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20-4370-w

Form **990-PF**

**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 , 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 R.G. AND CLAUDINE POPE PEELER CHARITABLE TRUST		A Employer identification number 75-6599973
	Number and street (or P O box number if mail is not delivered to street address) Room/suite PLAZA ONE , BOX 1		B Telephone number (see page 10 of the instructions) 806-378-8350
	City or town, state, and ZIP code AMARILLO TX 79105-0001		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, col (c), line 16) \$ 9,596,902		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	204,035	199,669		
4 Dividends and interest from securities	90,644	90,644		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-700,071			
b Gross sales price for all assets on line 6a	2,978,560			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) Stmt 1	55,505	55,505		
12 Total. Add lines 1 through 11	-349,887	345,818	0	
13 Compensation of officers, directors, trustees, etc	84,120	84,120		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) Stmt 2	4,850	4,850		
c Other professional fees (attach schedule) Stmt 3	17,277	17,277		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 4	7,745	5,503		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch)				
24 Total operating and administrative expenses Add lines 13 through 23	113,992	111,750		0
25 Contributions, gifts, grants paid	233,199			233,199
26 Total expenses and disbursements. Add lines 24 and 25	347,191	111,750	0	233,199
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-697,078			
b Net investment income (if negative, enter -0-)		234,068		
c Adjusted net income (if negative, enter -0-)			0	

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

DAA

Form **990-PF** (2009)

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	240,367	279,959	279,959
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) See Stmt. 5	5,079,501	3,652,346	4,047,699
	c Investments—corporate bonds (attach schedule) See Stmt. 6	4,312,325	4,956,748	4,985,126
	11 Investments—land, buildings, and equipment basis ▶ 81,087 Less: accumulated depreciation (attach sch.) ▶ Stmt. 7	81,087	81,087	284,115
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) See Statement 8	678	3	3
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	9,713,958	8,970,143	9,596,902
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,713,958	8,970,143	
	30 Total net assets or fund balances (see page 17 of the instructions)	9,713,958	8,970,143	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,713,958	8,970,143	

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	9,713,958
2 Enter amount from Part I, line 27a	2	-697,078
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	9,016,880
5 Decreases not included in line 2 (itemize) ▶ See Statement 9	5	46,737
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,970,143

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Worksheet				
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	-700,071
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	-87,070

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 page 18 of 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 (col (b) divided by col (c))
2008	566,469	9,800,872	0.057798
2007	609,503	10,800,299	0.056434
2006	504,370	10,204,913	0.049424
2005	697,970	10,394,764	0.067146
2004	467,097	10,508,895	0.044448
2 Total of line 1, column (d)			2 0.275250
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 0.055050
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 8,829,099
5 Multiply line 4 by line 3			5 486,042
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,341
7 Add lines 5 and 6			7 488,383
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 233,199

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
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	4,681
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	4,681
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	4,681
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,508
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	4,508
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	173
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► AMARILLO NATIONAL BANK PLAZA ONE, BOX 1 Located at ► AMARILLO, TX	Telephone no. ► 806-378-8000 ZIP+4 ► 79105-0001		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	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?	N/A	
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 ► 20 , 20 , 20 , 20	<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 page 20 of the instructions)	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 ► 20 , 20 , 20 , 20		
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.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ N/A **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? ☐ 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** ☐ Yes ☒ No ☒

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
AMARILLO NATIONAL BANK PLAZA ONE, BOX 1	AMARILLO TX 79105	TRUSTEE 5.00	84,120	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	

Total. Add lines 1 through 3



Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	8,679,774
b	Average of monthly cash balances	1b	283,778
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	8,963,552
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	8,963,552
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	134,453
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,829,099
6	Minimum investment return. Enter 5% of line 5	6	441,455

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	441,455
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,681
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,681
3	Distributable amount before adjustments Subtract line 2c from line 1	3	436,774
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	436,774
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	436,774

Part XII Qualifying Distributions (see page 25 of the 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	233,199
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	233,199
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 page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	233,199

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				436,774
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				39,020
c From 2006				4,479
d From 2007				83,030
e From 2008				85,437
f Total of lines 3a through e	211,966			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 233,199				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				233,199
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	203,575			203,575
6 Enter the net total of each column as indicated below:	8,391			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	8,391			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				8,391
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)
N/A

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

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 CAL FARLEY'S BOYS RANCH 600 W. 11TH AMARILLO TX 79101		PUBLIC CHARITABLE SHELTER, FOOD, EDUCATION		233,199
Total			▶ 3a	233,199
b Approved for future payment N/A				
Total			▶ 3b	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions:
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

AMARILLO NATIONAL BANK, TRUSTEE
Signature of officer or trustee

5-13-10
Date

~~VICE PRESIDENT & TRUST OFFICER~~

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

Firm's name (or yours if self-employed), address, and ZIP code

Lovelady, Christy + Associates
801 S Fillmore St Ste 420
Amarillo, TX 79101

Date _____

5/12/2010

Check if
self-emp

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

P00204093

EIN ▶ 75-2618166

Phone no 806-373-4884

Form **990-PF** (2009)

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
Name R.G. AND CLAUDINE POPE PEELER CHARITABLE TRUST		Employer Identification Number 75-6599973
For calendar year 2009, or tax year beginning , and ending		

Name R.G. AND CLAUDINE POPE PEELER CHARITABLE TRUST	Employer Identification Number 75-6599973
---	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 1228.376 SH FIDELITY CONVERTIBLE SEC	P	06/16/08	01/07/09
(2) 691.831 SH HUSSMAN STRATEGIC GROWTH	P	06/16/08	06/16/09
(3) 1514.463 SH PT MID GROWTH	P	10/23/08	06/19/09
(4) 586.404 SH PT MID GROWTH	P	10/23/08	09/02/09
(5) 100000 SH FED HOME LOAN BANK	P	04/26/02	04/27/09
(6) 150000 SH TX ST FEF TAXABLE WTR	P	01/28/04	08/01/09
(7) 200000 SH FED HOME LOAN BANK	P	09/12/06	09/25/09
(8) 150000 SH FED HOME LOAN BANK	P	06/29/06	07/13/09
(9) 28063.08 SH FHLMC POOL	P	04/21/05	05/15/09
(10) 12755.06 SH FHLMC POOL	P	04/21/05	04/15/09
(11) 4393.83 SH FHLMC POOL	P	04/21/05	03/15/09
(12) 3540.01 SH FHLMC POOL	P	04/21/05	02/15/09
(13) 3375.34 SH FHLMC POOL	P	04/21/05	01/15/09
(14) 9545.874 SH FIDELITY CONVERTIBLE	P	12/19/07	01/07/09
(15) 200000 SH FREDDIE MACH	P	10/27/06	06/03/09

(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)
(1) 18,327		36,323	-17,996
(2) 8,987		10,834	-1,847
(3) 12,482		8,180	4,302
(4) 5,400		3,516	1,884
(5) 100,000		102,422	-2,422
(6) 150,000		144,951	5,049
(7) 200,000		200,000	
(8) 150,000		150,000	
(9) 28,063		28,002	61
(10) 12,755		12,727	28
(11) 4,394		4,384	10
(12) 3,540		3,532	8
(13) 3,375		3,368	7
(14) 142,425		262,702	-120,277
(15) 207,375		197,094	10,281

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			-17,996
(2)			-1,847
(3)			4,302
(4)			1,884
(5)			-2,422
(6)			5,049
(7)			
(8)			
(9)			61
(10)			28
(11)			10
(12)			8
(13)			7
(14)			-120,277
(15)			10,281

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning _____, and ending _____		

Name R.G. AND CLAUDINE POPE PEELER CHARITABLE TRUST	Employer Identification Number 75-6599973
---	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 4213.266 SH HUSSMAN STRATEGIC GROWTH	P	06/16/08	12/17/09
(2) 2359.822 SH NORTHERN SMALL CAP VALUE	P	01/29/07	03/30/09
(3) 2197.451 SH NORTHERN SMALL CAP VALUE	P	01/29/07	06/16/09
(4) 1119.526 SH NORTHERN SMALL CAP VALUE	P	01/29/07	08/31/09
(5) 1118.45 SH PERSONAL TRST INTERMEDIAT	P	02/03/06	03/31/09
(6) 15558.316 SH PT GROWTH & INCOME	P	09/21/06	12/18/09
(7) 3073.672 SH PT GROWTH & INCOME	P	09/21/06	09/02/09
(8) 5625.815 SH PT GROWTH & INCOME	P	09/21/06	06/19/09
(9) 55.16 SH PT LARGE CORE	P	12/20/05	06/19/09
(10) 3705.697 SH PT LARGE CORE	P	01/05/06	06/19/09
(11) 3661.642 SH PT LARGE CORE	P	01/05/06	12/18/09
(12) 4773.851 SH PT LARGE CORE	P	01/05/06	09/02/09
(13) 37311.52 SH PT LARGE CORE	P	03/20/06	12/18/09
(14) 7129.58 SH PT LARGE CORE	P	06/20/06	12/18/09
(15) 4609.097 SH PT LARGE CORE	P	09/16/05	03/31/09

(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)
(1) 54,098		65,980	-11,882
(2) 19,657		39,220	-19,563
(3) 21,579		36,522	-14,943
(4) 12,774		18,607	-5,833
(5) 109,228		105,558	3,670
(6) 108,557		108,438	119
(7) 19,572		21,339	-1,767
(8) 33,018		39,430	-6,412
(9) 409		514	-105
(10) 27,479		34,424	-6,945
(11) 30,946		35,563	-4,617
(12) 37,750		43,389	-5,639
(13) 315,329		383,373	-68,044
(14) 60,254		67,731	-7,477
(15) 34,504		43,111	-8,607

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			-11,882
(2)			-19,563
(3)			-14,943
(4)			-5,833
(5)			3,670
(6)			119
(7)			-1,767
(8)			-6,412
(9)			-105
(10)			-6,945
(11)			-4,617
(12)			-5,639
(13)			-68,044
(14)			-7,477
(15)			-8,607

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning _____, and ending _____		

Name R.G. AND CLAUDINE POPE PEELER CHARITABLE TRUST	Employer Identification Number 75-6599973
---	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 1354.209 SH PT LARGE GROWTH	P	09/16/05	06/19/09
(2) 2897.55 SH PT LARGE GROWTH	P	12/20/05	06/19/09
(3) 2058.165 SH PT LARGE GROWTH	P	01/05/06	12/18/09
(4) 2287.361 SH PT LARGE GROWTH	P	01/05/06	06/19/09
(5) 3135.374 SH PT LARGE GROWTH	P	01/05/06	09/02/09
(6) 3514.426 SH PT LARGE GROWTH	P	03/20/06	12/18/09
(7) 19077.773 SH PT LARGE VALUE	P	09/16/05	06/19/09
(8) 3423.332 SH PT LARGE VALUE	P	09/16/05	09/02/09
(9) 4942.31 SH PT LARGE VALUE	P	12/20/05	09/02/09
(10) 2121.448 SH PT LARGE VALUE	P	01/05/06	09/02/09
(11) 10580.842 SH PT LARGE VALUE	P	01/05/06	12/18/09
(12) 33732.903 SH PT LARGE VALUE	P	03/20/06	12/18/09
(13) 4095.166 SH PT MID GROWTH	P	03/20/06	03/31/09
(14) 1620.69 SH PT MID GROWTH	P	06/20/06	03/31/09
(15) 679.23 SH PT MID GROWTH	P	03/19/08	03/31/09

(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)
(1) 11,179		12,447	-1,268
(2) 23,919		27,990	-4,071
(3) 20,121		20,416	-295
(4) 18,882		21,745	-2,863
(5) 28,044		29,962	-1,918
(6) 34,358		36,717	-2,359
(7) 135,360		157,988	-22,628
(8) 27,392		27,878	-486
(9) 39,545		40,763	-1,218
(10) 16,975		17,494	-519
(11) 93,587		87,018	6,569
(12) 298,366		293,726	4,640
(13) 29,101		57,803	-28,702
(14) 11,514		20,965	-9,451
(15) 4,827		6,496	-1,669

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			-1,268
(2)			-4,071
(3)			-295
(4)			-2,863
(5)			-1,918
(6)			-2,359
(7)			-22,628
(8)			-486
(9)			-1,218
(10)			-519
(11)			6,569
(12)			4,640
(13)			-28,702
(14)			-9,451
(15)			-1,669

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
Name R.G. AND CLAUDINE POPE PEELER CHARITABLE TRUST		Employer Identification Number 75-6599973
For calendar year 2009, or tax year beginning _____, and ending _____		

Name R.G. AND CLAUDINE POPE PEELER CHARITABLE TRUST	Employer Identification Number 75-6599973
---	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 170.188 PT MID GROWTH	P	03/19/08	06/19/09
(2) 8781.133 SH PT MID GROWTH	P	10/23/08	12/09/09
(3) 5557.957 SH PT MID VALUE	P	03/20/06	03/31/09
(4) 1913.923 SH PT MID VALUE	P	03/20/06	06/19/09
(5) 550.45 SH PT MID VALUE	P	06/20/06	06/19/09
(6) 489.563 SH PT MID VALUE	P	09/19/07	06/19/09
(7) 987.062 SH PT MID VALUE	P	09/19/07	09/02/09
(8) 2204.011 SH PT SMALL GROWTH	P	03/20/06	03/31/09
(9) 1511.908 SH PT SMALL GROWTH	P	03/20/06	06/19/09
(10) 968.741 SH PT SMALL GROWTH	P	03/20/06	09/02/09
(11) 392.883 SH THORNBURG INTL VALUE	P	03/17/08	08/31/09
(12) 2029.643 SH THORNBURG INTL VALUE	P	03/17/08	06/16/09
(13) 1 BOX OF ASSORTED JEWELRY	P	01/23/00	03/09/09
(14) SHORT TERM COMMON TRUST FUNDS	P	Various	Various
(15) LONG TERM COMMON TRUST FUNDS	P	Various	Various

(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)
(1) 1,403		1,717	-314
(2) 87,626		74,232	13,394
(3) 37,907		60,169	-22,262
(4) 15,296		18,155	-2,859
(5) 4,399		5,019	-620
(6) 3,913		4,627	-714
(7) 8,908		8,974	-66
(8) 16,671		29,244	-12,573
(9) 13,961		18,934	-4,973
(10) 9,766		11,586	-1,820
(11) 9,201		11,307	-2,106
(12) 42,927		58,413	-15,486
(13) 1,135		674	461
(14)		73,413	-73,413
(15)		231,525	-231,525

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-314
(2)			13,394
(3)			-22,262
(4)			-2,859
(5)			-620
(6)			-714
(7)			-66
(8)			-12,573
(9)			-4,973
(10)			-1,820
(11)			-2,106
(12)			-15,486
(13)			461
(14)			-73,413
(15)			-231,525

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning _____, and ending _____		

Name R.G. AND CLAUDINE POPE PEELER CHARITABLE TRUST	Employer Identification Number 75-6599973
---	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) LONG-TERM CAPITAL GAIN DISTRI			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
COOP RETIREMENTS	\$ 343	\$ 343	\$
SETTLEMENT PROCEEDS	1,892	1,892	
OIL & GAS ROYALTIES	53,270	53,270	
Total	\$ 55,505	\$ 55,505	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 4,850	\$ 4,850	\$	\$
Total	\$ 4,850	\$ 4,850	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT EXPENSE	\$ 17,277	\$ 17,277	\$	\$
Total	\$ 17,277	\$ 17,277	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
SEVERANCE TAXES	\$ 1,015	\$ 1,015	\$	\$
AD VALOREM TAXES	4,488	4,488		
2009 ESTIMATED TAX PAYMENTS	2,242			
Total	\$ 7,745	\$ 5,503	\$ 0	\$ 0

Federal Statements**Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
COMMON STOCK SEE STATEMENT 10	\$ 5,079,501	\$ 3,652,346		\$ 4,047,699
Total	\$ 5,079,501	\$ 3,652,346		\$ 4,047,699

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
TAXABLE BONDS SEE STATEMENT 10	\$ 4,312,325	\$ 4,956,748		\$ 4,985,126
Total	\$ 4,312,325	\$ 4,956,748		\$ 4,985,126

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND SEE STATEMENT 10	\$ 81,087	\$ 81,087	\$	\$ 284,115
Total	\$ 81,087	\$ 81,087	\$ 0	\$ 284,115

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ASSORTED JEWELRY SEE STATEMENT 10	\$ 675	\$		\$
COOP STOCK SEE STATEMENT 10	3	3		3
Total	\$ 678	\$ 3		\$ 3

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
TIMING DIFFERENCES	\$ 46,737
Total	\$ 46,737

Federal Statements

Statement 10 - Balance Sheet Attachment, Line 2 Savings and temporary cash investments, Line 10B Investments-corporate stock,
Line 10c Investments-corporate bonds, Line 11 Investments-land, buildings and equipment

January 01, 2009 To December 31, 2009

Account Name : Peeler Charitable Trust

Account No : 20437000

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
<u>Money Market Funds</u>							
279,959.33	Aim Liquid Assets Portfolio	279,959.33	100.00	279,959.33	537.49	0.19%	52.22
	Totals	279,959.33		279,959.33	537.49	0.19%	52.22
<u>Federal Agencies</u>							
200,000	Fannie Mae	200,000.00	101.28	202,562.50	9,500.00	4.69%	1,900.00
125,000	Fed Farm Credit Bank	125,101.25	105.34	131,679.69	5,562.50	4.22%	2,194.10
	Totals	325,101.25		334,242.19	15,062.50	4.51%	4,094.10
<u>CTF - Intermediate Bond</u>							
47,648.582	Personal Trst Intermediate Bond Fund	4,631,646.50	97.61	4,650,884.24	171,129.81	3.68%	0.00
	Totals	4,631,646.50		4,650,884.24	171,129.81	3.68%	0.00
<u>CTF - Equity</u>							
69,556.175	PT Growth & Income	432,783.09	6.94	482,820.55	20,847.75	4.32%	0.00
42,481.326	PT Large Core	300,614.97	8.50	361,248.79	1,756.22	0.49%	0.00
57,470.899	PT Large Growth	498,633.46	9.88	567,940.15	5,264.38	0.93%	0.00
83,347.266	PT Large Value	590,003.66	8.86	738,663.46	19,289.46	2.61%	0.00
16,771.694	PT Mid Value	103,992.47	9.83	164,815.41	1,305.39	0.79%	0.00
14,835.076	PT Small Growth	141,844.89	11.11	164,840.71	136.97	0.08%	0.00
	Totals	2,057,872.54		2,480,329.07	48,600.17	1.96%	0.00
<u>Mineral Interest</u>							
1	Carson Co TX HGN Bldg B2 Sec 239	1,405.00	1.00	1.00	0.00	0.00%	0.00
1	Carson Co TX HGN Bldg B2 Sec 239,240	2,101.26	1.00	1.00	0.00	0.00%	0.00
1	Carson Co TX HGN Bldg B2 Sec 240,241,242	2,462.44	1.00	1.00	0.00	0.00%	0.00
1	Carson Co TX HGN Bldg B2 Sec 242	1.00	20,955.00	20,955.00	0.00	0.00%	0.00
1	Carson Co TX HGN Bldg B2 Sec 243,242	3,483.23	17,306.00	17,306.00	0.00	0.00%	0.00
1	Carson Co TX IGN Bldg 7 Sec 66	13,758.00	1.00	1.00	0.00	0.00%	0.00
1	Castro Co TX BSF Bldg M7 Sec 140	1.00	1.00	1.00	0.00	0.00%	0.00
1	Castro Co TX BSF Bldg M7 Sec 146	1.00	1.00	1.00	0.00	0.00%	0.00

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January 01, 2009 To December 31, 2009

Account No : 20437000

Account Name : Peeler Charitable Trust

Summary Of Investment Holdings

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1	Castro Co TX BSF Blk M7 Sec 147	1 00	1 00	1 00	0 00	0 00%	0 00
1	Gray Co TX CHANEY Blk S Sec 17	1,691 37	506 00	506 00	0 00	0 00%	0 00
1	Gray Co TX HGN Blk B2 Sec 239,240	264 00	1,163 00	1,163 00	0 00	0 00%	0 00
1	Gray Co TX IGN Blk 3 Sec 173	1 00	6,488 00	6,488 00	0 00	0 00%	0 00
1	Harrison Co TX Husband/Vardeman/Smith Svy	1,303 50	5,162 00	5,162 00	0 00	0 00%	0 00
1	Hockley Co TX IGN Blk 42 Sec 12	48,116 46	78,616 00	78,616 00	0 00	0 00%	0 00
1	Howard & Mitchell Co TX TP Blk 29 Sec 42	228 84	89 00	89 00	0 00	0 00%	0 00
1	Howard Co TX TP Blk 29 Sec 42	66 74	34 00	34 00	0 00	0 00%	0 00
1	Roberts Co TX H Ledrick-H-3	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX BSF-M2-156	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX BSF-M2-157	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX ELRR-A5-1	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX ELRR-A5-3	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX ELRR-A5-4	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX ELRR-A5-5	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX GM Blk C Sec 34	100 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX GM Blk C Sec 59	100 00	3,507 00	3,507 00	0 00	0 00%	0 00
1	Roberts Co TX GM-C-24	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX GM-C-25	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX GM-C-28	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX GM-C-33	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX GM-C-52	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX GM-C-56	1 00	1 00	1 00	0 00	0 00%	0 00
1	Roberts Co TX HGN Blk B Sec 10	4,122 52	2,332 00	2,332 00	0 00	0 00%	0 00
1	Roberts Co TX HGN Blk B Sec 5	1 00	121,552 00	121,552 00	0 00	0 00%	0 00
1	Roberts Co TX HGN Blk B Sec 7	1,861 81	926 00	926 00	0 00	0 00%	0 00
1	Roberts Co TX HGN Blk B Sec 9	1 00	2,939 00	2,939 00	0 00	0 00%	0 00
1	Roberts Co TX HGN-B-8	1 00	22,518 00	22,518 00	0 00	0 00%	0 00
1	Roberts Co TX IGN-2-16	1 00	1 00	1 00	0 00	0 00%	0 00

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January 01, 2009 To December 31, 2009

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Summary Of Investment Holdings

Shares or Par Value	Investment Category	Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
Totals		81,087.17		284,115.00	0.00	0.00%	0.00
<u>Large Cap Blend</u>							
11,709 965	Davis NY Venture Y Fund #909	356,334.23	31 29	366,404 80	3,395 89	0 93%	0 00
38,577 577	Hussman Strategic Growth Fund	556,174 08	12 78	493,021 43	972 15	0 20%	0 00
Totals		912,608 31		859,426.23	4,368.04	0 51%	0 00
<u>Small & Mid Cap Value</u>							
13,226 792	Northern Small Cap Value Fund	160,264 46	12 29	162,557 27	1,299 65	0 80%	0 00
Totals		160,264.46		162,557.27	1,299.65	0 80%	0 00
<u>Small & Mid Cap Growth</u>							
5,962 282	Hartford Growth Opps-Y	138,004 29	23 84	142,140 80	0 00	0 00%	338 84
Totals		138,004.29		142,140.80	0.00	0.00%	338.84
<u>Intl Foreign (no US holdings)</u>							
15,894 6	Thornburg Intl Value Fd-I	383,696 37	25 37	403,246 00	4,878 05	1 21%	1,042 69
Totals		383,696.37		403,246.00	4,878.05	1.21%	1,042 69
<u>Miscellaneous Assets</u>							
1	Central Texas Electric Cooperative	1 00	1 00	1 00	0 00	0 00%	0 00
1	Consumers Fuel Cooperative Assn Inc	1 00	1 00	1 00	0 00	0 00%	0 00
1	West Texas Rural Telephone	1 00	1 00	1 00	0 00	0 00%	0 00
Totals		3.00		3.00	0 00	0.00%	0.00
Total Investments		8,970,143.22		9,596,903.13	245,876.71	2.56%	5,527.85
Plus Accrued Income				5,527.85			
Plus Net Cash				0.00			
Total Market Value				9,602,430.98			