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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

2009

Department of the Treasury
Internal Revenue Service

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

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

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

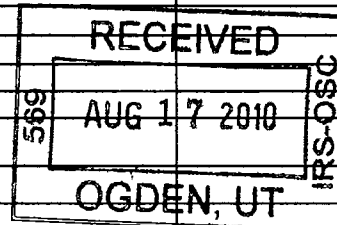
Use the IRS label otherwise, print or type See Specific Instructions.	Name of foundation THE E P WOODRUFF CHARITABLE TRUST		A Employer identification number 75-6545874
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (915) 643-2621
	City or town BROWNWOOD	State ZIP code TX 76801	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"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
\$ **1,344,174.**

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)
SCANNED AUG 19 2010	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	9,494.	9,494.		
	4 Dividends and interest from securities	59,894.	59,894.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		279.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt	4,441.	4,441.			
12 Total. Add lines 1 through 11	73,829.	74,108.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	6,000.	6,000.		6,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	2,600.	2,600.		2,600.
	c Other prof fees (attach sch) L-16c Stmt	2,400.	2,400.		2,400.
	17 Interest				
	18 Taxes (attach schedule) (see instr) See Line 18 Stmt	236.	236.		236.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	1,527.	1,527.		1,527.
	24 Total operating and administrative expenses. Add lines 13 through 23	12,763.	12,763.		12,763.
25 Contributions, gifts, grants paid	44,709.			44,709.	
26 Total expenses and disbursements. Add lines 24 and 25	57,472.	12,763.		57,472.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	16,357.				
b Net investment income (if negative, enter -0-)		61,345.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance SheetsAttached 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
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	251,634.	149,532.	149,532.
	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) L-10a Stmt	210,156.	100,813.	100,813.
	b Investments — corporate stock (attach schedule) L-10b Stmt	164,342.	451,991.	451,991.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	572,315.	602,289.	602,289.
	11 Investments — land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	38,473.	34,376.	34,376.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe L-15 Stmt)	5,542.	5,173.	5,173.	
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	1,242,462.	1,344,174.	1,344,174.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue	445.	321.	
	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)	445.	321.	
F U N D A S S E T B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund	1,257,153.	1,257,153.	
	29 Retained earnings, accumulated income, endowment, or other funds	-15,136.	86,700.	
	30 Total net assets or fund balances (see the instructions)	1,242,017.	1,343,853.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,242,462.	1,344,174.	

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	1,242,017.
2 Enter amount from Part I, line 27a	2	16,357.
3 Other increases not included in line 2 (itemize) See Other Increases Stmt	3	85,823.
4 Add lines 1, 2, and 3	4	1,344,197.
5 Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	344.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,343,853.

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 FLORIDA P&L 1ST MTGE BONDS	P	04/01/06	04/01/09
b CAPITAL 1 BANK USA CD	P	08/13/06	08/13/09
c CIT GROUP INC INTERNOTES	P	12/04/06	09/02/09
d FNMA MED TERM NOTES	P	10/15/06	10/15/09
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 100,000.	0.	100,171.	-171.
b 95,000.	0.	95,659.	-659.
c 42,235.	0.	39,470.	2,765.
d 100,000.	0.	101,656.	-1,656.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-171.
b			-659.
c			2,765.
d			-1,656.
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

279.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).

☐ If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-
☐ in Part I, line 8

3

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	51,062.	1,214,302.	0.042051
2007	57,485.	1,326,768.	0.043327
2006	59,816.	1,318,277.	0.045374
2005	63,519.	1,286,805.	0.049362
2004	67,401.	1,287,739.	0.052341

2 Total of line 1, column (d)

2

0.232455

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

0.046491

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

4

1,228,381.

5 Multiply line 4 by line 3

5

57,109.

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

6

613.

7 Add lines 5 and 6

7

57,722.

8 Enter qualifying distributions from Part XII, line 4

8

57,472.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	1,227.
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	1,227.
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	1,227.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,527.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,527.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	300.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	300.	Refunded

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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX - Texas		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <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>DARRELL E HAYNES</u> Telephone no. <u>(325) 646-2821</u> Located at <u>309 N. FISK AVE.</u> <u>BROWNWOOD TX</u> ZIP + 4 <u>76801</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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"/>	1 b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

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

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

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If 'Yes' to 6b, file Form 8870

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

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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
<u>DARRELL E. HAYNES</u> 309 N. FISK., BROWNWOOD, TX 76801	TRUSTEE 2.00	1,200.	0.	0.
<u>WILLIAM G. SHAW</u> P O BOX 819, BROWNWOOD, TX 76804	TRUSTEE 2.00	1,200.	0.	0.
<u>ROWLAND WINN</u> 2110 ELIZABETH DR. BROWNWOOD TX 76801	TRUSTEE 2.00	1,200.	0.	0.
See Information about Officers, Directors, Trustees, Etc		4,800.	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
<u>NONE</u>				
<u>0</u>				
<u>0</u>				
<u>0</u>				
<u>0</u>				

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

None

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	995,659.
b Average of monthly cash balances	1b	251,428.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,247,087.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,247,087.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	18,706.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,228,381.
6 Minimum investment return. Enter 5% of line 5	6	61,419.

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	61,419.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,227.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,227.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	60,192.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	60,192.
6 Deduction from distributable amount (see instructions)	6	613.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	59,579.

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	57,472.
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	57,472.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	57,472.

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				59,579.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			58,197.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	1.			
f Total of lines 3a through e	1.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 57,472.				
a Applied to 2008, but not more than line 2a			57,472.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			725.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				59,579.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	1.			
e Excess from 2009	0.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOYS & GIRLS CLUB				
BROWNWOOD TX 76801		501c3	ASSIST ACTIVITIES FOR CHILDREN IN BROWNCOUNTY	5,000.
SALVATION ARMY			TO PROVIDE MEALS FOR PEOPLE IN	
BROWNWOOD TX 76801		501c3	BROWN COUNTY	2,500.
ALDRSGATE ENRICHEMNT CENTER		501c3	PROVIDE WORK PROGRAMS FOR NEEDY	
BROWNWOOD TX 76801			FAMILIES, ETC.	5,000.
HEART OF TEXAS GIRL SCOUTS			ASSIST WITH SCOUTING PROGRAMS FOR GIRLS	
BROWNWOOD TX 76801		501c3	IN BROWN COUNTY	2,487.
PECAN VALLEY CHAPTER RC		501c3	TO PROVIDE ASSISTANCE FOR MEALS ON	
BROWNWOOD TX 76801			WHEELS	6,602.
GREENLEAF CEMENTARY ASSOCIATION			HELP WITH NORMAL CEMETERY MTCE	
BROWNWOOD TX 76801		501c3	AND OPERATIONS	4,120.
PEARL GRIFFIN MEMORIAL			ASSIST UNDERPRIVILEGE	
LATCH KEY ASSOCIATION			CHILDREN WITH LEARNING	
BROWNWOOD TX 76801		501c3	SKILLS AND ABILITIES	3,000.
GOOD SAMARTIAN			ASSIST NEEDY FAMILIES WITH EVERYDAY	
BROWNWOOD TX 76801		501c3	NEEDS	3,000.
THE ARK			ASSIST VICTIMS OF FAMILY	
BROWNWOOD TX 76801		501c3	VIOLENCE	3,000.
See Line 3a statement				10,000.
Total			3a	44,709.
b Approved for future payment				
Total			3b	

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
ROYALTY INCOME	1,500.	1,500.	
N/R DISCOUNTS INCOME EARNED	124.	124.	
MORTGAGE INTEREST INCOME	2,698.	2,698.	
CAPITAL GAIN ON STOCK	119.	119.	
Total	4,441.	4,441.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
ROYALTY PROPERTY TAXES	36.	36.		36.
SEVERENCE TAXES	112.	112.		112.
FOREIGN TAXES	88.	88.		88.
Total	236.	236.		236.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK CHARGES	20.	20.		20.
INVESTMENT MGMT FEES	15.	15.		15.
INSURANCE EXPENSE	1,350.	1,350.		1,350.
POSTAGE & OFFICE SUPPLIES	142.	142.		142.
BANK CHARGES				
Total	1,527.	1,527.		1,527.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

UNREALIZED GAIN(LOSS) ON SECURITIES	85,823.
Total	85,823.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

UNREALIZED GAIN(LOSS) ON SECURITIES	344.
Total	344.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> PRISCILLA MONSON 1602 HIGHLAND DR. BROWNWOOD TX 76801	TRUSTEE 2.00	1,200.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> ROBERT PORTER P O BOX 1403, BROWNWOOD TX 76804	TRUSTEE 2.00	1,200.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> JUDY SNOW 309 N. FISK AVE. BROWNWOOD TX 76801	SECRETARY 12.00	2,400.	0.	0.

Total

4,800. **0.** **0.**

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CARING TOUCH			ASIST WITH MEDICAL	Person or <input type="checkbox"/>
BROWNWOOD TX 76801		501c3	PRESCRIPTIONS FOR	Business <input checked="" type="checkbox"/>
HEART OF TEXAS CHRISTIAN			PEOPLE IN BROWN CO	5,000.
BROWNWOOD TX 76801		501c3	ASSIST WITH EMPLOYMENT	Person or <input type="checkbox"/>
			INSTRUCTION AND	Business <input checked="" type="checkbox"/>
			ON JOB TRAINING	5,000.
				Person or <input type="checkbox"/>
				Business <input type="checkbox"/>
				Person or <input type="checkbox"/>
				Business <input type="checkbox"/>
				Person or <input type="checkbox"/>
				Business <input checked="" type="checkbox"/>

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

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
				Person or <input type="checkbox"/> Business <input type="checkbox"/>
				Person or <input type="checkbox"/> Business <input type="checkbox"/>
				Person or <input type="checkbox"/> Business <input type="checkbox"/>
				Person or <input type="checkbox"/> Business <input type="checkbox"/>
				Person or <input type="checkbox"/> Business <input type="checkbox"/>
				Person or <input type="checkbox"/> Business <input type="checkbox"/>
				Person or <input type="checkbox"/> Business <input type="checkbox"/>

Total

10,000.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REX BESSENT, CPA	PREPAIR 990PF TAX RETU	800.			
REX BESSENT, CPA	POSTING JAN , 2008 FIN	150.			
REX BESSENT, CPA	POSTING FEB., 2008 FIN	0.			
REX BESSENT, CPA	POSTING MAR., 2008 FIN	0.			
REX BESSENT, CPA	POSTING APR., 2008 FIN	900.			
REX BESSENT, CPA	POSTING MAY, 2007 FINA	150.			
REX BESSENT, CPA	POSTING JUNE, 2008 FIN	150.			
REX BESSENT, CPA	POSTING JULY, 2008 FIN	150.			
REX BESSENT, CPA	POSTING AUG , 2008 FIN	150.			
REX BESSENT, CPA	POSTING SEPT., 2008 FI	150.			

Total

2,600.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JUDY SNOW	CLERICAL	2,400.			

Total 2,400.

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

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
FEDERAL FARM CREDIT BANK			100,813.	100,813.

Total 100,813. 100,813.

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
1036 SH FIDELTY INV MUTUAL FUND	16,635.	16,635.
4490 SH VANGUARD S/T FED	48,179.	48,179.
2459 SH VANGUARD L/T CORP	21,930.	21,930.
1965 SH VANGUARD L/T TAX EXEMPT	21,576.	21,576.
3290 SH VANGUARD/WELLESLEY	67,012.	67,012.
6209 SH LORD ABBETT SHORT DURATION	74,511.	74,511.
153 SH CITIGROUP COMMON	506.	506.
534 SH EMERSON ELECTRIC	22,748.	22,748.
514 SH AUTOMATIC DATA PROC.	22,009.	22,009.
754 SH VERIZON COMMUNICATIONS	24,848.	24,848.
769 SH SYSCO CORP	21,486.	21,486.
351 SH ROYAL DUTCH SHELL	21,099.	21,099.
759 SH A T & T	21,275.	21,275.
322 SH KIMBERLY CLARK	21,152.	21,152.
323 SH JOHNSON & JOHNSON	20,804.	20,804.
430 SH KINDER MARGAN PTR	26,221.	26,221.

Total 451,991. 451,991.

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
GMAC SMARTNOTES	68,201.	68,201.

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

Continued

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
HOME DEPOT INC SENIOR NOTES	26,764.	26,764.
VIRGINIA ELECTRIC & POWER CO SR NOTES	26,387.	26,387.
ASTRAZENECA PLC NOTES	44,447.	44,447.
DUKE ENERGY CORP 1ST MORTGAGE	27,261.	27,261.
BEAR STEARNS COS INCOMENT	49,994.	49,994.
G E CAPITAL CORP INTERNOTES	52,354.	52,354.
JPMORGAN CHASE & CO SR NOTES	21,110.	21,110.
CREDIT SUISSE 1ST BOSTON	21,764.	21,764.
WELLS FARGO & CO SUB NOTES	20,933.	20,933.
BANK OF NEW YORK, INC. CORENOTES	59,886.	59,886.
CATERPILLAR FINANCIAL SERVICES POWER NOTES	59,391.	59,391.
LOWES COS INC NOTES	80,357.	80,357.
DUKE ENERGY CORP SR NOTES	21,992.	21,992.
KRAFT FOOD INC NOTES	21,448.	21,448.
Total	602,289.	602,289.

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
NOTE RECEIVABLE - HUSBAND	5,592.	5,592.
NOTE RECEIVABLE - FRITZ SPECK	28,784.	28,784.
Total	34,376.	34,376.

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
0.0625 OVERIDING ROYALTY INT IN 160 AC	1,110.	1,110.	1,110.
0.0625 OVERIDING ROYALTY INT IN 80 AC	530.	530.	530.
0.046875 OVERIDING ROYALTY INT IN 40 AC	200.	200.	200.
1/8-142 ACRES MINERAL INTEREST	250.	250.	250.
DIVIDENDS RECEIVABLE	1,186.	1,056.	1,056.
EXCISE TAX ESTIMATES	2,266.	2,027.	2,027.
Total	5,542.	5,173.	5,173.