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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation SHADYWOOD FOUNDATION		A Employer identification number 76-0592215
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 1001 FANNIN 720		B Telephone number (see the instructions) (713) 650-8111
	City or town State ZIP code HOUSTON TX 77002-6707		C If exemption application is pending, 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		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 249,763.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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 ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch)	8,358.		
2 Ck ☐ if the foundn is not req to att Sch B			
3 Interest on savings and temporary cash investments	70.	70.	
4 Dividends and interest from securities	11,886.	11,886.	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain/(loss) from sale of assets not on line 10			
b Gross sales price for all assets on line 6a			
7 Capital gain net income (from Part IV, line 2)		0.	
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)			
12 Total. Add lines 1 through 11	20,314.	11,956.	
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)			
c Other prof fees (attach sch)			
17 Interest			
18 Taxes (attach schedule) (see instr) 2008 EXCISE TAXES	144.		
19 Depreciation (attach sch) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule) See Line 23 Stmt	1,922.	1,922.	1,922.
24 Total operating and administrative expenses. Add lines 13 through 23	2,066.	1,922.	1,922.
25 Contributions, gifts, grants paid	100,668.		100,668.
26 Total expenses and disbursements. Add lines 24 and 25	102,734.	1,922.	102,590.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-82,420.		
b Net investment income (if negative, enter -0-)		10,034.	
c Adjusted net income (if negative, enter -0-)			

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	23,243.	21,062.	21,062.
	3 Accounts receivable	474.		
	Less: allowance for doubtful accounts	0.	474.	474.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	188.	144.	144.
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule) L-10c Stmt	353,489.	251,752.	228,083.
	11 Investments — land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe L-15 Stmt)	0.	0.	0.	
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	377,467.	273,432.	249,763.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
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			
	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	377,467.	273,432.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	377,467.	273,432.	
31 Total liabilities and net assets/fund balances (see the instructions)	377,467.	273,432.		

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	377,467.
2 Enter amount from Part I, line 27a	2	-82,420.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	295,047.
5 Decreases not included in line 2 (itemize) CAPITAL LOSSES	5	21,615.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	273,432.

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)
1 a	1,000 SHS COCA COLA	D	06/12/08	02/10/09
b	1,000 SHS COCA COLA	D	06/12/08	06/12/09
c	.673 UNITS EVERGREEN FUND	P	06/01/04	10/14/09
d	WILLIAMS COMMUNICATION GROUP- LITIGATION PROCEEDS	P	04/26/01	06/18/09
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 40,494.		55,510.	-15,016.
b 48,378.		55,510.	-7,132.
c 6.		10.	-4.
d 537.		0.	537.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-15,016.
b			-7,132.
c			-4.
d			537.
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	-21,615.
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	128,361.	254,274.	0.504814
2007	213,928.	237,276.	0.901600
2006	167,441.	347,125.	0.482365
2005	94,218.	434,682.	0.216752
2004	98,100.	484,221.	0.202593

2 Total of line 1, column (d)	2	2.308124
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	0.461625
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	233,323.
5 Multiply line 4 by line 3	5	107,708.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	100.
7 Add lines 5 and 6	7	107,808.
8 Enter qualifying distributions from Part XII, line 4	8	102,590.

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 ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	201.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	201.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	201.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	144.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	144.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	57.	
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 ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>ROBERT A. WEIGLE</u> Telephone no. <u>(713) 652-6113</u> Located at <u>1001 FANNIN, SUITE 722 HOUSTON TX</u> ZIP + 4 <u>77002-6707</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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see the instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)	3 b	X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

5b

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? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870

6b

X

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

7b

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL C. ARNOLD 1001 FANNIN, SUITE 720 HOUSTON TX 77002-6707	CHAIRMAN & DIRECTOR 0.00	0.	0.	0.
BEVERLY B. ARNOLD 1001 FANNIN, SUITE 720 HOUSTON TX 77002-6707	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
ALICE A. HELMS 1001 FANNIN, SUITE 720 HOUSTON TX 77002-6707	V.P. & DIRECTOR 0.00	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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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 NONE	0.
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 N/A	0.
2	
All other program-related investments See instructions	
3 NONE	0.
Total. Add lines 1 through 3	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	199,095.
b Average of monthly cash balances	1b	37,781.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	236,876.
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	236,876.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,553.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	233,323.
6 Minimum investment return. Enter 5% of line 5	6	11,666.

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	11,666.
2a Tax on investment income for 2009 from Part VI, line 5	2a	201.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	201.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	11,465.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	11,465.
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	11,465.

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	102,590.
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	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	102,590.
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	102,590.

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

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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				11,465.
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____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	74,167.			
b From 2005	94,445.			
c From 2006	146,193.			
d From 2007	214,100.			
e From 2008	128,505.			
f Total of lines 3a through e	657,410.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 102,590.				
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				0.
e Remaining amount distributed out of corpus	102,590.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	11,465.			11,465.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	748,535.			
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)	62,702.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	685,833.			
10 Analysis of line 9:				
a Excess from 2005	94,445.			
b Excess from 2006	146,193.			
c Excess from 2007	214,100.			
d Excess from 2008	128,505.			
e Excess from 2009	102,590.			

N/A

- 4942(j)(5)

- (4) Gross investment income**

[illegible]

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> PART XV, STATEMENT (PAGE 3 OF 3)				100,668.
Total			3a	100,668.
<i>b Approved for future payment</i> STATEMENT PART XV, LINE 3b (PAGE 3 OF 3)				78,150.
Total			3b	78,150.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		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			14	70.	
4	Dividends and interest from securities			14	11,886.	
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	-21,615.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				-9,659.	
13	Total. Add line 12, columns (b), (d), and (e)				13	-9,659.

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

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

[illegible]

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

SHADYWOOD FOUNDATION

Employer identification number

76-0592215

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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)/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 their 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

SHADYWOOD FOUNDATION

76-0592215

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MR. & MRS. DANIEL C. ARNOLD 1001 FANNIN, SUITE 720 HOUSTON TX 77002-6707	\$ 8,358.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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
ADMINISTRATIVE EXPENSES	1,890.	1,890.		1,890.
WIRE FEES	32.	32.		32.
Total	<u>1,922.</u>	<u>1,922.</u>		<u>1,922.</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 ☒ Business ☐ SUSAN A. MARTIN 1001 FANNIN, SUITE 720 HOUSTON TX 77002-6707	V.P. & DIRECTOR			
	0.00	0.	0.	0.
Person ☒ Business ☐ STEVEN D. ARNOLD 1001 FANNIN, SUITE 720 HOUSTON TX 77002-6707	V.P. & DIRECTOR			
	0.00	0.	0.	0.
Person ☒ Business ☐ ROBERT A. WEIGLE 1001 FANNIN, SUITE 722 HOUSTON TX 77002-6707	EXEC. DIRECTOR, S			
	0.00	0.	0.	0.

Total

0. 0. 0.

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
5,103.2432 UNITS EVERGREEN FUND	76,863.	48,532.
3,150 SHS COCA COLA	174,888.	179,550.
200 WILLIAMS COMMUNICATIONS	1.	1.
Total	<u>251,752.</u>	<u>228,083.</u>

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

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
ORGANIZATIONAL COSTS	3,478.	3,478.	3,478.
LESS: AMORTIZATION OF ORGANIZATIONAL COSTS	-3,478.	-3,478.	-3,478.
Total	<u><u>0.</u></u>	<u><u>0.</u></u>	<u><u>0.</u></u>

76-0592215

SHADYWOOD FOUNDATION
YEAR ENDED 12-31-09

Paid during the year 2009

RECEIPT	RELATIONSHIP TO FOUNDER	STATUS OF RECEIPT	PURPOSE OF CONTRIBUTION	AMOUNT
Aids Project La c/o Bin Johnson 7760 Romaine Street West Hollywood, CA 90046	N/A	TAX FREE	ANNUAL FUND	\$250
Bayou Bend Coll & Garden P O Box 6826 Houston, TX 77265-6826	N/A	TAX FREE	ANNUAL FUND	\$1,000
Biohouston 2555 Holly Hall, Suite 100 Houston, TX 77054	N/A	TAX FREE	ANNUAL FUND	\$500
Buffalo Bayou Partnership 1113 Vine Street, Suite 200 Houston, TX 77002	N/A	TAX FREE	ANNUAL FUND	\$250
Buffalo Bill Historical Center 720 Shendan Avenue Cody, WY 82414	N/A	TAX FREE	ANNUAL FUND	\$1,000
Child Advocates, Inc 2401 Portsmouth, Suite 210 Houston, TX 77098	N/A	TAX FREE	ANNUAL FUND	\$500
Chron's & Colitis Fnd of America 5120 Woodway, Suite 8008 Houston, TX 77056	N/A	TAX FREE	ANNUAL FUND	\$3,500
Communities In Schools 2150 W 18th Street, Suite 100 Houston, TX 77008	N/A	TAX FREE	ANNUAL FUND	\$500
Copper Street Brass Quintet 3317 20th Avenue South Minneapolis, MN 55407	N/A	TAX FREE	ANNUAL FUND	\$300
From The Ground Up 5215 Main Houston, TX 77002	N/A	TAX FREE	ANNUAL FUND	\$100
Grand Teton Nat'l Park P O Box 249 Moose, WY 83012-9902	N/A	TAX FREE	ANNUAL FUND	\$500
Greater Houston Community Foundation c/o Houston Country Club One Potomac Drive Houston, TX 77057,	N/A	TAX FREE	ANNUAL FUND	\$1,000
Harris County Hospital District Foundation 2525 Holly Hall Houston, TX 77054	N/A	TAX FREE	ANNUAL FUND	\$2,500
Hermann Eye Fund 6411 Fannin - 7 Jones Pavilion Houston, TX 77030	N/A	TAX FREE	ANNUAL FUND	\$5,000
Hermann Park Conservancy 6201-A Golf Course Drive Houston, TX 77030	N/A	TAX FREE	ANNUAL FUND	\$1,000
Holly Hall 2000 Holly Hall Street Houston, TX 77054	N/A	TAX FREE	ANNUAL FUND	\$250

SHADYWOOD FOUNDATION
YEAR ENDED 12-31-09

Paid during the year 2009

RECEIPT	RELATIONSHIP TO FOUNDER	STATUS OF RECEIPT	PURPOSE OF CONTRIBUTION	AMOUNT
Houston Aware-alzheimer c/o Alzheimer's Association 2242 W Holcombe Blvd Houston, TX 77030	N/A	TAX FREE	ANNUAL FUND	\$500
Houston Food Bank 3811 Eastex Freeway Houston, TX 77026	N/A	TAX FREE	ANNUAL FUND	\$4,000
Houston Museum Of Nat Sci One Hermann Circle Drive Houston, TX 77030-1799	N/A	TAX FREE	ANNUAL FUND	\$1,000
Houston Parks Board 2001 Kirby at San Felipe, Suite 814 Houston, TX 77019	N/A	TAX FREE	ANNUAL FUND	\$500
Houston Pi Beta Phi Foundation 9692 Westheimer Road, Suite 95 Houston, TX 77063	N/A	TAX FREE	ANNUAL FUND	\$200
Houstonpbs 4343 Elgin Houston, TX 77204-0008	N/A	TAX FREE	ANNUAL FUND	\$100
Hunt Fire Department P O Box 362 Hunt, TX 78024	N/A	TAX FREE	ANNUAL FUND	\$250
Huntington's Disease Soc c/o Ms Carmalee DeGeorge 2428 Pelham Houston, TX 77019	N/A	TAX FREE	ANNUAL FUND	\$250
Julia Ideson Library 2726 Bissonnet, #240-203 Houston, TX 77005	N/A	TAX FREE	ANNUAL FUND	\$2,600
Kinkaid School 201 Kinkaid School Drive Houston, TX 77024	N/A	TAX FREE	ANNUAL FUND	\$610
Komen N Texas Affiliate c/o Martha Touchstone 440 Crestview Point Lewisville, TX 75067	N/A	TAX FREE	ANNUAL FUND	\$250
Kuhf Houston Public Radio 4343 Elgin, Fl 3 Houston, TX 77204-0887	N/A	TAX FREE	ANNUAL FUND	\$200
Museum Of Fine Arts Housto 1001 Bissonnet Houston, TX 77005	N/A	TAX FREE	ANNUAL FUND	\$1,200
National Ms Society 8111 N Stadium, Suite 100 Houston, TX 77054 800-344-4867	N/A	TAX FREE	ANNUAL FUND	\$1,500
Open Door Mission Frnd 5803 Harnsburg Houston, TX 77011 713-921-7520	N/A	TAX FREE	ANNUAL FUND	\$1,000
Phi Beta Kappa Alumni Scholarship c/o Phi Beta Kappa Alumni Association P O Box 25283 Houston, TX 77265	N/A	TAX FREE	SCHOLARSHIP FUND	\$1,000
Randolph College 2500 Rivemont Avenue Lynchburg, VA 24503-1526	N/A	TAX FREE	ANNUAL FUND	\$2,000

SHADYWOOD FOUNDATION
YEAR ENDED 12-31-09

Paid during the year 2009

RECEIPT	RELATIONSHIP TO FOUNDER	STATUS OF RECEIPT	PURPOSE OF CONTRIBUTION	AMOUNT
The Rise School 8080 North Stadium Drive Houston, TX 77054	N/A	TAX FREE	ANNUAL FUND	\$2,500
River Oaks Garden Club 2503 Westheimer Houston, TX 77098-1321	N/A	TAX FREE	ANNUAL FUND	\$500
Salvation Army Women's Aux P O Box 131979 Houston, TX 77219	N/A	TAX FREE	ANNUAL FUND	\$825
St Lukes United Meth Church 3471 Westheimer P O Box 22013 Houston, TX 77227-2013	N/A	TAX FREE	ANNUAL FUND	\$24,083
Tanglewood Foundation 5757 Woodway, Suite 160 Houston, TX 77057-1590 713-781-1642	N/A	TAX FREE	ANNUAL FUND	\$250
Texas Public Policy Fnd c/o Stevens & Matthews 1177 West Loop South, Suite 600 Houston, TX 77027	N/A	TAX FREE	ANNUAL FUND	\$2,500
The Forge for Families 3150 Yellowstone Blvd Houston, TX 77054	N/A	TAX FREE	CAPITAL CAMPAIGN	\$500
The Navigators P O Box 6000 Colorado Springs, CO 80934-6000	N/A	TAX FREE	ANNUAL FUND	\$200
The Rose 12700 N Featherwood, Suite 260 Houston, TX 77034	N/A	TAX FREE	ANNUAL FUND	\$200
The Salvation Army 1500 Austin ST Houston, TX 77002	N/A	TAX FREE	ANNUAL FUND	\$300
The Seniors Place P O Box 4143 Houston, TX 77210	N/A	TAX FREE	ANNUAL FUND	\$500
United Way P O Box 3247 Houston, TX 77253-9907	N/A	TAX FREE	ANNUAL FUND	\$20,000
Univ Of Tx Health Science 7000 Fannin Street, 12th Floor Houston, TX 77225-0036	N/A	TAX FREE	ANNUAL FUND	\$10,000
Ut Law School Foundation 727 East Dean Keeton Street Austin, TX 78705	N/A	TAX FREE	ANNUAL FUND	\$2,500
Wheeler Avenue Inner City Visions 3826 Wheeler Avenue Houston, TX 77004	N/A	TAX FREE	ANNUAL FUND	\$500
TOTAL				<u>\$100,668</u>

SHADYWOOD FOUNDATION
YEAR ENDED 12-31-09

#76-0592215

APPROVED FOR FUTURE PAYMANT

RECEIPIENT	RELATIONSHIP TO FOUNDER	STATUS OF RECEIPT	PURPOSE OF CONTRIBUTION	
Caesar Kleberg Wildlife Research Institution Texas A&M University-Kingsville Kingsville, TX 78363	N/A	TAX FREE	ANNUAL FUND	\$1,000
Downtown Tellepsen Ymca c/o Tellepsen Construction 777 Benmar Dr Suite 400 Houston, TX 77070	N/A	TAX FREE	ANNUAL FUND	\$12,500
Forum Of Civics Foundation 2503 Westheimer Houston, TX 77098-1321	N/A	TAX FREE	ANNUAL FUND	\$500
Greater Houston Community Foundation c/o Houston Country Club One Potomac Drive Houston, TX 77057,	N/A	TAX FREE	ANNUAL FUND	\$1,000
Ham-tmc Library 1133 John Freeman Blvd Houston, TX 77030	N/A	TAX FREE	ANNUAL FUND	\$250
HCHD 2525 Holly Hall Houston, TX 77054	N/A	TAX FREE	ANNUAL FUND	\$5,250
Horation Alger Assoc 99 Canal Center Plaza, Suite 320 Alexandria, VA 22314	N/A	TAX FREE	ANNUAL FUND	\$5,000
Julia Ideson Library 2726 Bissonnet, #240-203 Houston, TX 77005	N/A	TAX FREE	ANNUAL FUND	\$900
Kuhf Houston Public Radio 4343 Elgin, FI 3 Houston, TX 77204-0887	N/A	TAX FREE	ANNUAL FUND	\$200
National Ms Society 8111 N Stadium Dr., Suite 100 Houston, TX 77054	N/A	TAX FREE	ANNUAL FUND	\$1,500

SHADYWOOD FOUNDATION
YEAR ENDED 12-31-09

#76-0592215

APPROVED FOR FUTURE PAYMANT

RECEIPIENT	RELATIONSHIP TO FOUNDER	STATUS OF RECEIPT	PURPOSE OF CONTRIBUTION	
Open Door Mission P O Box 9356 Houston, TX 77261	N/A	TAX FREE	ANNUAL FUND	\$1,000
Phi Beta Kappa Alumni Asso P O. Box 25283 Houston, TX 77265	N/A	TAX FREE	ANNUAL FUND	\$1,000
The Rise School 8080 North Stadium Drive Houston, TX 77054	N/A	TAX FREE	ANNUAL FUND	\$12,500
San Jacinto Museum Of Hist One Monument Circle La Porte, TX 77571	N/A	TAX FREE	ANNUAL FUND	\$1,000
Texas Children's Hospital Office of Development P O Box 300630 MC 4-4483 Houston, TX 77230-0630	N/A	TAX FREE	ANNUAL FUND	\$5,000
Texas Heart Institute PO Box 20345 Houston, TX 77225-345	N/A	TAX FREE	ANNUAL FUND	\$2,000
The Rise School 8080 North Stadium Drive Houston, TX 77054	N/A	TAX FREE	ANNUAL FUND	\$12,500
The Women's Fund 5353 West Alabama, Suite 615 Houston, TX 77056, 713-623-6543	N/A	TAX FREE	ANNUAL FUND	\$50
Theta Charity Antique Show 4212 San Felipe Houston, TX 77027,	N/A	TAX FREE	ANNUAL FUND	\$2,500
UNCF 723 Main Street, Suite 1010 Houston, TX 77002	N/A	TAX FREE	ANNUAL FUND	\$500
Ut Chancellor's Council 210 W 6th St , Suite 1.200 Austin, TX 78701-2901	N/A	TAX FREE	ANNUAL FUND	\$2,000

SHADYWOOD FOUNDATION
YEAR ENDED 12-31-09

#76-0592215

APPROVED FOR FUTURE PAYMANT

RECEIPIENT	RELATIONSHIP TO FOUNDER	STATUS OF RECEIPT	PURPOSE OF CONTRIBUTION	
Ut Law School Foundation 727 East Dean Keeton Street Austin, TX 78705	N/A	TAX FREE	ANNUAL FUND	\$2,500
Ymca Of Greater Houston 1600 Louisiana Street Houston, TX 77002	N/A	TAX FREE	ANNUAL FUND	\$5,000
Zoo Friends Of Houston c/o The Houston Zoo 1513 Cambridge Street Houston, TX 77030	N/A	TAX FREE	ANNUAL FUND	\$2,500
TOTAL APPROVED FOR FUTURE PAYMENT				<u>\$78,150</u>