Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

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: Journey Charitable Foundation

Number and street (or P O box number if mail is not delivered to street address): 9129 Briar Forest Drive

Room/suite:

City or town, state, and ZIP code: Houston TX 77024-7213

A Employer identification number 76-0574341

B Telephone number (see page 10 of the instructions) 713-266-7309

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,037,688

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	0	0		
4	Dividends and interest from securities	64,961	64,961		
5 a	Gross rents		0		
b	Net rental income or (loss) 0				
6 a	Net gain or (loss) from sale of assets not on line 10	-335,570			
b	Gross sales price for all assets on line 6a 1,094,277				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	Gross sales less returns and allowances 0				
b	Less Cost of goods sold 0				
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	0	0	0	
12	**Total.** Add lines 1 through 11	-270,609	64,961	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	2,250	900	0	0
c	Other professional fees (attach schedule)	32,036	32,036	0	0
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	372	436	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy				
21	Travel, conferences, and meetings	1,543			
22	Printing and publications				
23	Other expenses (attach schedule)	2,523	0	0	0
24	**Total operating and administrative expenses.** Add lines 13 through 23	38,724	33,372	0	0
25	Contributions, gifts, grants paid	98,500			98,500
26	**Total expenses and disbursements.** Add lines 24 and 25	137,224	33,372	0	98,500
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-407,833			
b	**Net investment income** (if negative, enter -0-)		31,589		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2009)

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b

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		23,060	18,607	18,607
	2	Savings and temporary cash investments		785,057	701,642	701,642
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)		248,429	149,756	154,593
	b	Investments—corporate stock (attach schedule)		1,979,659	1,418,419	1,569,168
	c	Investments—corporate bonds (attach schedule)		237,134	577,082	593,678
	11	Investments—land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		0	0	0
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	15	Other assets (describe ▶)		0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		3,273,339	2,865,506	3,037,688
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	**Total liabilities** (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶	☒			
	24	Unrestricted		3,273,339	2,865,506	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶	☐			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see page 17 of the instructions)		3,273,339	2,865,506	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		3,273,339	2,865,506	

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	3,273,339
2	Enter amount from Part I, line 27a	2	-407,833
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,865,506
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,865,506

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 Schedule	P	6/30/2000	6/30/2009
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	1,094,277	0	1,429,847	-335,570
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

	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	
a	0	0	0	-335,570
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	-335,570
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	0

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	177,478	3,033,297	0 058510
2007	179,500	3,386,245	0.053009
2006	171,000	3,119,411	0.054818
2005	154,500	2,891,306	0.053436
2004	147,500	2,834,416	0.052039

2	**Total** of line 1, column (d)	2	0 271812
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	0.054362
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,108,181
5	Multiply line 4 by line 3	5	168,967
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	316
7	Add lines 5 and 6	7	169,283
8	Enter qualifying distributions from Part XII, line 4	8	98,500

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	632
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	632
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	632
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,641		
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	6,641
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
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	6,009
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 6,009 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	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 ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	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
4 a	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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 on page 27)? *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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶

14 The books are in care of ▶ Ms. Francine Fleming Telephone no ▶ 713-266-7309

Located at ▶ 9129 Briar Forest Drive Houston TX ZIP+4 ▶ 77024-7213

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
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)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
Francine Fleming Houston TX	Trustee 20 00	0	0	0
Janice Oettmeier Spring TX	Trustee 4 00	0	0	0
Weldon Milulik Taylors SC	Trustee 4 00	0	0	0
	.00	0	0	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		0
		0
		0
		0
		0

Total number of others receiving over $50,000 for professional services . . . . ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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	0
Total. Add lines 1 through 3 . . . . . . ▶	0

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	2,391,331
b	Average of monthly cash balances			1b	764,183
c	Fair market value of all other assets (see page 24 of the instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	3,155,514
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	3,155,514
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)			4	47,333
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,108,181
6	**Minimum investment return.** Enter 5% of line 5			6	155,409

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	155,409
2a	Tax on investment income for 2009 from Part VI, line 5	2a	632		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	632
3	Distributable amount before adjustments Subtract line 2c from line 1			3	154,777
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	154,777
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	154,777

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	98,500
b	Program-related investments—total from Part IX-B	1b	0
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	98,500
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	98,500

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					154,777
2	Undistributed income, if any, as of the end of 2009					
a	Enter amount for 2008 only				0	
b	Total for prior years 20____, 20____, 20___			0		
3	Excess distributions carryover, if any, to 2009					
a	From 2004	0				
b	From 2005	0				
c	From 2006	0				
d	From 2007	0				
e	From 2008	21,553				
f	**Total** of lines 3a through e		21,553			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 98,500					
a	Applied to 2008, but not more than line 2a				0	
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)		0			
d	Applied to 2009 distributable amount					98,500
e	Remaining amount distributed out of corpus		0			
5	Excess distributions carryover applied to 2009 . *(If an amount appears in column (d), the same amount must be shown in column (a))*		21,553			21,553
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					34,724
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)		0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9					
a	Excess from 2005	0				
b	Excess from 2006	0				
c	Excess from 2007	0				
d	Excess from 2008	0				
e	Excess from 2009	0				

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

1 a 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . .					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income .					0

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))

Francine Fleming

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

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

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 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*				
See Schedule	None	Public	See Schedule	98,500
Total . . . . . . ▶ 3a				98,500
b *Approved for future payment*				
Total . . . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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	64,961	
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				-335,570	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		-270,609	0

13 Total. Add line 12, columns (b), (d), and (e) 13 -270,609

(See worksheet in line 13 instructions on page 28 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 page 28 of the instructions)

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

Sign Here

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

▶ Francine Fleming
Signature of officer or trustee

11.10.10
Date

▶ President
Title

Paid Preparer's Use Only

Preparer's signature ▶ Gary Green

Date 11/5/2010

Check if self-employed ▶☐

Preparer's identifying number (see **Signature** on page 30 of the instructions) P00243523

Firm's name (or yours if self-employed), address, and ZIP code ▶ Hibbetts & Speers PC
707 West 34th Street - Suite 2, Austin, TX 78705-1204

EIN ▶ 74-2433265

Phone no (512) 452-5711

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization
Journey Charitable Foundation

Employer identification number
76-0574341

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.
(HTA)

Schedule B (Form 990, 990-EZ, or 990-PF) (2009) Page 1 of 1 of Part I

Name of organization	Employer identification number
Journey Charitable Foundation	76-0574341

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	None Foreign State or Province Foreign Country	$ 0	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country.	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country.	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
Journey Charitable Foundation	76-0574341

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	None	$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

Journey Charitable Foundation
Form 990-PF
Year Ended 12/31/2009

76-0574341

Part I - Line 6 and Part IV - Line 1a - Capital Gains and Losses For Tax On Investment Income

	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
Compass Bank Trades - See Attached Schedule	Var	Var	372,181	464,747	(92,566)
Kanaly Trust Company Trades - See Attached Schedule	Var	Var	712,282	965,098	(252,816)
Compass/Kanaly Trust Company Long-Term Capital Gains Distributions	Var	Var	1,194		1,194
Compass/Kanaly Basis Adjustments	Var	Var	8,620		8,620
Rounding				2	(2)
Totals			1,094,277	1,429,847	(335,570)

Part I - Schedule of Operating & Administrative Expenses	Expenses Per Books	Investment Income	Adjusted Net
Line 16b - Accounting Fees	2,250	900	-
Line 16c - Investment management and advisory fees and expenses	32,036	32,036	-
Line 18 - Taxes			
Foreign income taxes deducted at source on dividend income	436	436	-
Excise Taxes for year ended 12/31/2006	(64)	-	-
	372	436	-
Line 23 - Other Expenses			
Dues and Memberships	1,345	-	-
Insurance	750	-	-
Office Supplies and Expenses	133	-	
Bank Service Charges	295	-	
	2,523	-	-

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		248,429	149,756	261,606	154,593		
	Description	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1	Invesments Managed By Compass Bank	199,547	100,000	207,923	102,859	X	
2	Invesments Managed By Kanaly Trust Co	48,882	49,756	53,683	51,734	X	
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			1,979,659	1,418,419	1,485,779	1,569,168
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Invesments Managed By Compass Bank		1,036,666	982,868	785,738	1,059,087
2	Invesments Managed By Kanaly Trust Co		942,993	435,551	700,041	510,081
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				237,134	577,082	220,272	593,678
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Invesments Managed By Compass Bank			203,104	314,908	189,919	316,868
2	Invesments Managed By Kanaly Trust			34,030	262,174	30,353	276,810
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

```
TAX PREPARER            1
TRUST ADMINISTRATOR:    5                            LEGEND.  F - FEDERAL      S - STATE     I - INHERITED
INVESTMENT OFFICER     11                                     E - EXEMPT FROM STATE  U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION            SHARES         DATE              SALES PRICE           COST BASIS            GAIN/LOSS    TERM
--------------------            ------         ----              -----------           ----------            ---------    ----

        21.0000 AFFILIATED MANAGERS GROUP - 008252108 - MINOR = 46
               SOLD                          06/25/2009               1155.13
               ACQ              21.0000      12/26/2007               1155.13               2526.83             -1371 70    LT15
        19.0000 AUTOZONE INC - 053332102 - MINOR = 46
               SOLD                          06/25/2009               2862 94
               ACQ              19.0000      12/03/2004               2862.94               1638.27              1224 67    LT15
          .7670 BANKAMERICA CORP - 060505104 - MINOR = 46
               SOLD                          01/14/2009                 10 57
               ACQ                 7670      12/03/2004                 10 57                 32.76               -22 19    LT-W
        42.0000 BOEING COMPANY - 097023105 - MINOR = 46
               SOLD                          06/25/2009               1769 69
               ACQ              42.0000      05/18/2007               1769.69               4074.63             -2304 94    LT15
       270 0000 CAPITALSOURCE INC - 14055X102 - MINOR = 46
               SOLD                          06/25/2009               1224.41
               ACQ             270.0000      10/17/2008               1224 41               2554.85             -1330.44    ST
       140 0000 CARTER'S INC - 146229109 - MINOR = 46
               SOLD                          06/25/2009               3222 22
               ACQ             140.0000      02/22/2008               3222 22               2963.50               258 72    LT15
        92.0000 COMPANHIA DE BEBIDAS - AMBEV ADR - 20441W203 - MINOR = 49
               SOLD                          06/25/2009                  4.25
               ACQ              92 0000                                  4.25                                    4 25    ST
       308 0000 CORNING INCORPORATED - 219350105 - MINOR = 46
               SOLD                          01/12/2009               3056.88
               ACQ             242 0000      02/17/2006               2401 83               6011.95             -3610.12    LT15
                                66 0000      09/25/2006                655 05               1573.77              -918.72    LT15
       151 0000 COVANTA HOLDING CORPORATION - 22282E102 - MINOR = 46
               SOLD                          06/25/2009               2515 08
               ACQ             151 0000      10/17/2008               2515 08               3232.21              -717 13    ST
       115 0000 CUMMINS ENGINE COMPANY INC - 231021106 - MINOR = 46
               SOLD                          06/25/2009               3902.41
               ACQ              66.0000      11/27/2007               2239 64               3563.18             -1323.54    LT15
                                49 0000      02/22/2008               1662 77               2529.14              -866 37    LT15
        25 0000 DANAHER CORP - 235851102 - MINOR = 46
               SOLD                          06/25/2009               1532 58
               ACQ              25.0000      08/18/2006               1532 58               1638.56              -105 98    LT15
       138 0000 ELECTRONIC ARTS INC - 285512109 - MINOR = 46
               SOLD                          06/25/2009               2872 76
               ACQ              92 0000      08/23/2005               1915 17               5422 02             -3506 85    LT15
                                46 0000      04/04/2006                957 59               2528.39             -1570 80    LT15
        56 0000 FEDEX CORP - 31428X106 - MINOR = 46
               SOLD                          06/25/2009               3115.65
               ACQ              56.0000      12/03/2004               3115 65               5398.12             -2282 47    LT15
        76 0000 FIRSTSERVICE CORP - 33761N109 - MINOR = 46
               SOLD                          01/12/2009                973.93
               ACQ              76.0000      11/27/2007                973 93               2493 48             -1519 55    LT15
       107 0000 GAP INC - 364760108 - MINOR = 46
               SOLD                          01/12/2009               1312 55
               ACQ             107.0000      12/03/2004               1312 55               2288 19              -975 64    LT15
       109 0000 GENERAL MILLS INCORPORATED - 370334104 - MINOR = 46
               SOLD                          06/25/2009               6076 20
               ACQ             109.0000      12/03/2004               6076 20               5087.58               988.62    LT15
       125.0000 GUESS? INC - 401617105 - MINOR = 46
               SOLD                          06/25/2009               3169 66
               ACQ             125 0000      03/18/2008               3169 66               4321 88             -1152.22    LT15
           2500 JOHN HANCOCK BK & THRIFT OPP FD - CLSD END FD - 409735206 - MINOR = 56
               SOLD                          01/15/2009                  3 49
               ACQ                .2500      12/03/2004                  3.49                 10 89                -7 40    LT15
        96.0000 HARTFORD FIN SVCS GRP - 416515104 - MINOR = 46
               SOLD                          01/12/2009               1445.27
               ACQ              96.0000      12/03/2004               1445.27               6324.00             -4878 73    LT15
       110 0000 HEIDRICK & STRUGGLES INTL - 422819102 - MINOR = 46
               SOLD                          01/12/2009               2177.21
               ACQ             110 0000      10/17/2008               2177.21               2711.42              -534 21    ST
       166.0000 ILLINOIS TOOL WKS INC - 452308109 - MINOR = 46
               SOLD                          06/25/2009               6094.98
               ACQ              60 0000      08/23/2005               2203 00               2551.35              -348.35    LT15
                                72.0000      04/04/2006               2643 61               3496.10              -852.49    LT15
                                34.0000      08/18/2006               1248.37               1531.53              -283.16    LT15
       100 0000 INTEL CORPORATION - 458140100 - MINOR = 46
               SOLD                          06/25/2009               1615 72
               ACQ             100 0000      12/18/2001               1615 72               3427.00             -1811 28    LT15
        83.0000 INTEL CORPORATION - 458140100 - MINOR = 46
               SOLD                          07/28/2009               1603.09
               ACQ              83.0000      12/04/2001               1603 09               2660 15             -1057.06    LT15
       150 0000 ION GEOPHYSICAL CORPORATION - 462044108 - MINOR = 46
               SOLD                          07/28/2009                375.74
               ACQ             150.0000      01/12/2009                375.74                375.53                 0.21    ST
       294.0000 ISHARES MSCI EMERGING MARKETS - 464287234 - MINOR = 50
               SOLD                          01/12/2009               7019 21
               ACQ             294.0000      03/03/2006               7019 21               9703.85             -2684.64    LT15
       874 0000 ISHARES MSCI EAFE INDEX FUND - 464287465 - MINOR = 50
               SOLD                          01/12/2009              37106 61
               ACQ             874.0000      12/03/2004              37106.61              46150.87             -9044.26    LT15
```

ACCT U561 4193-Z
FROM 01/01/2009
TO 12/31/2009

COMPASS BANK
STATEMENT OF CAPITAL GAINS AND LOSSES
JOURNEY CHARITABLE FOUNDATION IMA

TRUST YEAR ENDING 12/31/2009

RUN 02/26/2010
12 18 08 PM

TAX PREPARER. 1
TRUST ADMINISTRATOR· 5
INVESTMENT OFFICER. 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
730 0000 ISHARES S&P MIDCAP 400 GROWTH - 464287606 - MINOR = 50						
SOLD		01/12/2009	39210 27			
ACQ	730 0000	11/27/2007	39210 27	63096.52	-23886 25	LT15
3.0000 JACOBS ENGINEERING GROUP INC - 469814107 - MINOR = 46						
SOLD		01/12/2009	140 22			
ACQ	3 0000	08/23/2005	140.22	85 18	55 04	LT15
40 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 46						
SOLD		07/28/2009	2427.33			
ACQ	40 0000	08/23/2005	2427 33	2511.80	-84.47	LT15
126 0000 MANULIFE FINANCIAL CORP - 56501R106 - MINOR = 46						
SOLD		06/25/2009	2330 34			
ACQ	116.0000	03/18/2008	2145 39	4090 74	-1945.35	LT15
	10 0000	01/12/2009	184 95	191 55	-6.60	ST
81.0000 MCDERMOTT INTL INC - 580037109 - MINOR = 46						
SOLD		01/12/2009	939 18			
ACQ	81.0000	11/27/2007	939 18	3910 28	-2971.10	LT15
38 0000 MONSANTO CO - 61166W101 - MINOR = 46						
SOLD		07/28/2009	3149.17			
ACQ	38.0000	05/18/2007	3149 17	2358.09	791.08	LT15
50 0000 MURPHY OIL CO - 626717102 - MINOR = 46						
SOLD		01/12/2009	2267 36			
ACQ	50 0000	02/22/2008	2267.36	3796.75	-1529 39	ST
107.0000 NETFLIX INC - 64110L106 - MINOR = 46						
SOLD		06/25/2009	4350 41			
ACQ	107.0000	10/17/2008	4350 41	2533.23	1817.18	ST
69 0000 NETGEAR INC - 64111Q104 - MINOR = 46						
SOLD		01/12/2009	788 31			
ACQ	69.0000	12/26/2007	788 31	2545 07	-1756 76	LT15
198 0000 NOKIA CORP - SPONS ADR "A" - 654902204 - MINOR = 49						
SOLD		01/12/2009	2900.20			
ACQ	91.0000	12/26/2007	1332 92	3513 06	-2180 14	LT15
	107.0000	02/22/2008	1567 28	3862 96	-2295 68	ST
90 0000 PNC BANK CORP - 693475105 - MINOR = 46						
SOLD		06/25/2009	3549 19			
ACQ	90.0000	01/12/2009	3549 19	4230 45	-681 26	ST
254 0000 PFIZER INCORPORATED - 717081103 - MINOR = 46						
SOLD		06/25/2009	3844.70			
ACQ	37.0000	08/23/2005	560 05	932 59	-372.54	LT15
	135.0000	12/09/2004	2043 44	3702 33	-1658 89	LT15
	82 0000	09/27/2005	1241 20	2065 17	-823 97	LT15
38 0000 PRAXAIR INCORPORATED - 74005P104 - MINOR = 46						
SOLD		06/25/2009	2680 64			
ACQ	38 0000	12/03/2004	2680.64	1742 49	938 15	LT15
47 0000 QUEST DIAGNOSTICS INC - 74834L100 - MINOR = 46						
SOLD		06/25/2009	2628 40			
ACQ	47 0000	08/23/2005	2628 40	2345 54	282.86	LT15
7355.0930 T ROWE PRICE INTL BOND FUND - 77956H104 - MINOR = 51						
SOLD		01/12/2009	69579 18			
ACQ	7355.0930	12/26/2007	69579 18	73256 73	-3677 55	LT15
69 0000 SMITH INTL INC - 832110100 - MINOR = 46						
SOLD		06/25/2009	1772 34			
ACQ	69.0000	08/17/2007	1772.34	4107.17	-2334 83	LT15
88.0000 STRYKER CORP - 863667101 - MINOR = 46						
SOLD		07/28/2009	3426 19			
ACQ	47.0000	08/23/2005	1829 90	2508 63	-678 73	LT15
	32.0000	08/18/2006	1245 89	1513.44	-267.55	LT15
	9 0000	01/12/2009	350 41	363.20	-12.79	ST
44.0000 TEREX CORP - 880779103 - MINOR = 46						
SOLD		01/12/2009	672.53			
ACQ	44.0000	11/27/2007	672 53	2562 78	-1890 25	LT15
144.0000 TIFFANY & COMPANY - 886547108 - MINOR = 46						
SOLD		01/12/2009	3158 62			
ACQ	144.0000	03/03/2006	3158.62	5311 44	-2152 82	LT15
100000.0000 US TREASURY NOTES 4.000% 6/15/09 - 912828CL2 - MINOR = 16						
SOLD		06/15/2009	100000.00			
ACQ	100000.0000	09/28/2005	100000 00	99546 88	453.12	LT15
82 0000 UNIVERSAL STAINLESS & ALLOY PRODS - 913837100 - MINOR = 46						
SOLD		06/25/2009	1223.00			
ACQ	82.0000	11/27/2007	1223.00	2555 53	-1332.53	LT15
579.5270 VANGUARD INDEX GROWTH PORT FD # 9 - 922908504 - MINOR = 53						
SOLD		06/25/2009	12946 63			
ACQ	122.5490	02/17/2006	2737.74	3452.20	-714.46	LT15
	53.6670	09/25/2006	1198.92	1500 00	-301.08	LT15
	403.3110	01/12/2009	9009 97	8033.95	976.02	ST
46.0000 WAL MART STORES INCORPORATED - 931142103 - MINOR = 46						
SOLD		01/12/2009	2374 73			
ACQ	46.0000	03/21/2005	2374 73	2360.03	14.70	LT15
57 0000 WAL MART STORES INCORPORATED - 931142103 - MINOR = 46						
SOLD		06/25/2009	2796 05			
ACQ	5.0000	03/21/2005	245 27	256.53	-11 26	LT15
	52 0000	09/27/2005	2550.78	2240 42	310 36	LT15
92 0000 WELLCARE HEALTH PLANS - 94946T106 - MINOR = 46						
SOLD		01/12/2009	1224.97			
ACQ	92.0000	10/17/2008	1224 97	2465.14	-1240.17	ST

```
                                          TRUST YEAR ENDING  12/31/2009

TAX PREPARER          1
TRUST ADMINISTRATOR  5                                LEGEND.  F - FEDERAL      S - STATE      I - INHERITED
INVESTMENT OFFICER.  11                                        E - EXEMPT FROM STATE  U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION        SHARES        DATE            SALES PRICE          COST BASIS           GAIN/LOSS     TERM
--------------------        ------        ----            -----------          ----------           ---------     ----

        30 0000  ACCENTURE LTD-CL A - G1150G111 - MINOR = 46
              SOLD                      01/12/2009               980 84
              ACQ           30.0000     04/04/2006               980 84               913.95               66.89     LT15
        95.0000  ACCENTURE LTD-CL A - G1150G111 - MINOR = 46
              SOLD                      06/25/2009              2993 84
              ACQ           95 0000     04/04/2006              2993 84              2894.18               99 66     LT15
       219 0000  SYNERON MEDICAL LTD - M87245102 - MINOR = 46
              SOLD                      01/12/2009              1606 79
              ACQ          219.0000     10/17/2008              1606.79              2568.66             -961.87     ST
                                                        ---------------      ---------------
                                       TOTALS                372179.66            464746 66
                                                        ===============      ===============


SUMMARY OF CAPITAL GAINS/LOSSES
-------------------------------

FEDERAL                      SHORT TERM    LONG TERM 28%    LONG TERM 15%      ST WASH SALE    LT WASH SALE       1250 GAIN
                           ------------    ------------     ------------      ------------    ------------    ------------
SUBTOTAL FROM ABOVE            -6511.88            0.00        -86032.93              0.00          -22.19           0.00*
COMMON TRUST FUND                  0.00            0.00             0.00                                             0.00
CAPITAL GAIN DIVIDENDS             0.00            0 00            85 32                                             0 00
                           ------------    ------------     ------------      ------------    ------------    ------------
                               -6511.88            0.00        -85947 61              0.00          -22.19           0 00
                           ============    ============     ============      ============    ============    ============
STATE

SUBTOTAL FROM ABOVE            -6511.88            0.00        -86032 93              0.00          -22.19           0 00*
COMMON TRUST FUND                  0.00            0.00             0.00                                             0.00
CAPITAL GAIN DIVIDENDS             0 00            0 00            85 32                                             0 00
                           ------------    ------------     ------------      ------------    ------------    ------------
                               -6511.88            0.00        -85947.61              0.00          -22 19           0 00
                           ============    ============     ============      ============    ============    ============
                                                                            * - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE


CAPITAL LOSS CARRYOVER
----------------------
FEDERAL                          0.00                             0.00

TEXAS                             N/A                              N/A
```

2009 Tax Information Statement

Account Number: 38927813
Recipient's Tax ID number: XX-XXX4341
Payer's Federal ID number: 74-1853251

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
JOURNEY CHARITABLE FOUNDATION
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

Payer's Name and Address
KANALY TRUST COMPANY
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares *(Box 5)*	CUSIP *(Box 1b)*	Description *(Box 7)*	Date Acquired	Date of Sale *(Box 1a)*	Stocks Bonds, etc. *(Box 2)*	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*
Short Term Sales Reported on 1099-B								
2519.5970	349913830	FORWARD INTL SMALL CO FUND INV CL	10/02/2008	04/28/2009	22,500 00	29,680.85	-7,180.85	0 00
115.0000	464287762	ISHARES TR DJ US HLTHCAR US HEALTHCARE SECTR INDX	10/20/2008	03/23/2009	5,673.16	6,316 95	-643 79	0 00
112.0000	464287762	ISHARES TR DJ US HLTHCAR US HEALTHCARE SECTR INDX	10/20/2008	04/09/2009	5,493.86	6,152 16	-658.30	0.00
859.0000	464287465	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FUND	VARIOUS	02/20/2009	30,627.88	37,336 31	-6,708.43	0 00
950.0000	464287200	ISHARES TRUST S&P 500 S&P 500 INDEX	VARIOUS	03/23/2009	76,837.06	118,731.49	-41,894.43	0.00
537.0000	464287200	ISHARES TRUST S&P 500 S&P 500 INDEX	VARIOUS	04/28/2009	46,269.59	47,410.97	-1,141.38	0.00
435 0000	57060U100	MARKET VECTORS ETF TRUST GOLD MINERS FUND	VARIOUS	10/12/2009	21,010 14	15,879 95	5,130.19	0.00
434.0000	57060U100	MARKET VECTORS ETF TRUST GOLD MINERS FUND	03/10/2009	12/17/2009	19,759 85	12,911.32	6,848 53	0 00
785.0000	74347R883	PROSHS ULTRASHRT S&P500 PROSHARES TRUST	11/05/2009	12/23/2009	27,232.27	30,771.22	-3,538.95	0.00
9178.7780	87234N880	TCW TOTAL RETURN BOND FUND I CLASS	VARIOUS	12/09/2009	93,790.78	86,614 61	7,176 17	0 00
Total Short Term Sales Reported on 1099-B					**349,194.59**	**391,805.83**	**-42,611 24**	**0.00**

Long Term 15% Sales Reported on 1099-B

This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

2009 Tax Information Statement

Account Number: 38927813
Recipient's Tax ID number: XX-XXX4341
Payer's Federal ID number: 74-1853251

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
JOURNEY CHARITABLE FOUNDATION
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

Payer's Name and Address
KANALY TRUST COMPANY
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

Number of shares *(Box 5)*	CUSIP *(Box 1b)*	Description *(Box 7)*	Date Acquired	Date of Sale *(Box 1a)*	Stocks Bonds, etc. *(Box 2)*	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*
10.0000	084670207	BERKSHIRE HATHAWAY INC CL B	VARIOUS	07/16/2009	29,039 16	36,072.16	-7,033.00	0.00
785.3400	119539104	BUFFALO HIGH YIELD FUND	06/07/2007	03/23/2009	6,369.11	8,968.58	-2,599.47	0.00
524.1700	191912401	COHEN & STEERS REALTY INCOME FUND CL I	06/07/2007	04/22/2009	3,020 19	8,785 09	-5,764.90	0.00
195.0000	25179M103	DEVON ENERGY CORP NEW	VARIOUS	07/16/2009	10,700.23	12,085 55	-1,385.32	0.00
1117.0000	42809H107	HESS CORPORATION	VARIOUS	07/16/2009	57,024 94	50,747 55	6,277.39	0.00
89 0000	459200101	INTERNATIONAL BUSINESS MACHS CORP	VARIOUS	07/16/2009	9,769.74	7,676 28	2,093.46	0.00
2039.0000	464288885	ISHARES MSCI GWTH IDX FD	11/08/2007	02/20/2009	75,435.05	165,260.95	-89,825 90	0 00
285.0000	464287309	ISHARES S&P 500 GROWTH S&P 500 GROWTH INDEX FD	08/09/2007	03/23/2009	12,024.25	19,598.25	-7,574 00	0 00
285.0000	464287309	ISHARES S&P 500 GROWTH S&P 500 GROWTH INDEX FD	08/09/2007	04/22/2009	12,625.08	19,598 25	-6,973 17	0.00
130 0000	464287887	ISHARES S&P SMCAP GROWTH S&P SMALLCAP 600	09/26/2007	03/23/2009	4,883.31	9,311.90	-4,428.59	0.00
128.0000	464287887	ISHARES S&P SMCAP GROWTH S&P SMALLCAP 600	09/26/2007	04/09/2009	5,323.62	9,168 64	-3,845.02	0 00
125.0000	464287655	ISHARES TR RUSSELL 2000 RUSSELL 2000 INDEX FUND	VARIOUS	03/23/2009	5,251.15	9,888.74	-4,637.59	0 00
128.0000	464287655	ISHARES TR RUSSELL 2000 RUSSELL 2000 INDEX FUND	01/26/2007	04/09/2009	5,928 59	10,012.56	-4,083.97	0 00
345.0000	713448108	PEPSICO INC	VARIOUS	07/16/2009	19,707.05	20,555 44	-848.39	0.00

This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2009 Tax Information Statement

Account Number: 38927813
Recipient's Tax ID number: XX-XXX4341
Payer's Federal ID number: 74-1853251
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
JOURNEY CHARITABLE FOUNDATION
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

Payer's Name and Address
KANALY TRUST COMPANY
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
200.0000	73935X625	POWERSHS EXCH TRAD FD TR POWERSHARES DYNAMIC OIL	05/04/2006	03/23/2009	2,261.40	4,510.00	-2,248.60	0 00
900.0000	73935X625	POWERSHS EXCH TRAD FD TR POWERSHARES DYNAMIC OIL	05/04/2006	03/23/2009	10,176.34	20,295.00	-10,118.66	0.00
2000.0000	73935X625	POWERSHS EXCH TRAD FD TR POWERSHARES DYNAMIC OIL	VARIOUS	03/23/2009	22,614.10	42,248 06	-19,633 96	0.00
100 0000	73935X625	POWERSHS EXCH TRAD FD TR POWERSHARES DYNAMIC OIL	02/09/2006	04/28/2009	1,279.75	2,073 00	-793.25	0 00
1500.0000	73935X625	POWERSHS EXCH TRAD FD TR POWERSHARES DYNAMIC OIL	VARIOUS	04/28/2009	19,196.28	31,095.00	-11,898 72	0 00
2300 0000	73935X625	POWERSHS EXCH TRAD FD TR POWERSHARES DYNAMIC OIL	VARIOUS	04/28/2009	29,411.31	45,534 16	-16,122.85	0.00
275.0000	73935X625	POWERSHS EXCH TRAD FD TR POWERSHARES DYNAMIC OIL	08/17/2006	04/28/2009	3,516.56	5,381 75	-1,865 19	0 00
267.0000	73935A104	POWERSHS QQQ TRUST SER 1	VARIOUS	03/03/2009	7,098.55	9,956 20	-2,857.65	0 00
434 0000	78463X863	SPDR DOW JONES INTL REAL ESTATE ETF	12/27/2007	04/22/2009	10,431.43	24,469.27	-14,037.84	0.00
Total Long Term 15% Sales Reported on 1099-B					363,087.19	573,292.38	-210,205 19	0.00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Journey Charitable Foundation
Form 990-PF
Year Ended 12/31/2009

76-574341

Part XV - Line 3- Supplementary Information - Grants and Contributions Paid During the Year

Recipient	Foundation Status	Purpose of Grant	Amount
Angela House 425 Shane #18 Houston, TX 77037	Public	Help provide operational expense funds including staff salaries for this residential program serving adult women recently released from prison.	4,000
Boys and Girls Country 18806 Roberts Road Hockley, TX 77447	Public	Help provide operational expense funds for this residential facility for youth who have been removed from their families.	4,000
Catholic Charities 2900 Louisiana Houston, TX 77006	Public	Help provide support for the Refugee Youth Program, an after school program serving children resettled in the US from Burma.	7,500
Dining For Women 204 Stonebrook Farm Way Greenville, SC 29615	Public	Help provide partial funding for an administrative assistant for this giving circle supporting programs of US based non-profits working internationally to empower women.	11,000
Echoing Green 494 8th Ave., 2nd Floor New York, NY 10001	Public	Help provide funding for the fellowship program which works in the field of education and at-risk youth.	4,000
Full Dimension Ministry PO Box 572 Mauldin, SC 29662	Public	Help provide funds for improvements to a pre-school in Yulansoni, Tanzania.	4,000
HELPS International 15301 Dallas Parkway - Suite 200 Addison, TX 75001	Public	Provide funds for the cost of manufacturing, delivery and set-up of ONIL stove and training for impoverished rural families in Huehuetenango region of Guatemala.	7,000
International Child Resource Institute 1581 LeRoy Avenue Berkeley, CA 94708	Public	Help provide funds for the Kid Safe Project in Kenya, a child protection capacity building program.	9,000
Marianist Sisters 251 West Ligustrum Drive San Antonio, TX 78228	Public	Help provide funds for a Children and Women's Program in Quito, Ecuador.	4,500
Mona Foundation 218 Main Street - Suite 404 Kirkland, WA 98033	Public	Help provide operational expense funds for the Centers of Learning that are part of Cambodian Organization for Research, Development and Education (CORDE) working with rural villages to provide regional tutorial schools.	7,000

Journey Charitable Foundation
Form 990-PF
Year Ended 12/31/2009

76-574341

Part XV - Line 3- Supplementary Information - Grants and Contributions Paid During the Year

Recipient	Foundation Status	Purpose of Grant	Amount
Our Lady of the Lake University 411 SW 24th Street San Antonio, TX 78207	Public	Help provide funds for the Child Care Subsidy Program for single mothers attending the University.	4,500
Refugee Family Services 5561-H Memorial Drive Stone Mountain, GA 30083	Public	Help provide funds for the Family Literacy Program serving newly arrived refugee families in the Atlanta area.	10,000
Sustainable Harvest International 779 North Bend Road Surry, MA 04684	Public	Help provide funds for technical assistance and materials for subsistence farmers in indigenous communities in Central America to learn land-use techniques to protect and restore the ecological balance of the land.	5,000
United Way of Galveston 4700 Broadway - Suite 100B Galveston, TX 77551	Public	Help provide funds for the Galveston Recovery Fund to help residents recovering from losses due to Hurricane Ike	10,000
Women for Women International 4455 Connecticut Avenue, NW - Suite 200 Washington, DC 20008	Public	Help provide funds for support of programming in Nigeria for women in sponsorship, rights awareness and life skills training, vocational and technical skills development, and income generation assistance.	7,000
Total Grants and Contributions Paid			98,500

Form **8868**

(Rev April 2009)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print

File by the due date for filing your return See instructions

Name of Exempt Organization: Journey Charitable Foundation

Employer identification number: 76-0574341

Number, street, and room or suite no If a P O box, see instructions: 9129 Briar Forest Drive

City, town or post office, state, and ZIP code For a foreign address, see instructions: Houston TX 77024-7213

Check type of return to be filed (file a separate application for each return).

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ Ms Francine Fleming 9129 Briar Forest Drive Houston TX Houston TX 77024-72

Telephone No ▶ 713-266-7309 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . ▶ ☐ If it is for part of the group, check this box. . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2010, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2009 or

▶ ☐ tax year beginning ______ , and ending ______

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 1,500
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 6,641
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

(HTA)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization Journey Charitable Foundation	**Employer identification number** 76-0574341
	Number, street, and room or suite no If a P O box, see instructions 9129 Briar Forest Drive	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions Houston TX 77024-7213	

Check type of return to be filed (File a separate application for each return)

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ Ms Francine Fleming 9129 Briar Forest Drive Houston TX Houston TX 7702
  Telephone No ▶ 713-266-7309 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension More time is requested to acquire all information needed to complete and file an accurate return

8 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 6,641
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/12/2010