



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

 Final return

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE BOOKOUT FAMILY FOUNDATION Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 61309	Room/suite	A Employer identification number 76-0508684
	City or town HOUSTON	State ZIP code TX 77208	B Telephone number (see the instructions) (713) 241-1924
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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16)	J Accounting method:	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
► \$ 2,678,242. (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)
RECEIVED NOV 16 2010 OGDEN	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				
	4 Dividends and interest from securities	11,927.	11,927.		
	5a Gross rents				
	b Net rental income or (loss)		I-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	3,314.			
	b Gross sales price for all assets on line 6a	703,770.			
	7 Capital gain net income (from Part IV, line 2)		3,314.		
	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	-158,154.	0.	
	12 Total. Add lines 1 through 11	-142,913.	15,241.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) I-16b Stmt	5,350.	5,350.		
	c Other prof fees (attach sch) I-16c Stmt	2,086.	2,086.		
	17 Interest	8,751.	8,751.		
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	589.	577.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,969.			1,969.
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt	48,234.	48,148.			
24 Total operating and administrative expenses. Add lines 13 through 23	66,979.	64,912.		1,969.	
25 Contributions, gifts, grants paid	239,658.			239,658.	
26 Total expenses and disbursements. Add lines 24 and 25	306,637.	64,912.		241,627.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)	-449,550.				
c Adjusted net income (if negative, enter -0-)		0.			

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		510.	510.
	2	Savings and temporary cash investments	60,052.		
	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 ►	1,800.	0.	0.
	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) <u>L-10b Stmt</u>	1,675,910.	2,097,621.	1,387,043.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) <u>L-13 Stmt</u>	2,272,587.	1,343,536.	1,290,689.	
14	Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item 1)	4,010,349.	3,441,667.	2,678,242.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons	83,500.	0.	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►) <u>MARGIN BALANCE</u>	45,585.	9,968.	
	23	Total liabilities (add lines 17 through 22)	129,085.	9,968.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,175,586.	4,175,586.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-294,322.	-743,887.	
	30	Total net assets or fund balances (see the instructions)	3,881,264.	3,431,699.	
	31	Total liabilities and net assets/fund balances (see the instructions)	4,010,349.	3,441,667.	

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	3,881,264.
2	Enter amount from Part I, line 27a	2	-449,550.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,431,714.
5	Decreases not included in line 2 (itemize) ► <u>NONDEDUCTIBLE EXPENSES FROM SCHEDULES K-1</u>	5	15.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,431,699.

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 .012834% INTEREST IN SR GLOBAL FUND L.P.			P	12/30/04	03/13/09
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 703,770.		700,456.	3,314.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0-) or Losses (from column (h))		
a			3,314.		
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	3,314.	
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	144,476.	2,867,445.	0.050385
2007	171,895.	3,009,696.	0.057114
2006	217,363.	2,942,357.	0.073874
2005	710,161.	1,718,206.	0.413315
2004	117,895.	2,183,993.	0.053981

2 Total of line 1, column (d)	2	0.648669
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	0.129734
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,321,837.
5 Multiply line 4 by line 3	5	430,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	430,955.
8 Enter qualifying distributions from Part XII, line 4	8	241,627.

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.	1	0.
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	2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3 Add lines 1 and 2	5	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	0.
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	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ► 0. Refunded ► 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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b	X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
If 'Yes,' attach a detailed description of the activities.		
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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If 'Yes,' attach the statement required by General Instruction T.		
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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see the instructions)		
<u>TX - Texas</u>		
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	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.	10	X

BAA

Part VII-A Statements Regarding Activities Continued

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>JOHN F. BOOKOUT III</u> Telephone no. ► <u>(713) 241-1924</u> Located at ► <u>910 LOUISIANA, SUITE 5055 HOUSTON TX ZIP + 4 77002</u>	
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	► <u>15</u>

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b 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"/>		
1c 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?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u> .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

BAA

Form 990-PF (2009)

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)?

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

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?

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
JOHN F. BOOKOUT, JR. P.O. BOX 61309, HOUSTON, TX 77208	PRESIDENT/DIRECTOR	0.	0.	0.
CAROLYN C. BOOKOUT P.O. BOX 61309, HOUSTON, TX 77208	DIRECTOR	0.	0.	0.
JOHN F. BOOKOUT, III P.O. BOX 61309, HOUSTON, TX 77208	VICE-PRESIDENT	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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
<u>NONE</u>		

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	<hr/> <hr/>
2	<hr/> <hr/>

All other program-related investments. See instructions.

3

BAA Form 990-PF (2009)

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	3,366,386.
b Average of monthly cash balances	1b	6,037.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	3,372,423.
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	3,372,423.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	50,586.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,321,837.
6 Minimum investment return. Enter 5% of line 5	6	166,092.

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	166,092.
2a Tax on investment income for 2009 from Part VI, line 5	2a	0.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	166,092.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	166,092.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	166,092.

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	241,627.
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	241,627.
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	241,627.

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				166,092.
2 Undistributed income, if any, as of the end of 2009:			0.	
a Enter amount for 2008 only				
b Total for prior years: 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	19,575.			
b From 2005	634,957.			
c From 2006	71,677.			
d From 2007	24,450.			
e From 2008	1,104.			
f Total of lines 3a through e	751,763.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 241,627.				
a Applied to 2008, but not more than line 2a				
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				166,092.
e Remaining amount distributed out of corpus	75,535.			
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	827,298.			
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			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	19,575.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	807,723.			
10 Analysis of line 9:				
a Excess from 2005	634,957.			
b Excess from 2006	71,677.			
c Excess from 2007	24,450.			
d Excess from 2008	1,104.			
e Excess from 2009	75,535.			

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

Part XV* **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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).)

JOHN F. BOOKOUT, JR. AND CAROLYN C. BOOKOUT;
JOHN F. BOOKOUT III AND ANN H. BOOKOUT

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

NONE

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

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

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

c Any submission deadlines:

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

Part XV | Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
BANNING MUSEUM				
WILMINGTON	CA	PUBLIC	EXEMPT FUNCTION	5,000.
BARD COLLEGE				
ANNANDALE-ON-HUDSON	NY	PUBLIC	EXEMPT FUNCTION	2,000.
BAYOU BEND COLLECTION & GARDENS				
HOUSTON	TX	PUBLIC	EXEMPT FUNCTION	6,500.
HOUSTON LIVESTOCKSHOW & RODEO				
HOUSTON	TX	PUBLIC	EXEMPT FUNCTION	1,000.
HOUSTON SYMPHONY				
HOUSTON	TX	PUBLIC	EXEMPT FUNCTION	3,500.
MARCH OF DIMES				
HOUSTON	TX	PUBLIC	EXEMPT FUNCTION	350.
MOUNT VERNON LADIES ASSOCIATION				
MOUNT VERNON	VA	PUBLIC	EXEMPT FUNCTION	37,450.
MUSEUM OF FINE ARTS				
HOUSTON	TX	PUBLIC	EXEMPT FUNCTION	92,500.
SALVATION ARMY WOMEN'S AUXILLARY				
HOUSTON	TX	PUBLIC	EXEMPT FUNCTION	2,500.
See Line 3a statement				
				88,858.
Total				► 3a 239,658.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	11,927.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,314.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>CAPITAL GAIN FROM PARTNERSHIPS</u>			18	-225,701.	
b <u>ORDINARY LOSS FROM PARTNERSHIPS</u>			14	-1,760.	
c <u>OTHER INCOME FROM PARTNERSHIPS</u>			14	69,307.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-142,913.	
13 Total. Add line 12, columns (b), (d), and (e)					13 -142,913.

(See worksheet in the instructions for line 13 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)
N/A	

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:

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

	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	

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If 'Yes,' complete the following schedule.

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

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

S ► John F. Bookout

11/8/10

► President

Signature of officer or trustee

Date _____

Title

N H E R E P A I D P R E P A R E R 's U s e O n l y	Preparer's signature		Date	11/8/10	Check if self- employed	<input type="checkbox"/>	Preparer's Identifying number (See Signature in the instrs)
	Firm's name (or yours if self- employed), address, and ZIP code	► KATHRYN P. PELTIER P.C.		► 12777 JONES RD STE 155	EIN	►	Phone no
		HOUSTON	TX	77070-4624			

BAA

Form 990-PF (2009)

Name

THE BOOKOUT FAMILY FOUNDATION

Employer Identification Number

76-0508684

Asset Information:

Description of Property: **SLOANE ROBINSON GLOBAL FUND, LP**

Date Acquired: 12/30/04 How Acquired: Purchased

Date Sold: 03/13/09 Name of Buyer:

Sales Price: 703,770. Cost or other basis (do not reduce by depreciation) .. 700,456.

Sales Expense: Valuation Method:

Total Gain (Loss): 3,314. Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

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

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
<u>CAPITAL GAIN/ (LOSS) FROM PARTNER</u>	<u>-225,701.</u>	<u>0.</u>	
<u>ORDINARY INCOME/ (LOSS) FROM PART</u>	<u>-1,760.</u>	<u>0.</u>	
<u>OTHER INCOME/ (LOSS) FROM PARTNER</u>	<u>69,307.</u>	<u>0.</u>	
Total	<u>-158,154.</u>	<u>0.</u>	

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
<u>FOREIGN TAXES WITHHELD ON DIVIDE</u>	<u>577.</u>	<u>577.</u>		
<u>OTHER</u>	<u>12.</u>	<u>0.</u>		
Total	<u>589.</u>	<u>577.</u>		

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
<u>INVESTMENT EXPENSES FROM PARTNER</u>	<u>48,148.</u>	<u>48,148.</u>		
<u>OTHER PARTNERSHIP DEDUCTIONS</u>	<u>11.</u>	<u>0.</u>		
<u>BANK CHARGES</u>	<u>75.</u>	<u>0.</u>		
Total	<u>48,234.</u>	<u>48,148.</u>		

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 type="checkbox"/> Business . <input type="checkbox"/> BEVERLY VON KURNATOWSKI P.O. BOX 61309, HOUSTON, TX 77208	SEC/TREAS	0.	0.	0.
Person <input type="checkbox"/> Business <input type="checkbox"/> ADAIR STEVENSON P.O. BOX 61309, HOUSTON, TX 77208	DIRECTOR	0.	0.	0.
Person ... <input type="checkbox"/> Business ... <input type="checkbox"/> ALL OFFICERS AND DIRECTORS WORKED PART-TIME IN THEIR POSITIONS WITH THE FDN				

Total

0. 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	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>SALVATION ARMY</u>				Person or Business <input checked="" type="checkbox"/> 10,300.
<u>HOUSTON TX</u>		PUBLIC	EXEMPT FUNCTION	
<u>TEAM CONTINUUM</u>				Person or Business <input checked="" type="checkbox"/> 300.
<u>NEW YORK CITY NY</u>		PUBLIC	EXEMPT FUNCTION	
<u>TEXAS CHILDREN'S HOSPITAL</u>				Person or Business <input type="checkbox"/> 20,400.
<u>HOUSTON TX</u>		PUBLIC	EXEMPT FUNCTION	
<u>THE SHEPHERD SOCIETY</u>				Person or Business <input checked="" type="checkbox"/> 10,000.
<u>HOUSTON TX</u>		PUBLIC	EXEMPT FUNCTION	
<u>THETA CHARITY ANTIQUES SHOW</u>				Person or Business <input checked="" type="checkbox"/> 400.
<u>HOUSTON TX</u>		PUBLIC	EXEMPT FUNCTION	
<u>TULANE UNIVERSITY</u>				Person or Business <input checked="" type="checkbox"/> 15,000.
<u>NEW ORLEANS LA</u>		PUBLIC	EXEMPT FUNCTION	
<u>VANDERBILT UNIVERSITY</u>				Person or Business <input checked="" type="checkbox"/> 32,458.
<u>NASHVILLE TN</u>		PUBLIC	EXEMPT FUNCTION	

Total

88,858.

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
<u>KATHYRN P PELTIER,</u>	<u>PREPARATION OF 990-PF</u>	<u>5,350.</u>	<u>5,350.</u>		
Total		<u>5,350.</u>	<u>5,350.</u>		

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
<u>MORGAN STANLEY</u>	<u>MANAGEMENT FEES</u>	<u>2,086.</u>	<u>2,086.</u>		

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Continued

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		<u>2,086.</u>	<u>2,086.</u>		

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
<u>AGENNIX</u>	<u>1,169,827.</u>	<u>821,300.</u>
<u>CITIGROUP, INC. - 14,278 SH</u>	<u>300,703.</u>	<u>47,260.</u>
<u>INFINITY BIO ENERGY ORDF - 1,250 SH</u>	<u>5,205.</u>	<u>0.</u>
<u>KAYNE ANDERSON MLP INV - 10,764 SH</u>	<u>211,826.</u>	<u>269,531.</u>
<u>TORTOISE EGY INFRASTRUCT - 7,949 SH</u>	<u>209,885.</u>	<u>246,578.</u>
<u>WASHINGTON MUTUAL INC - 17,021 SH</u>	<u>200,175.</u>	<u>2,374.</u>
Total	<u>2,097,621.</u>	<u>1,387,043.</u>

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

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
<u>CROSSROADS 1999 SERIES DIRECT/CO-INVESTMENT PORTFOLIO A, L.P.</u>	<u>24,850.</u>	<u>57,363.</u>
<u>CROSSROADS 1999 SERIES PRIVATE INVESTMENT PORTFOLIO A, L.P.</u>	<u>321,960.</u>	<u>423,037.</u>
<u>ISRAEL SEED IV, L.P.</u>	<u>195,481.</u>	<u>146,707.</u>
<u>OAKTREE JAPAN OPPORTUNITIES VALUE FUND L.P.</u>	<u>636,027.</u>	<u>450,817.</u>
<u>TELESOFT PARTNERS II QP, L.P.</u>	<u>165,218.</u>	<u>212,765.</u>
Total	<u>1,343,536.</u>	<u>1,290,689.</u>