
UNIT RECEIVED

JUL 27 2010

TPR BRANCH
AMT GDN

Page 1 of 3

Grants

Statement 11 Form 990-PF, Part XV, Line 3(a), Scholarships and Grants

Recipient	Address	Relationship	Foundation		Amount
			Status	Purpose	
Angel Food Ministries	1620 S. Broad Street, Monroe, GA 30655	None	Public	Unrestricted	1,000.00
Aphasia Center of West Texas, Inc.	5214 Thomason Dr. Midland, TX 79703	None	Public	Unrestricted	7,500.00
Art Smart	Santa Fe, New Mexico (Delivered by Trustee)	None	Public	Unrestricted	5,000.00
Blumenfelds Outreach, Inc.	Santa Fe, New Mexico (Delivered by Trustee)	None	Public	Unrestricted	1,500.00
Big Brothers/Big Sisters Midland	1007 West Texas Avenue Midland, TX 79701-6169	None	Public	Unrestricted	8,000.00
Big Brothers/Big Sisters of Northeast Texas	635 Clarksville St Paris TX 75460	None	Public	Unrestricted	9,000.00
Boys and Girls Club-Pans	1530 Northeast First Street, Paris, TX 75460	None	Public	Unrestricted	17,500.00
Boys & Girls Club of Midland, Inc	P O Box 284, Midland, TX 79702	None	Public	Unrestricted	11,000.00
Buffalo Trail Council	1101 West Wall Street, Midland, TX 79701	None	Public	Unrestricted	10,000.00
Bynum School	P.O. Box 80175, Midland, Texas 79708	None	Public	Unrestricted	15,000.00
Bynum School-Share	301 W Louisiana, Midland TX 79701	None	Public	Unrestricted	1,750.00
Camp Fire USA	P. O. Box 50988, Midland Texas 79701-0988	None	Public	Unrestricted	5,000.00
Casa de Amigos	1101 East Garden Lane, Midland, TX 79701	None	Public	Unrestricted	15,000.00
CASA of West Texas	201 W Wall, Suite 700, Midland, TX 79701	None	Public	Unrestricted	10,000.00
Catholic Charities	Odessa, Texas (Delivered by Trustee)	None	Public	Unrestricted	5,000.00
Centers for Children and Families	1004 N Big Spring, Midland, TX 79701	None	Public	Unrestricted	6,000.00
Challenge New Mexico	Santa Fe, New Mexico (Delivered by Trustee)	None	Public	Unrestricted	1,750.00
Christmas in Action, Inc.	P O Box 3744, Midland, TX 79702-3744	None	Public	Unrestricted	2,500.00
Colorado Springs School District 11	1115 North El Paso Street, Santa Fe, N.M. 80903-2599	None	Public	Unrestricted	1,250.00
Community & Senior Services	3301 Sinclair, Midland, TX 79707-6680	None	Public	Unrestricted	10,000.00
Community Children's Clinic	P O Box 3328, Midland, TX 79702	None	Public	Unrestricted	5,000.00
Cook's Children's Medical Center	801 Seventh Ave Fort Worth, TX 76104-2796	None	Public	Unrestricted	15,000.00
Crusader Track Team	P.O. Box 11026, Midland, TX 79702	None	Public	Unrestricted	2,500.00
Family Promise of Midland, Texas Inc	3901 Arroyo, Midland, TX 79707	None	Public	Unrestricted	5,000.00
Fine Arts for Children and Teens	P O Box 22363, Santa Fe New Mexico 87502	None	Public	Unrestricted	10,000.00
Food Pantry of Jeff Davis County	609 E Compromise Street, Fort Davis, TX 79734	None	Public	Unrestricted	2,500.00
Grand Companions-Humane Society	P.O. Box 1156, Fort Davis, TX 79734	None	Public	Unrestricted	2,500.00
Greater Ideal Family Life Center	301 Tyler Street, Midland, TX 79701	None	Public	Unrestricted	12,500.00
Heritage Midland-Scarborough Lineberry Home	302 S. Main, Midland, TX 79701	None	Public	Unrestricted	5,000.00
High Sky Children's Ranch	8701 West County Road 60, Midland, TX, 79707	None	Public	Unrestricted	22,500.00
Hillcrest School	3510 North A, Bldg C, Midland, TX 79705	None	Public	Unrestricted	5,000.00
Junior Achievement of Midland, Inc	303 West Wall Suite 807, Midland TX 79701-5114	None	Public	Unrestricted	10,000.00
Many Mothers	P O Box 23222, Santa Fe, New Mexico 87505	None	Public	Unrestricted	5,250.00
MARC	2701 North A Street, Midland, TX 79705	None	Public	Unrestricted	12,500.00

Recipient	Foundation			
	Address	Relationship	Status	Purpose
Midland-Odessa Symphony & Chorale, Inc	P O Box 60658, Midland, TX 79711	None	Public	Unrestricted
Mid City Little League	P O Box 5804, Midland, TX 79704	None	Public	Unrestricted
Midland Children's Rehabilitation Center	802 Ventura, Midland, TX 79705	None	Public	Unrestricted
Midland County Livestock Assn	P O Box 3166, Midland, TX 79702	None	Public	Unrestricted
Midland Memorial Foundation	220 West Illinois, Midland, TX 79701	None	Public	Unrestricted
Midland Need To Read	1709 West Wall, Midland, TX 79701	None	Public	Unrestricted
Midland Rape Crisis Center	P O Box 10081, Midland, TX 79702	None	Public	Unrestricted
Midland Teen Court	615 West Missouri Suite #226, Midland, TX 79701	None	Public	Unrestricted
Midland Tennis Center	511 W Ohio, Suite 402, Midland, TX 79701	None	Public	Unrestricted
Mission Center Adult Day Care Center	4500 W. Illinois, Ste 112, Midland, TX 79703	None	Public	Unrestricted
Models of the Maker Women's Ministries	1202 Pine Bluff Street, Pans, TX 75461	None	Public	Unrestricted
Museum of the Southwest	1705 West Missouri, Midland, Texas 79701	None	Public	Unrestricted
NETWORK	Dallas, TX (Delivered by Trustee)	None	Public	Unrestricted
Non-Profit Management Center (Fund Raising Professionals)	550 West Texas, Ste 1200, Midland, Texas 79701	None	Public	Unrestricted
Palmer Drug Abuse Program	1208 West Wall, Midland, TX	None	Public	Unrestricted
Paris Habitat for Humanity	P O Box 1555, Paris, TX 75461	None	Public	Unrestricted
Permian Basin Area Foundation	200 N. Lorraine St, Suite 500, Midland TX 79701	None	Public	Unrestricted
Permian Basin Girl Scout Council	5217 N Dixie, Odessa, TX 79762	None	Public	Unrestricted
Planned Living Assistance Network	Dallas, TX (Delivered by Trustee)	None	Public	Unrestricted
Ranching Heritage Assn	Midland, Texas (Delivered by Trustee)	None	Public	Unrestricted
Rays of Hope	900 W. Wall Street, Midland, TX 79701	None	Public	Unrestricted
Recording Library For The Blind and Physically Handicapped	2012 West Culbert, Midland, TX 79701	None	Public	Unrestricted
Safe Place	1301 Andrews Hwy Suite 310, Midland, TX 79701	None	Public	Unrestricted
Samartan Counseling Center	P O Box 60312, Midland TX 79711-0312	None	Public	Unrestricted
Sand Hill Stock Show and Rodeo	218 W 46th Street, Odessa, TX 79764	None	Public	Unrestricted
Santa Fe Pro Musica	P O Box 2091, Santa Fe, NM 87504-2091	None	Public	Unrestricted
Santa Fe Skaters Association	P O Box 2895, Santa Fe, New Mexico 87504	None	Public	Unrestricted
Schreiner University	2100 Memorial Blvd, Kerrville, TX 78028-5697	None	Public	Unrestricted
Senior Citizens Services-North Texas	P.O Box 1655, Wichita Falls, TX 79307	None	Public	Unrestricted
Special Olympics-Midland Team	500 West Texas, Suite 1200, Midland, TX 79701-4203	None	Public	Unrestricted
Springboard Center	200 Corporate Drive, Midland, TX 79705	None	Public	Unrestricted
Teen F.L.O.W Youth Ministry	P O Box 733, Midland, TX 79701	None	Public	Unrestricted
Texas Tech University Health Science Center	800 West 4th, Odessa, TX 79763	None	Public	Unrestricted
Texas Tech Foundation-Masked Rider Scholarship	Texas Tech University Lubbock, TX (Delivered by Trustee)	None	Public	Unrestricted
Texas Voice Project	500 N. Coll Road, Richardson, TX 75080	None	Public	Unrestricted
United Way of Midland	1209 West Texas, Midland, TX 79701	None	Public	Unrestricted
University of Texas-Permian Basin	4901 E University, Odessa, TX 79760-0001	None	Public	Unrestricted

Foundation					
Recipient	Address	Relationship	Status	Purpose	Amount
Visual Aids News-Mobile	P. O. Box 5167, Midland, TX 79704	None	Public	Unrestricted	3,000.00
YMCA of Midland	P.O. Box 954, Midland, TX 79702	None	Public	Unrestricted	9,000.00
Young Life of Lamar County	P.O. Box 1549, Paris TX 75460	None	Public	Unrestricted	1,500.00
Young Life Midland	925 Wadley, Midland, TX 79705	None	Public	Unrestricted	3,500.00
					<u>764,825.00</u>

Scholarships

Statement 11, Form 990-PF, Part XV, Line 3(a), Scholarships and Grants

Recipients Name	Address	Relationship	Foundation Status	Purpose	Amount
Angelo State University Campbell, Alicia M.	P O. Box 11015, San Angelo, TX 76909	None	N/A	Higher Education	825
Axia College of University of Phoenix Castilleja, Berta	Phoenix, Arizona	None	N/A	Higher Education	825
Midland College Top 5% Program Fall Knapp, Andrew	3600 North Garfield, Midland, TX 79705	None	N/A	Higher Education	4,076 286
Sul Ross State University Gabaldon, Yvonne	Student Financial Aid, Alpine, TX 79832	None	N/A	Higher Education	1,650
Tarleton State University Wright, Claton I.	P.O Box T-0760, Stephenville TX 76402	None	N/A	Higher Education	1,650
Texas A & M University Baker, Emily Chalker, Chad Dinsmore, Mitchell Dory, Briana Duncan, Ancil Tanner Gonzales, Alana N Jordan, Ashley A Kahlisch, David R Koehl, Brittany Claire Scarborough, Lexie Rae	Student Financial Aid, College Station TX 45843-1252	None None None None None None None None None None None	N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A	Higher Education Higher Education Higher Education Higher Education Higher Education Higher Education Higher Education Higher Education Higher Education Higher Education Higher Education	825 1,650 1,650 1,650 1,650 1,650 825 825 1,650 1,650
Texas Woman's University Shelburne, Kristina	P O Box 425589, Denton TX 76204-5587	None	N/A	Higher Education	825
Texas Tech Health Science Tinney, Amanda	3601 4th Ave MS 8310, Lubbock TX 79430	None	N/A	Higher Education	1,650

Recipients Name	Address	Relationship	Foundation Status	Purpose	Amount
Texas Tech University	P. O. Box 450111-TTU, Lubbock, TX 79409-5011				
Aldavaz, Diana		None	N/A	Higher Education	825
Anders, Kinderyck		None	N/A	Higher Education	1,650
Jones, Christina		None	N/A	Higher Education	1,650
Leonard, Jaclyn C		None	N/A	Higher Education	1,650
Moore Heather L.		None	N/A	Higher Education	1,650
Morena, Jessie R		None	N/A	Higher Education	825
Morton, Rebecca L.		None	N/A	Higher Education	1,650
Nelson, Mathew T		None	N/A	Higher Education	1,650
Reker, Emily		None	N/A	Higher Education	1,650
Tang, Jennifer		None	N/A	Higher Education	1,650
Vidal, Christina		None	N/A	Higher Education	825
University of Houston-School of Phan	4800 Calhoun, Houston Texas 77027-5000				
Kady, Phe		None	N/A	Higher Education	825
University of North Texas	P.O. Box 311370, Denton, Texas 76203-1370				
Shelburne, Kristina		None	N/A	Higher Education	825
University of Texas at Arlington	P O Box 19198, Arlington, Texas 76019-0189				
Gomez, Adam		None	N/A	Higher Education	562
University of Texas at Austin	P O. Box 7958 UT Station, Austin, TX78713-7258				
Aldavaz, Diana Monique		None	N/A	Higher Education	825
Ledbetter, Stephanie		None	N/A	Higher Education	1,650
Olivas, Alex		None	N/A	Higher Education	1,650
Pysh, Matthew		None	N/A	Higher Education	1,650
Shaeffer, Kelsy L.		None	N/A	Higher Education	1,650
West Texas A&M University	WTAMU 60939, Canyon TX 79016-0001				
Campbell, Michell		None	N/A	Higher Education	1,650
Total Scholarships					<u>52,774</u>
Total Grants					<u>764,825</u>
Total Contributions					<u>817,599</u>