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

OMB No 1545 0052

2009Department of the Treasury
Internal Revenue Service

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

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

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	Bertha Foundation P.O. Box 1110 Graham, TX 76450		A Employer identification number 75-6050023
			B Telephone number (see the instructions) 940 549-1400
			C If exemption application is pending, check here <input type="checkbox"/>
			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, column (c), line 16) \$ 7,789,510.		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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 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 (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	437.	437.	437.	
4 Dividends and interest from securities	185,583.	185,583.	185,583.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-617,232.			
b Gross sales price for all assets on line 6a	2,703,716.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			89,340.	
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)	-535.	-535.	-535.	
12 Total. Add lines 1 through 11	-431,747.	185,485.	274,825.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	3,780.	3,024.	3,024.	756.
c Other prof fees (attach sch) See St 3	34,125.	27,300.	27,300.	6,825.
17 Interest	5,381.	5,381.	5,381.	
18 Taxes (attach schedule)(see instr) See Stm 4	1,626.			128.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	1.	1.	1.	
24 Total operating and administrative expenses. Add lines 13 through 23	44,913.	35,706.	35,706.	7,709.
25 Contributions, gifts, grants paid Part XV	412,780.			412,780.
26 Total expenses and disbursements. Add lines 24 and 25	457,693.	35,706.	35,706.	420,489.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-889,440.			
b Net investment income (if negative, enter 0)		149,779.		
c Adjusted net income (if negative, enter 0)			239,119.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	2,753,751.	1,556,185.	1,556,185.
	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	3,828.	558.	3,828.
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 6	1,701,832.	499,950.	500,000.
	b	Investments — corporate stock (attach schedule) Statement 7	1,155,051.	966,458.	1,731,116.
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	11	Investments — land, buildings, and equipment: basis 5,560.		
		Less: accumulated depreciation (attach schedule) See Stmt 8	5,560.	5,560.	5,560.
12		Investments — mortgage loans			
13		Investments — other (attach schedule) Statement 9	2,352,163.	4,052,708.	3,991,749.
14		Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe See Statement 10)	1,801.	1,072.	1,072.
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	7,973,986.	7,082,491.	7,789,510.
17		Accounts payable and accrued expenses			
18		Grants payable			
NET FUND ASSETS OR BALANCES	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds	7,973,986.	7,082,491.		
28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)	7,973,986.	7,082,491.		
31	Total liabilities and net assets/fund balances (see the instructions)	7,973,986.	7,082,491.		

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	7,973,986.
2	Enter amount from Part I, line 27a	2	-889,440.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	7,084,546.
5	Decreases not included in line 2 (itemize) See Statement 11	5	2,055.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,082,491.

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 12				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-617,232.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	89,340.

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	267,750.	8,276,463.	0.032351
2007	614,048.	9,067,769.	0.067718
2006	151,799.	9,142,290.	0.016604
2005	44,072.	8,740,904.	0.005042
2004	112,862.	8,549,794.	0.013201

2 Total of line 1, column (d)	2	0.134916
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	0.026983
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,756,416.
5 Multiply line 4 by line 3	5	209,291.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,498.
7 Add lines 5 and 6	7	210,789.
8 Enter qualifying distributions from Part XII, line 4	8	420,489.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,498.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,498.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,498.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	2,056.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,056.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	558.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 558. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>E. Bruce Street, Jr.</u> Telephone no. <u>940 549-1400</u> Located at <u>P.O. Box 1110, Graham, TX</u> ZIP + 4 <u>76450</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

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

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

	Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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) 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	N/A
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 instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870.

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

☐ Yes ☒ No

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

7b N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 13		0.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 <u>Graham Community Foundation. To provide a fund in support of various charitable endeavors and projects in and around Graham, Texas serving the entire community of 9,000 residents and visitors.</u>	395,000.
2 <u>Graham Regional Medical Center. To provide funds for the yearly Health Fair.</u>	5,000.
3 <u>See Statement 14</u>	4,292.
4 <u>See Statement 15</u>	3,208.

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 <u>N/A</u>	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	5,882,339.
b Average of monthly cash balances	1b	1,986,635.
c Fair market value of all other assets (see instructions)	1c	5,560.
d Total (add lines 1a, b, and c)	1d	7,874,534.
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	7,874,534.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	118,118.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,756,416.
6 Minimum investment return. Enter 5% of line 5	6	387,821.

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	387,821.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,498.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,498.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	386,323.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	386,323.
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	386,323.

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	420,489.
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	420,489.
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	1,498.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	418,991.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				386,323.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			411,277.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 420,489.				
a Applied to 2008, but not more than line 2a			411,277.	
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				9,212.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				377,111.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

4942(1)(5)

(4) Gross investment income

[illegible]

Form 990-PF (2009)

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)				
a Paid during the year See Statement 17				
Total			▶ 3a	412,780.
b Approved for future payment				
Total			▶ 3b	

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership Income/Loss	\$ -535.	\$ -535.	\$ -535.
Total	<u>\$ -535.</u>	<u>\$ -535.</u>	<u>\$ -535.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	\$ 3,780.	\$ 3,024.	\$ 3,024.	\$ 756.
Total	<u>\$ 3,780.</u>	<u>\$ 3,024.</u>	<u>\$ 3,024.</u>	<u>\$ 756.</u>

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
Management Fees	\$ 34,125.	\$ 27,300.	\$ 27,300.	\$ 6,825.
Total	<u>\$ 34,125.</u>	<u>\$ 27,300.</u>	<u>\$ 27,300.</u>	<u>\$ 6,825.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ad Valorem Tax	\$ 66.			\$ 66.
Federal Income Tax	1,498.			
Foreign Tax	62.			62.
Total	<u>\$ 1,626.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 128.</u>

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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
Bank Fee	\$ 1.	\$ 1.	\$ 1.	\$ 0.
Total	\$ 1.	\$ 1.	\$ 1.	\$ 0.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
5,000 US Treasury Bill	Cost	\$ 499,950.	\$ 500,000.
		\$ 499,950.	\$ 500,000.
Total		\$ 499,950.	\$ 500,000.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
2,325 Diebold Inc	Cost	\$ 21,142.	\$ 66,146.
7,680 Exxon Mobil Corp	Cost	110,791.	523,699.
1,500 Johnson & Johnson	Cost	16,103.	96,615.
1,200 Kimberly Clark	Cost	0.	0.
2,000 MDU Resource Gr	Cost	13,079.	47,200.
1,800 Pepsico, Inc.	Cost	32,917.	109,440.
4,400 Wells Fargo & Co.	Cost	0.	0.
1,000 Colgate Palmolive Co	Cost	14,236.	82,150.
5,800 General Electric Co	Cost	0.	0.
2,800 Bank of America Corp	Cost	86,807.	42,168.
2,000 AT&T Inc (Formerly SBC)	Cost	48,390.	56,060.
832 Capstead Mtg Corp	Cost	7,507.	11,357.
600 El Paso Corp	Cost	0.	0.
1,338 Flow Intl Corp	Cost	0.	0.
163 Marathon Corp	Cost	7,467.	5,089.
955 Natus Medical Inc	Cost	0.	0.
571 Omega Healthcare Investor	Cost	8,790.	11,106.
440 Presidential Life Corp	Cost	0.	0.
451 Titanium Metals Corp	Cost	0.	0.
495 Williams Cos Inc	Cost	11,518.	10,435.
1,050 Windstream Corp	Cost	857.	11,539.
1,120 Exco Resources Inc	Cost	13,373.	23,778.
1,095 Dynegy Inc	Cost	0.	0.
86 Fomento Economico Mexicano	Cost	0.	0.
227 Hansen Natural Corp	Cost	9,318.	8,717.
884 Mylan Inc	Cost	12,112.	16,292.
6,000 Alcoa Inc	Cost	0.	0.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
750 Annaly Capital Mgmt Inc	Cost	\$ 10,598.	\$ 13,013.
2,000 CBS Corp	Cost	0.	0.
2,000 Dow Chemical Co	Cost	0.	0.
2,000 Duke Energy Corp	Cost	0.	0.
1,000 Merck & Co, Inc	Cost	23,104.	36,540.
3,000 Pfizer Inc	Cost	45,928.	54,570.
1,000 Timken Co	Cost	0.	0.
2,000 United Online Inc	Cost	0.	0.
202 Axis Capital Holdings Ltd	Cost	0.	0.
42 Stealthgas Inc	Cost	0.	0.
168 Anadarko Petroleum Corp	Cost	0.	0.
51 Carbo Ceramics Inc	Cost	0.	0.
265 Celanese Corporation	Cost	3,457.	8,506.
129 Central European Dist Corp	Cost	2,535.	3,665.
216 Cliffs Natural Resources	Cost	11,097.	9,955.
90 Dow Chemical Co	Cost	0.	0.
208 EMC Corp	Cost	0.	0.
127 Encore Wire Corp	Cost	0.	0.
1,004 WR Grace & Co	Cost	7,047.	25,451.
119 Graco Inc	Cost	0.	0.
216 KBR Inc	Cost	0.	0.
934 Mastec Inc	Cost	0.	0.
490 McDermott International Inc	Cost	4,543.	11,765.
151 McMoran Explorations Co	Cost	0.	0.
120 Monsanto Co	Cost	0.	0.
193 Nokia Corp	Cost	0.	0.
105 Oracle Corp	Cost	0.	0.
1,098 Patriot Coal Corp	Cost	11,311.	16,975.
108 Stryker Corp	Cost	0.	0.
251 Terex Corp	Cost	0.	0.
170 Wright Express Corp	Cost	0.	0.
304 Weatherford International Ltd	Cost	4,990.	5,445.
150 Foster Wheeler	Cost	3,615.	4,416.
1,123 Dryships Inc	Cost	8,727.	6,536.
489 Genco Shipping & Trading LTD	Cost	8,174.	10,944.
717 General Maritime Corp	Cost	6,901.	5,012.
1,596 Navios Maritime Holdings Inc	Cost	6,286.	9,656.
1,230 Advanced Micro Devices Inc	Cost	6,026.	11,906.
388 Akamai Technologies Inc	Cost	7,271.	9,832.
245 Cash America International Inc	Cost	8,125.	8,565.
108 Contango Oil & Gas Inc	Cost	5,302.	5,077.
179 Emdeon Inc	Cost	2,695.	2,730.
740 Genworth Finl Inc	Cost	4,860.	8,399.
876 Giant Interactive Group	Cost	7,354.	6,150.
119 HCC Insurance Holdings Inc	Cost	3,150.	3,328.
1,070 Jetblue Airways Corp	Cost	6,343.	5,832.
2,179 MBIA Inc	Cost	7,868.	8,672.
240 Redwood Trust Inc	Cost	4,015.	3,470.
3,000 Altria Group Inc	Cost	46,670.	58,890.
750 Assurant Inc	Cost	23,450.	22,110.
1,000 Bristol Myers Squibb Co	Cost	19,765.	25,250.
500 Walt Disney Co	Cost	10,161.	16,125.
3,700 Energy Inc	Cost	33,861.	38,110.
500 Oil-Dri Corp	Cost	7,756.	7,750.
2,000 Premier Financial Bancorp	Cost	13,732.	13,400.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
1,500 Walmart Stores Inc	Cost	\$ 74,335.	\$ 80,175.
1,500 IPath S&P 500	Cost	100,999.	51,105.
Total		<u>\$ 966,458.</u>	<u>\$ 1,731,116.</u>

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Land	\$ 5,560.		\$ 5,560.	\$ 5,560.
Total	<u>\$ 5,560.</u>	<u>\$ 0.</u>	<u>\$ 5,560.</u>	<u>\$ 5,560.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Other Publicly Traded Securities</u>			
360,642.14 FPA New Inc Fund Cl A	Cost	\$ 4,000,000.	\$ 3,938,212.
Total Other Publicly Traded Securities		<u>\$ 4,000,000.</u>	<u>\$ 3,938,212.</u>
<u>Other Securities</u>			
Golden Triangle Retail Partners	Cost	38,417.	38,417.
500 Proshares Ultrashort Lehman 20	Cost	0.	0.
2,000 Ishares Trftse Xinhau Hk China	Cost	0.	0.
1,500 US Natural Gas Fund	Cost	14,291.	15,120.
5,800 Eaton Vance Sr Floating Fund	Cost	0.	0.
Total Other Securities		<u>\$ 52,708.</u>	<u>\$ 53,537.</u>
Total		<u>\$ 4,052,708.</u>	<u>\$ 3,991,749.</u>

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued Income	\$ 1,072.	\$ 1,072.
Total	<u>\$ 1,072.</u>	<u>\$ 1,072.</u>

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Statement 11
Form 990-PF, Part III, Line 5
Other Decreases

Prior Year Income Tax Paid

Total \$ 2,055.
 \$ 2,055.

Statement 12
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	40 Axis Captial Holdings Ltd	Purchased	9/17/2008	4/14/2009
2	45 Axis Captial Holdings Ltd	Purchased	9/17/2008	4/17/2009
3	11 Axis Captial Holdings Ltd	Purchased	9/19/2008	4/17/2009
4	26 Axis Captial Holdings Ltd	Purchased	8/19/2008	4/20/2009
5	80 Axis Captial Holdings Ltd	Purchased	10/30/2008	4/20/2009
6	124 Foster Wheeler AG	Purchased	4/21/2009	5/06/2009
7	217 Tyco Intl Ltd	Purchased	5/11/2009	9/02/2009
8	410 Advanced Micro Devices Inc	Purchased	8/31/2009	11/19/2009
9	97 Akamai Technologies Inc	Purchased	8/10/2009	12/04/2009
10	51 Carbo Ceramics Inc	Purchased	9/05/2008	2/05/2009
11	42 Central European Dist Corp	Purchased	12/08/2008	6/05/2009
12	46 Contango Oil & Gas Inc	Purchased	5/19/2009	7/20/2009
13	29 Contango Oil & Gas Inc	Purchased	5/19/2009	7/21/2009
14	90 Dow Chemical Co	Purchased	10/29/2008	6/30/2009
15	208 EMC Corp	Purchased	10/21/2008	2/05/2009
16	20 El Paso Corp	Purchased	6/08/2009	12/11/2009
17	17 Encore Wire Corporation	Purchased	6/18/2008	2/10/2009
18	110 Encore Wire Corporation	Purchased	6/18/2009	4/03/2009
19	117 General Electric Co	Purchased	2/12/2009	4/09/2009
20	117 General Electric Co	Purchased	2/12/2009	4/09/2009
21	99 General Electric Co	Purchased	2/12/2009	4/09/2009
22	32 Graco Inc	Purchased	11/03/2008	9/02/2009
23	50 Graco Inc	Purchased	11/03/2008	9/04/2009
24	37 Graco Inc	Purchased	12/30/2008	9/04/2009
25	32 Graco Inc	Purchased	4/29/2009	9/04/2009
26	90 KBR Inc	Purchased	10/10/2008	7/17/2009
27	62 KBR Inc	Purchased	10/10/2008	7/17/2009
28	28 KBR Inc	Purchased	10/10/2008	7/20/2009
29	36 KBR Inc	Purchased	10/29/2008	7/20/2009
30	78 KBR Inc	Purchased	1/02/2009	7/20/2009
31	14 KBR Inc	Purchased	1/02/2009	10/26/2009
32	30 KBR Inc	Purchased	1/06/2009	10/26/2009
33	21 KBR Inc	Purchased	1/06/2009	12/14/2009
34	77 KBR Inc	Purchased	3/26/2009	12/14/2009
35	282 Mastec Inc	Purchased	4/28/2008	2/05/2009
36	167 Mastec Inc	Purchased	4/29/2008	2/05/2009
37	10 Mastec Inc	Purchased	6/17/2008	2/05/2009
38	102 Mastec Inc	Purchased	6/25/2008	2/05/2009
39	43 Mastec Inc	Purchased	4/28/2008	2/05/2009
40	221 Mastec Inc	Purchased	6/25/2008	2/06/2009
41	60 Mastec Inc	Purchased	10/13/2008	2/06/2009
42	6 Mastec Inc	Purchased	12/03/2008	2/06/2009
43	43 Mastec Inc	Purchased	12/05/2008	2/06/2009
44	45 McCoran Exploration Co	Purchased	11/26/2008	4/09/2009
45	106 McMoran Exploration Co	Purchased	11/26/2008	7/15/2009
46	45 Monsanto Co	Purchased	11/13/2008	1/07/2009

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Statement 12 (continued)
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
47	15 Monsanto Co	Purchased	11/08/2008	1/07/2009
48	25 Monsanto Co	Purchased	11/18/2008	1/07/2009
49	5 Monsanto Co	Purchased	12/05/2008	1/07/2009
50	30 Monsanto Co	Purchased	12/05/2008	1/07/2009
51	58 Monsanto Co	Purchased	1/23/2009	2/06/2009
52	2 Monsanto Co	Purchased	1/30/2009	2/06/2009
53	61 Monsanto Co	Purchased	1/30/2009	2/10/2009
54	49 Monsanto Co	Purchased	2/17/2009	3/24/2009
55	27 Monsanto Co	Purchased	2/17/2009	3/24/2009
56	48 Monsanto Co	Purchased	2/17/2009	3/26/2009
57	29 Monsanto Co	Purchased	3/06/2009	3/26/2009
58	72 Monsanto Co	Purchased	4/03/2009	4/09/2009
59	51 Monsanto Co	Purchased	4/07/2009	4/09/2009
60	80 Monsanto Co	Purchased	4/20/2009	4/24/2009
61	100 Monsanto Co	Purchased	6/25/2009	6/29/2009
62	87 Nokia Corp	Purchased	10/10/2008	7/20/2009
63	106 Nokia Corp	Purchased	10/28/2008	7/20/2009
64	105 Oracle Corp	Purchased	10/21/2008	7/20/2009
65	116 Peabody Energy Corp	Purchased	4/30/2009	7/17/2009
66	170 Southern Copper Corp	Purchased	9/08/2009	10/26/2009
67	77 Stryker Corp	Purchased	10/15/2008	2/27/2009
68	31 Stryker Corp	Purchased	10/16/2008	2/27/2009
69	119 Terex Corp	Purchased	11/04/2008	1/02/2009
70	132 Terex Corp	Purchased	11/07/2008	1/02/2009
71	170 Wright Express Corp	Purchased	11/04/2008	3/25/2009
72	42 Stealthgas Inc	Purchased	2/01/2008	12/30/2009
73	51 Anadarko Petroleum Corp	Purchased	3/13/2008	7/22/2009
74	5 Anadarko Petroleum Corp	Purchased	3/26/2008	7/22/2009
75	30 Anadarko Petroleum Corp	Purchased	3/26/2008	8/25/2009
76	47 Anadarko Petroleum Corp	Purchased	4/03/2008	8/25/2009
77	35 Anadarko Petroleum Corp	Purchased	4/21/2008	8/25/2009
78	336 Dynegy Inc	Purchased	7/19/2007	12/16/2009
79	36 Dynegy Inc	Purchased	7/30/2007	12/16/2009
80	395 Dynegy Inc	Purchased	2/08/2008	12/16/2009
81	328 Dynegy Inc	Purchased	2/12/2008	12/16/2009
82	540 El Paso Corp	Purchased	7/06/2006	12/11/2009
83	10 El Paso Corp	Purchased	7/19/2006	12/11/2009
84	10 El Paso Corp	Purchased	8/22/2006	12/11/2009
85	20 El Paso Corp	Purchased	11/17/2006	12/11/2009
86	10 El Paso Corp	Purchased	2/23/2007	12/11/2009
87	10 El Paso Corp	Purchased	5/22/2007	12/11/2009
88	66 Flow Intl Corp	Purchased	7/11/2006	12/02/2009
89	234 Flow Intl Corp	Purchased	7/11/2006	12/04/2009
90	97 Flow Intl Corp	Purchased	7/28/2006	12/04/2009
91	178 Flow Intl Corp	Purchased	7/28/2006	12/04/2009
92	175 Flow Intl Corp	Purchased	7/28/2006	12/07/2009
93	150 Flow Intl Corp	Purchased	8/02/2006	12/07/2009
94	56 Flow Intl Corp	Purchased	8/24/2006	12/07/2009
95	94 Flow Intl Corp	Purchased	8/24/2006	12/08/2009
96	10 Flow Intl Corp	Purchased	10/30/2006	12/08/2009
97	10 Flow Intl Corp	Purchased	11/21/2006	12/08/2009
98	80 Flow Intl Corp	Purchased	12/27/2006	12/08/2009
99	58 Flow Intl Corp	Purchased	12/26/2006	12/08/2009
100	40 Flow Intl Corp	Purchased	4/24/2007	12/08/2009
101	20 Flow Intl Corp	Purchased	5/17/2007	12/08/2009
102	20 Flow Intl Corp	Purchased	6/21/2007	12/08/2009

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Statement 12 (continued)
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
103	30 Flow Intl Corp	Purchased	7/12/2007	12/08/2009
104	20 Flow Intl Corp	Purchased	7/18/2007	12/08/2009
105	86 Fomento Economico Mexicano	Purchased	12/21/2007	7/17/2009
106	138 Natus Medical Inc	Purchased	7/11/2006	1/20/2009
107	107 Natus Medical Inc	Purchased	7/11/2006	1/20/2009
108	142 Natus Medical Inc	Purchased	7/11/2006	1/21/2009
109	142 Natus Medical Inc	Purchased	7/11/2006	1/21/2009
110	127 Natus Medical Inc	Purchased	7/11/2006	1/21/2009
111	28 Natus Medical Inc	Purchased	7/11/2006	1/22/2009
112	41 Natus Medical Inc	Purchased	3/02/2007	1/28/2009
113	30 Natus Medical Inc	Purchased	4/12/2007	1/28/2009
114	40 Natus Medical Inc	Purchased	5/01/2007	1/28/2009
115	25 Natus Medical Inc	Purchased	6/07/2007	1/28/2009
116	6 Natus Medical Inc	Purchased	7/11/2006	1/28/2009
117	70 Natus Medical Inc	Purchased	8/30/2006	1/28/2009
118	20 Natus Medical Inc	Purchased	9/05/2006	1/28/2009
119	10 Natus Medical Inc	Purchased	12/22/2006	1/28/2009
120	29 Natus Medical Inc	Purchased	3/02/2007	1/28/2009
121	107 Presidential Life Corp	Purchased	7/06/2006	12/09/2009
122	263 Presidential Life Corp	Purchased	7/06/2006	12/14/2009
123	10 Presidential Life Corp	Purchased	7/11/2006	12/14/2009
124	10 Presidential Life Corp	Purchased	7/12/2006	12/14/2009
125	10 Presidential Life Corp	Purchased	10/02/2006	12/14/2009
126	10 Presidential Life Corp	Purchased	11/14/2006	12/14/2009
127	10 Presidential Life Corp	Purchased	11/27/2006	12/14/2009
128	20 Presidential Life Corp	Purchased	12/12/2006	12/14/2009
129	225 Titanium Metals Corp	Purchased	7/06/2006	9/29/2009
130	99 Titanium Metals Corp	Purchased	7/06/2006	9/30/2009
131	76 Titanium Metals Corp	Purchased	7/06/2006	10/09/2009
132	10 Titanium Metals Corp	Purchased	8/24/2006	10/09/2009
133	10 Titanium Metals Corp	Purchased	9/05/2006	10/09/2009
134	1 Titanium Metals Corp	Purchased	10/31/2006	10/09/2009
135	10 Titanium Metals Corp	Purchased	12/12/2006	10/09/2009
136	10 Titanium Metals Corp	Purchased	5/24/2007	10/09/2009
137	10 Titanium Metals Corp	Purchased	8/17/2007	10/09/2009
138	2,000.00 ALCOA INC	Purchased	11/19/2008	4/16/2009
139	2,000.00 ALCOA INC	Purchased	10/17/2008	6/10/2009
140	2,000.00 ALCOA INC	Purchased	10/23/2008	4/16/2009
141	4,000.00 ALCOA INC	Purchased	1/27/2009	4/16/2009
142	500 ANNALY CAPITAL MANAGEMENT INC	Purchased	10/06/2008	5/13/2009
143	500 ANNALY CAPITAL MANAGEMENT INC	Purchased	7/15/2008	4/24/2009
144	500 ANNALY CAPITAL MANAGEMENT INC	Purchased	9/17/2008	4/24/2009
145	500 ANNALY CAPITAL MANAGEMENT INC	Purchased	10/06/2008	4/24/2009
146	250 ANNALY CAPITAL MANAGEMENT INC	Purchased	10/08/2008	5/13/2009
147	1,000.00 BANK OF AMERICA CORP	Purchased	11/19/2008	12/11/2009
148	2,000.00 CBS CORP NEW CLASS B	Purchased	10/24/2008	5/08/2009
149	400 COLGATE PALMOLIVE CO	Purchased	11/06/1992	12/18/2009
150	700 COLGATE PALMOLIVE CO	Purchased	12/05/1996	12/03/2009
151	1,000.00 COMMERCIAL METALS CO	Purchased	1/02/2009	6/10/2009
152	500 CONSOLIDATED EDISON INC	Purchased	4/23/2009	12/11/2009
153	1,000.00 DOW CHEMICAL CO	Purchased	10/16/2008	8/10/2009
154	1,000.00 DOW CHEMICAL CO	Purchased	11/19/2008	8/10/2009
155	1,000.00 DUKE ENERGY CORP	Purchased	10/24/2008	12/11/2009
156	1,000.00 DUKE ENERGY CORP	Purchased	11/19/2008	12/11/2009
157	800 EATON VANCE SR FLOATING RT	Purchased	12/18/2008	6/10/2009
158	1,700.00 EATON VANCE SR FLOATING RT	Purchased	3/06/2009	6/10/2009

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Statement 12 (continued)
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
159	3,750.00 EATON VANCE SR FLOATING RT	Purchased	10/24/2008	5/13/2009
160	1,250.00 EATON VANCE SR FLOATING RT	Purchased	10/24/2008	6/10/2009
161	2,400.00 GENERAL ELECTRIC CO	Purchased	6/05/1995	5/11/2009
162	1,300.00 GENERAL ELECTRIC CO	Purchased	11/20/2008	7/02/2009
163	100 GENERAL ELECTRIC CO	Purchased	4/09/1998	5/11/2009
164	1,000.00 GENERAL ELECTRIC CO	Purchased	4/06/2004	5/11/2009
165	1,000.00 GENERAL ELECTRIC CO	Purchased	11/20/2008	12/11/2009
166	75 GOOGLE INC	Purchased	1/22/2009	5/04/2009
167	75 GOOGLE INC	Purchased	3/03/2009	6/10/2009
168	1,000.00 ISHARES TRFSE XINHUA HK	Purchased	12/05/2008	8/25/2009
169	1,000.00 ISHARES TRFSE XINHUA HK	Purchased	12/03/2008	5/13/2009
170	300 JOHNSON & JOHNSON	Purchased	6/07/1996	12/18/2009
171	350 KIMBERLY CLARK CORP	Purchased	10/16/1996	12/18/2009
172	400 KIMBERLY CLARK CORP	Purchased	2/21/1996	12/11/2009
173	100 KIMBERLY CLARK CORP	Purchased	10/16/1996	12/11/2009
174	350 KIMBERLY CLARK CORP	Purchased	10/16/1996	12/16/2009
175	1,500.00 KNIGHTSBRIDGE TANKERS LTD	Purchased	1/06/2009	4/24/2009
176	362 MDU RESOURCES GROUP INC	Purchased	3/14/1996	12/11/2009
177	300 MERCK & CO INC NEW	Purchased	11/21/2008	12/18/2009
178	500 NIKE INC CL B	Purchased	2/03/2009	4/30/2009
179	500 NIKE INC CL B	Purchased	2/05/2009	4/30/2009
180	750 NORFOLK SOUTHERN CORP	Purchased	3/31/2009	8/26/2009
181	500 NVE CORP-NEW	Purchased	5/07/2009	7/02/2009
182	500 NVE CORP-NEW	Purchased	5/07/2009	6/24/2009
183	100 PEPSICO INC	Purchased	3/01/1993	12/18/2009
184	400 PEPSICO INC	Purchased	6/07/1996	12/18/2009
185	250 PFIZER INC	Purchased	7/11/2008	12/11/2009
186	250 PFIZER INC	Purchased	8/15/2008	12/11/2009
187	1,000.00 PROSHARES ULTRASHORT LEHMAN	Purchased	12/16/2008	4/14/2009
188	500 PROSHARES ULTRASHORT LEHMAN	Purchased	9/19/2008	4/14/2009
189	500 PROSHARES ULTRASHORT LEHMAN	Purchased	12/08/2008	4/14/2009
190	2,000.00 PROSHARES ULTRASHORT LEHMAN	Purchased	12/29/2008	4/14/2009
191	2,000.00 THESTREET.COM INC	Purchased	3/26/2009	8/21/2009
192	2,000.00 THESTREET.COM INC	Purchased	3/26/2009	8/21/2009
193	500 THESTREET.COM INC	Purchased	3/26/2009	8/21/2009
194	2,000.00 THESTREET.COM INC	Purchased	3/26/2009	8/21/2009
195	1,500.00 THESTREET.COM INC	Purchased	3/26/2009	8/21/2009
196	500 THESTREET.COM INC	Purchased	3/26/2009	8/21/2009
197	1,500.00 THESTREET.COM INC	Purchased	3/26/2009	8/21/2009
198	1,000.00 TIMKEN CO	Purchased	11/26/2008	1/29/2009
199	2,000.00 UNITED ONLINE INC	Purchased	11/26/2008	5/08/2009
200	1,000.00 WALT DISNEY CO	Purchased	2/03/2009	12/03/2009
201	4,400.00 WELLS FARGO & CO NEW	Purchased	1/15/1999	4/24/2009
202	500 WINDSTREAM CORP	Purchased	7/03/1984	12/11/2009
203	UNG Straddles	Purchased	Various	Various
204	UNG Straddles	Purchased	Various	Various
205	20,000 Goldman Sachs GTAA Fund	Purchased	Various	9/30/2009
206	Enron Class Action Settlement	Purchased	Various	1/26/2009
207	El Paso Corp Class Action Settlement	Purchased	Various	4/13/2009
208	AT&T Class Action Settlement	Purchased	Various	5/21/2009

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	1,032.		1,430.	-398.				\$ -398.

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Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

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)
2	1,208.		1,609.	-401.				\$ -401.
3	295.		373.	-78.				-78.
4	692.		880.	-188.				-188.
5	2,128.		2,311.	-183.				-183.
6	2,666.		2,527.	139.				139.
7	6,789.		5,783.	1,006.				1,006.
8	2,893.		1,779.	1,114.				1,114.
9	2,425.		1,866.	559.				559.
10	1,982.		2,763.	-781.				-781.
11	1,268.		837.	431.				431.
12	2,018.		2,031.	-13.				-13.
13	1,296.		1,280.	16.				16.
14	1,451.		2,288.	-837.				-837.
15	2,439.		2,101.	338.				338.
16	190.		193.	-3.				-3.
17	361.		382.	-21.				-21.
18	2,539.		2,469.	70.				70.
19	1,338.		1,328.	10.				10.
20	1,338.		1,328.	10.				10.
21	1,132.		1,123.	9.				9.
22	794.		803.	-9.				-9.
23	1,245.		1,254.	-9.				-9.
24	921.		849.	72.				72.
25	797.		745.	52.				52.
26	1,661.		1,385.	276.				276.
27	1,144.		955.	189.				189.
28	520.		431.	89.				89.
29	668.		492.	176.				176.
30	1,448.		1,228.	220.				220.
31	320.		220.	100.				100.
32	685.		501.	184.				184.
33	378.		351.	27.				27.
34	1,386.		1,154.	232.				232.
35	3,021.		2,189.	832.				832.
36	1,789.		1,299.	490.				490.
37	107.		118.	-11.				-11.
38	1,093.		1,172.	-79.				-79.
39	461.		334.	127.				127.
40	2,256.		2,540.	-284.				-284.
41	613.		650.	-37.				-37.
42	61.		47.	14.				14.
43	439.		339.	100.				100.
44	239.		518.	-279.				-279.
45	584.		1,221.	-637.				-637.
46	3,743.		3,535.	208.				208.
47	1,248.		1,102.	146.				146.
48	2,080.		1,836.	244.				244.
49	416.		356.	60.				60.
50	2,496.		2,136.	360.				360.
51	4,866.		4,466.	400.				400.
52	168.		153.	15.				15.
53	5,155.		4,651.	504.				504.
54	4,094.		3,744.	350.				350.

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Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

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)
55	2,256.		2,063.	193.				\$ 193.
56	4,063.		3,666.	397.				397.
57	2,455.		2,068.	387.				387.
58	5,962.		5,655.	307.				307.
59	4,223.		3,980.	243.				243.
60	6,560.		6,240.	320.				320.
61	7,604.		7,456.	148.				148.
62	1,121.		1,428.	-307.				-307.
63	1,366.		1,665.	-299.				-299.
64	2,263.		1,872.	391.				391.
65	3,841.		3,103.	738.				738.
66	5,933.		4,854.	1,079.				1,079.
67	2,626.		4,223.	-1,597.				-1,597.
68	1,057.		1,652.	-595.				-595.
69	2,223.		2,042.	181.				181.
70	2,466.		2,019.	447.				447.
71	3,071.		2,534.	537.				537.
72	265.		630.	-365.				-365.
73	2,395.		3,346.	-951.				-951.
74	235.		322.	-87.				-87.
75	1,622.		1,933.	-311.				-311.
76	2,541.		2,985.	-444.				-444.
77	1,892.		2,434.	-542.				-542.
78	626.		3,560.	-2,934.				-2,934.
79	67.		324.	-257.				-257.
80	735.		2,847.	-2,112.				-2,112.
81	611.		2,545.	-1,934.				-1,934.
82	5,132.		8,208.	-3,076.				-3,076.
83	95.		150.	-55.				-55.
84	95.		145.	-50.				-50.
85	190.		273.	-83.				-83.
86	95.		149.	-54.				-54.
87	95.		160.	-65.				-65.
88	168.		935.	-767.				-767.
89	654.		3,314.	-2,660.				-2,660.
90	271.		1,323.	-1,052.				-1,052.
91	497.		2,428.	-1,931.				-1,931.
92	512.		2,387.	-1,875.				-1,875.
93	439.		1,972.	-1,533.				-1,533.
94	164.		677.	-513.				-513.
95	284.		1,137.	-853.				-853.
96	30.		119.	-89.				-89.
97	30.		118.	-88.				-88.
98	242.		879.	-637.				-637.
99	175.		642.	-467.				-467.
100	121.		452.	-331.				-331.
101	61.		235.	-174.				-174.
102	60.		250.	-190.				-190.
103	91.		371.	-280.				-280.
104	60.		213.	-153.				-153.
105	2,842.		3,268.	-426.				-426.
106	1,041.		1,501.	-460.				-460.
107	807.		1,164.	-357.				-357.

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Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

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)
108	1,062.		1,545.	-483.				\$ -483.
109	1,062.		1,545.	-483.				-483.
110	950.		1,382.	-432.				-432.
111	216.		304.	-88.				-88.
112	317.		621.	-304.				-304.
113	232.		510.	-278.				-278.
114	309.		717.	-408.				-408.
115	193.		398.	-205.				-205.
116	46.		65.	-19.				-19.
117	541.		969.	-428.				-428.
118	154.		253.	-99.				-99.
119	77.		162.	-85.				-85.
120	224.		439.	-215.				-215.
121	1,083.		2,574.	-1,491.				-1,491.
122	2,630.		6,326.	-3,696.				-3,696.
123	100.		234.	-134.				-134.
124	100.		233.	-133.				-133.
125	100.		223.	-123.				-123.
126	100.		229.	-129.				-129.
127	100.		225.	-125.				-125.
128	200.		440.	-240.				-240.
129	2,167.		7,525.	-5,358.				-5,358.
130	952.		3,311.	-2,359.				-2,359.
131	771.		2,542.	-1,771.				-1,771.
132	101.		257.	-156.				-156.
133	102.		287.	-185.				-185.
134	10.		30.	-20.				-20.
135	101.		319.	-218.				-218.
136	102.		344.	-242.				-242.
137	101.		302.	-201.				-201.
138	18,159.		18,020.	139.				139.
139	22,617.		25,981.	-3,364.				-3,364.
140	18,159.		19,895.	-1,736.				-1,736.
141	36,317.		34,797.	1,520.				1,520.
142	7,206.		6,782.	424.				424.
143	6,779.		7,310.	-531.				-531.
144	6,779.		6,580.	199.				199.
145	6,779.		6,782.	-3.				-3.
146	3,603.		3,533.	70.				70.
147	15,247.		14,643.	604.				604.
148	16,669.		16,443.	226.				226.
149	32,711.		5,694.	27,017.				27,017.
150	59,865.		15,915.	43,950.				43,950.
151	17,524.		12,573.	4,951.				4,951.
152	22,390.		18,753.	3,637.				3,637.
153	22,149.		23,525.	-1,376.				-1,376.
154	22,149.		20,495.	1,654.				1,654.
155	17,637.		15,743.	1,894.				1,894.
156	17,637.		15,543.	2,094.				2,094.
157	8,527.		6,173.	2,354.				2,354.
158	18,120.		12,705.	5,415.				5,415.
159	36,221.		34,616.	1,605.				1,605.
160	13,323.		11,539.	1,784.				1,784.

Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

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Bertha Foundation

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Statement 13
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
David York P.O. Box 1110 Graham, TX 76450	Vice President 0	\$ 0.	\$ 0.	\$ 0.
Cindy A. Thomas P.O. Box 1110 Graham, TX 76450	Secretary 0	0.	0.	0.
Alice Ann Street 924 Kintner Graham, TX 76450	Pres 0	0.	0.	0.
J.R. Montgomery 1318 Kentucky Graham, TX 76450	Treasurer 0	0.	0.	0.
E. Bruce Street, Jr. P.O. Box 900 Graham, TX 76450	Vice President 0	0.	0.	0.
Sandra Street Estess P.O. Box 1110 Graham, TX 76450	Dir 0	0.	0.	0.
Malcolm B. Street, Jr. P.O. Box 1110 Graham, TX 76450	Dir 0	0.	0.	0.
Melissa Street York P.O. Box 900 Graham, TX 76450	Dir 0	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 14
Form 990-PF, Part IX-A, Line 3
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
Graham Post Office Museum. Provide general operating funds. The museum is available to visitors and open to the public throughout the year. These funds help pay for administration and upkeep of the facility.	\$ 4,292.

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Statement 15
Form 990-PF, Part IX-A, Line 4
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
Library of Graham. Provides operation and maintenance funds. These funds are used primarily to maintain the landscape and grounds of the public library serving the entire Graham community and surrounding area.	\$ 3,208.

Statement 16
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name: Bertha Foundation
 Care Of:
 Street Address: P.O. Box 1110
 City, State, Zip Code: Graham, TX 76450
 Telephone: 940 549-1400
 Form and Content: Apply in writing. Include contact name, address and telephone number, and nature of request.
 Submission Deadlines: None
 Restrictions on Awards: Consideration given only to tax exempt organizations located in Young County Texas.

Statement 17
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Graham ISD 400 3rd Street Graham, TX 76450	N/A	Exempt	Computer finance costs & teacher appreciation breakfast.	\$ 524.
Graham Concert Assn P.O. Box 1300 Graham, TX 76450	N/A	Exempt	Operating expenses.	1,000.
Graham Regional Medical Center 1301 Montgomery Rd. Graham, TX 76450	N/A	Exempt	Health Fair sponsor, nursing scholarships, purchase of artwork for women's wing.	5,000.

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Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
City of Graham City Hall Graham, TX 76450	N/A	Exempt	Library maintenance, police department and fire department donations.	\$ 4,821.
Young County Sheriff Office 315 Cliff Dr Graham, TX 76450	N/A	Exempt	Operating Expenses.	1,045.
Old Post Office Museum & Art Center 510 Third Street Graham, TX 76450	N/A	Exempt	Operating Expenses.	4,292.
Graham Community Foundation C/O FNB, PO Box 540 Graham, TX 76450	N/A	Exempt	Set up fund for various charitable support for Graham TX.	395,000.
Lake Country Art Festival 510 Third Street Graham , TX 76450	None	Exempt	Operating Expenses.	1,098.
Total				\$ <u>412,780.</u>