Form **990-PF**

Department of the Treasury
Internal Revenue Service

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: BERT F WINSTON SR FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: PO BOX 522

City or town, state, and ZIP code: RICHMOND, TX 77406-0522

A Employer identification number 76-0662270

B Telephone number 281-342-3825

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 ▶[ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 216,249.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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))

		(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	675.		N/A	
	2 Check ▶[X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,645.	7,624.		STATEMENT 1
	4 Dividends and interest from securities	2,498.	2,498.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<25,728.>			
	b Gross sales price for all assets on line 6a 75,317.				
	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 or (loss)				
	11 Other income				
	12 **Total**. Add lines 1 through 11	<14,910.>	10,122.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,150.	1,575.		1,575.
	c Other professional fees STMT 4	709.	709.		0.
	17 Interest				
	18 Taxes STMT 5	55.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	137.	120.		17.
	24 **Total operating and administrative expenses**. Add lines 13 through 23	4,051.	2,404.		1,592.
	25 Contributions, gifts, grants paid	10,500.			10,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	14,551.	2,404.		12,092.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<29,461.>			
	b **Net investment income** (if negative, enter -0-)		7,718.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing				
2 Savings and temporary cash investments		142,089.	152,749.	152,749.
3 Accounts receivable ▶	6.			
Less: allowance for doubtful accounts ▶		73.	6.	6.
4 Pledges receivable ▶				
Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶				
Less: allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations				
b Investments - corporate stock	STMT 7	94,058.	55,849.	63,494.
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 8	1,845.	0.	0.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 **Total assets** (to be completed by all filers)		238,065.	208,604.	216,249.
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 **Total liabilities** (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds		0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		238,065.	208,604.	
30 **Total net assets or fund balances**		238,065.	208,604.	
31 **Total liabilities and net assets/fund balances**		238,065.	208,604.	

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	238,065.
2 Enter amount from Part I, line 27a	2	<29,461.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	208,604.
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	208,604.

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 STATEMENT A	P	VARIOUS	VARIOUS
b	SEE STATEMENT A	P	VARIOUS	VARIOUS
c	62 SHS DB COMMODITY INDEX		12/04/07	02/18/09
d	24 SHS DB COMMODITY INDEX		01/09/08	02/18/09
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	36,728.		37,991.	<1,263.>
b	38,589.		62,750.	<24,161.>
c				<178.>
d				<126.>
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<1,263.>
b				<24,161.>
c				<178.>
d				<126.>
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 — <25,728.>

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 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	11,752.	233,498.	.050330
2007	7,225.	242,513.	.029792
2006	6,853.	156,136.	.043891
2005	7,008.	124,602.	.056243
2004	5,442.	119,576.	.045511

2	Total of line 1, column (d)	2	.225767
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	.045153
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	216,860.
5	Multiply line 4 by line 3	5	9,792.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	77.
7	Add lines 5 and 6	7	9,869.
8	Enter qualifying distributions from Part XII, line 4	8	12,092.

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 instructions)

1a	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	77.
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	77.
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	77.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
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	0.
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	77.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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	
8a	Enter the states to which the foundation reports or with which it is registered (see 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)? *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

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

		Line	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 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 ▶ N/A

14 The books are in care of ▶ MR GARY POCHYLA Telephone no. ▶ 281-342-3825

Located at ▶ 2116 THOMPSONS HWY, STE 111, RICHMOND TX ZIP+4 ▶ 77469-5415

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 N/A

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.

			Line	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)?	N/A	1b		
	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 ▶ ______, ______, ______, ______				
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 instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
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.)*	N/A	3b		
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)*

		Yes	No
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)? ☐ 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)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
GARY POCHYLA P.O. BOX 522 RICHMOND, TX 774060522	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
BERT F WINSTON JR (DECEASED) P.O. BOX 522 RICHMOND, TX 774060522	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
KAREN CARR P.O. BOX 522 RICHMOND, TX 774060522	SECRETARY/DIRECTOR 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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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. If none, enter "NONE."

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

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

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 instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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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	69,107.
b	Average of monthly cash balances		1b	151,055.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	220,162.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	220,162.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	3,302.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	216,860.
6	**Minimum investment return.** Enter 5% of line 5		6	10,843.

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	10,843.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 77.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	77.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	10,766.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	10,766.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	10,766.

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	12,092.
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	12,092.
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	5	77.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	12,015.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				10,766.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			10,380.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 12,092.				
a Applied to 2008, but not more than line 2a			10,380.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,712.
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).)	0.			0.
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		0.		
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 instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				9,054.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	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				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

923581
02-02-10

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

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 9

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 STATEMENT 10				
Total			▶ 3a	10,500.
b *Approved for future payment*				
NONE				
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
	(a) Business code	(b) Amount	(c) Exclusion 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	7,645.	
4 Dividends and interest from securities			14	2,498.	
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	<25,728.>	
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)		0.		<15,585.>	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <15,585.>

(See worksheet in line 13 instructions 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).

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
		N/A	

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

b If "Yes," complete the following schedule.

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

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

Signature of officer or trustee — Date 5-12-2010 — Title President

Paid Preparer's Use Only

Preparer's signature Connie L. Estopinal	Date 5-10-10	Check if self-employed ☐
Firm's name (or yours if self-employed), address, and ZIP code: MOHLE ADAMS, 3900 ESSEX LANE, SUITE 1000, HOUSTON, TX 77027	EIN	Phone no. 713-629-1381

Preparer's identifying number

923622
02-02-10

Schedule D

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
	Short Gain												
946200	SPDR GOLD TRUST	78463V107	14.0000	2/29/2008	PURCHASE	2/18/2009	2009	Short	1,349.31	1,344.26	5.05		
946200	ISHARES BARCLAYS 7-10 YEAR TREASURY BOND FUND	464287440	28.0000	3/20/2008	PURCHASE	2/18/2009	2009	Short	2,680.99	2,590.00	90.99		
946200	ISHARES MSCI EMERGING MKT INDEX	464287234	15.0000	2/18/2009	PURCHASE	3/13/2009	2009	Short	344.55	333.00	11.55		
946200	BEARLINX ALERIAN MLP SEL	073902835	14.0000	2/18/2009	PURCHASE	6/11/2009	2009	Short	365.11	329.70	35.41		
946200	ISHARES MSCI EMERGING MKT INDEX	464287234	31.0000	2/18/2009	PURCHASE	7/6/2009	2009	Short	968.73	688.20	280.53		
946200	SPDR DJ WILSHIRE TOTAL MARKET	78464A805	23.0000	2/18/2009	PURCHASE	7/6/2009	2009	Short	1,492.89	1,324.80	168.09		
946200	PIMCO FOREIGN BOND FUND - IN	722005220	1.6650	3/13/2009		7/6/2009	2009	Short	15.15	13.07	2.08		
946200	ARTIO GLOBAL EQUITY FUND - I	04315J704	4.0880	3/13/2009		7/6/2009	2009	Short	113.42	92.63	20.79		
946200	ISHARES S&P GLBL ENERGY SECT	464287341	50.0000	2/18/2009	PURCHASE	7/6/2009	2009	Short	1,430.46	1,321.74	108.72		
946200	SPDR DJ WILSHIRE TOTAL MARKET	78464A805	3.0000	2/18/2009	PURCHASE	11/13/2009	2009	Short	239.39	172.80	66.59		
946200	ISHARES S&P GLBL ENERGY SECT	464287341	7.0000	2/18/2009	PURCHASE	11/13/2009	2009	Short	252.13	185.04	67.09		
946200	MARKET VECTORS GOLD	57060U100	9.0000	2/18/2009	PURCHASE	11/13/2009	2009	Short	437.30	333.54	103.76		

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
	MINERS												
946200	ISHARES MSCI EMERGING MKT INDEX	464287234	16.0000	2/18/2009	PURCHASE	11/13/2009	2009	Short	649.90	355.20	294 70		
946200	JP MORGAN ALERIAN MLP INDEX	46625H365	16.0000	6/11/2009	PURCHASE	11/13/2009	2009	Short	421.91	363.52	58.39		
946200	TEMPLETON EMERG MKTS INC FD	880192109	22.0000	2/18/2009	PURCHASE	11/13/2009	2009	Short	316.25	201.96	114.29		
946200	TEMPLETON EMERG MKTS INC FD	880192109	12.0000	3/13/2009	PURCHASE	11/13/2009	2009	Short	172.50	103.32	69.18		
946200	T ROWE PRICE EMERGING MKT BOND FD	77956H872	379.5730	3/13/2009		11/13/2009	2009	Short	4,767.44	3,769.15	998.29		
946200	FIDELITY FLOATING RATE HIGH INCOME	315916783	53.9370	3/13/2009		11/13/2009	2009	Short	500.00	430.42	69.58		
946200	PIMCO FOREIGN BOND FUND - IN	722005220	67.5020	3/13/2009		11/13/2009	2009	Short	700.00	529.89	170.11		
946200	THE ARBITRAGE FUND - I	03875R205	34.4560	3/13/2009		11/13/2009	2009	Short	450.00	419.33	30.67		
946200	ARTIO GLOBAL EQUITY FUND - I	04315J704	4.2940	3/13/2009		11/13/2009	2009	Short	150.00	97.30	52.70		
946200	HUSSMAN STRATEGIC GROWTH FUND	448108100	27.0270	3/13/2009		11/13/2009	2009	Short	350.00	346.22	3.78		
946200	TFS MARKET NEUTRAL FUND - SELECT	872407101	50.7530	3/13/2009		11/13/2009	2009	Short	775.00	656.75	118.25		
946200	ISHARES COHEN & STEERS RLTY	464287564	29.0000	2/18/2009	PURCHASE	11/13/2009	2009	Short	1,425.61	840.42	585.19		
									20,368.04	**16,842.26**	**3,525.78**		

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Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
	Short Loss												
946200	MARKET VECTORS - AMT FREE MUNI	57060U886	210.0000	2/29/2008	PURCHASE	2/18/2009	2009	Short	3,552.87	3,980.34	-427.47		
946200	MARKET VECTORS - AMT FREE MUNI	57060U886	135.0000	3/20/2008	PURCHASE	2/18/2009	2009	Short	2,283.98	2,557.71	-273.73		
946200	NEUBERGER BERMAN HY STRATEGIES FUND	64128C106	91.0000	3/12/2008	PURCHASE	2/18/2009	2009	Short	626.40	1,016.15	-389.75		
946200	NEUBERGER BERMAN HY STRATEGIES FUND	64128C106	16.0000	7/9/2008	PURCHASE	2/18/2009	2009	Short	110.14	170.56	-60.42		
946200	SPDR DJ WILSHIRE LRG CAP VAL	78464A508	14.0000	2/29/2008	PURCHASE	2/18/2009	2009	Short	584.78	1,060.26	-475.48		
946200	SPDR DJ WILSHIRE LRG CAP GRWTH	78464A409	21.0000	2/29/2008	PURCHASE	2/18/2009	2009	Short	709.17	1,123.61	-414.44		
946200	TEMPLETON RUSSIA & EAST EURO	88022F105	21.0000	8/20/2008	PURCHASE	2/18/2009	2009	Short	167.18	936.59	-769.41		
946200	PIMCO FOREIGN BOND FUND -A	722005196	313.7540	3/20/2008		3/13/2009	2009	Short	2,462.97	3,583.07	-1,120.10		
946200	PIMCO FOREIGN BOND FUND -A	722005196	26.6580	7/9/2008		3/13/2009	2009	Short	209.27	290.30	-81.03		
946200	PIMCO FOREIGN BOND FUND -A	722005196	212.7870	8/19/2008		3/13/2009	2009	Short	1,670.38	2,217.26	-546.88		
946200	PIMCO FOREIGN BOND FUND -A	722005196	81.4440	12/12/2008	REINVEST	3/13/2009	2009	Short	639.33	645.04	-5.71		
946200	MARKET VECTORS GOLD MINERS	57060U100	59.0000	2/18/2009	PURCHASE	7/6/2009	2009	Short	2,135.74	2,186.54	-50.80		
946200	TEMPLETON	880192109	40.0000	7/9/2008	PURCHASE	7/6/2009	2009	Short	459.14	537.60	-78.46		

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
	EMERG MKTS INC FD												
946200	ISHARES BARCLAYS 20+ YR TREAS	464287432	8.0000	2/18/2009	PURCHASE	11/13/2009	2009	Short	748.78	844.16	-95.38		
									16,360.11	**21,149.17**	**-4,789.06**		
	Long Gain												
946200	ISHARES BARCLAYS 7-10 YEAR TREASURY BOND FUND	464287440	12.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	1,148.99	1,053.72	95.27		
946200	SPDR GOLD TRUST	78463V107	40.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	3,855.18	3,158.80	696.38		
946200	SPDR GOLD TRUST	78463V107	8.0000	1/4/2008	PURCHASE	2/18/2009	2009	Long	771.04	680.96	90.08		
946200	TEMPLETON EMERG MKTS INC FD	880192109	102.0000	7/9/2008	PURCHASE	11/13/2009	2009	Long	1,466.25	1,370.87	95.38		
946200	TEMPLETON EMERG MKTS INC FD	880192109	48.0000	8/20/2008	PURCHASE	11/13/2009	2009	Long	690.00	662.42	27.58		
									7,931.46	**6,926.77**	**1,004.69**		
	Long Loss												
946200	NEUBERGER BERMAN HY STRATEGIES FUND	64128C106	258.0000	1/4/2008	PURCHASE	2/18/2009	2009	Long	1,775.93	3,059.08	-1,283.14		
946200	SPDR DJ WILSHIRE SM CAP GRWTH	78464A201	11.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	569.47	1,081.74	-512.27		
946200	SPDR DJ WILSHIRE SM CAP VAL	78464A300	15.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	529.35	1,000.65	-471.30		
946200	SPDR DJ WILSHIRE SM CAP VAL	78464A300	1.0000	1/4/2008	PURCHASE	2/18/2009	2009	Long	35.29	62.56	-27.27		

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
946200	SPDR DJ WILSHIRE LRG CAP GRWTH	78464A409	35.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	1,181.94	2,049.22	-867.28		
946200	IPATH MSCI INDIA INDEX	06739F291	10.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	279.90	1,019.70	-739.80		
946200	ISHARES MSCI BRAZIL	464286400	26.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	922.73	2,087.80	-1,165.07		
946200	ISHARES MSCI PACIFIC EX - JAPAN	464286665	93.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	2,027.39	5,138.25	-3,110.86		
946200	ISHARES FTSE/XINHUA CHINA 25	464287184	18.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	455.04	1,108.38	-653.34		
946200	ISHARES S&P LATIN AMERICA 40	464287390	17.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	421.26	857.07	-435.81		
946200	ISHARES DJ US ENERGY SECTOR	464287796	69.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	1,769.84	2,921.92	-1,152.08		
946200	ISHARES DJ US ENERGY SECTOR	464287796	12.0000	1/4/2008	PURCHASE	2/18/2009	2009	Long	307.80	542.00	-234.20		
946200	ISHARES S&P EUROPE 350	464287861	31.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	770.35	1,849.46	-1,079.11		
946200	SPDR DJ WILSHIRE LRG CAP VAL	78464A508	37.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	1,545.48	3,079.14	-1,533.66		
946200	SPDR DJ WILSHIRE LRG CAP VAL	78464A508	1.0000	1/4/2008	PURCHASE	2/18/2009	2009	Long	41.77	79.69	-37.92		

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946200	SPDR DJ WILSHIRE MID CAP GRWTH	78464A821	37.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	1,327.42	2,488.98	-1,161.56		
946200	SPDR DJ WILSHIRE MID CAP VAL	78464A839	38.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	1,123.74	2,161.44	-1,037.70		
946200	TEMPLETON RUSSIA & EAST EURO	88022F105	28.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	222.90	1,961.12	-1,738.22		
946200	ISHARES IBOXX$ INVEST GRADE CORP BOND FUND	464287242	2.0000	12/4/2007	PURCHASE	2/18/2009	2009	Long	197.57	212.84	-15.27		
946200	PIMCO FOREIGN BOND FUND -A	722005196	91.6800	12/4/2007		3/13/2009	2009	Long	719.68	1,009.40	-289.71		
946200	PIMCO FOREIGN BOND FUND -A	722005196	3.0000	12/12/2007	REINVEST	3/13/2009	2009	Long	23.55	31.35	-7.80		
946200	ING SENIOR INCOME FD-Q	44980V400	434.7640	12/4/2007		3/13/2009	2009	Long	3,647.67	6,338.86	-2,691.19		
946200	ING SENIOR INCOME FD-Q	44980V400	0.7480	12/20/2007	REINVEST	3/13/2009	2009	Long	6.28	10.87	-4.59		
946200	ING SENIOR INCOME FD-Q	44980V400	64.5040	1/4/2008		3/13/2009	2009	Long	541.19	935.95	-394.76		
946200	ING SENIOR INCOME FD-Q	44980V400	65.5220	1/4/2008	PURCHASE	3/13/2009	2009	Long	549.73	950.73	-401.00		
946200	BEARLINX ALERIAN MLP SEL	073902835	122.0000	12/4/2007	PURCHASE	6/11/2009	2009	Long	3,181.68	4,167.52	-985.84		
946200	ISHARES COHEN & STEERS RLTY	464287564	25.0000	12/4/2007	PURCHASE	7/6/2009	2009	Long	854.73	2,066.25	-1,211.52		
946200	ISHARES S&P EUROPE 350	464287861	5.0000	12/4/2007	PURCHASE	7/6/2009	2009	Long	151.30	298.30	-147.00		
946200	ISHARES JAPAN	464286848	136.0000	12/4/2007	PURCHASE	7/6/2009	2009	Long	1,268.85	1,901.20	-632.35		
946200	ISHARES JAPAN	464286848	65.0000	1/4/2008	PURCHASE	7/6/2009	2009	Long	606.43	842.35	-235.92		
946200	TEMPLETON EMERG MKTS	880192109	77.0000	1/4/2008	PURCHASE	7/6/2009	2009	Long	883.85	1,039.34	-155.49		

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Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
	INC FD												
946200	TEMPLETON EMERG MKTS INC FD	880192109	62.0000	3/12/2008	PURCHASE	7/6/2009	2009	Long	711.67	870.25	-158.58		
946200	ISHARES S&P EUROPE 350	464287861	5.0000	12/4/2007	PURCHASE	11/13/2009	2009	Long	198.29	298.30	-100.01		
946200	ISHARES IBOXX$ INVEST GRADE CORP BOND FUND	464287242	9.0000	12/4/2007	PURCHASE	11/13/2009	2009	Long	950.29	957.78	-7.49		
946200	ISHARES JAPAN	464286848	23.0000	1/4/2008	PURCHASE	11/13/2009	2009	Long	218.49	298.06	-79.57		
946200	ISHARES COHEN & STEERS RLTY	464287564	10.0000	12/4/2007	PURCHASE	11/13/2009	2009	Long	491.58	826.50	-334.91		
946200	ISHARES COHEN & STEERS RLTY	464287564	3.0000	1/4/2008	PURCHASE	11/13/2009	2009	Long	147.48	219.09	-71.61		
									30,657 91	55,823 14	-25,165 20		
								Total:	75,317 51	100,741 33	-25,423 79		

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHASE	7,624.
SALIENT TRUST TAX EXEMPT INTEREST	21.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,645.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SALIENT TRUST CO	2,498.	0.	2,498.
TOTAL TO FM 990-PF, PART I, LN 4	2,498.	0.	2,498.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MOHLE ADAMS LLP	3,150.	1,575.		1,575.
TO FORM 990-PF, PG 1, LN 16B	3,150.	1,575.		1,575.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	733.	733.		0.
COMMISSION FEE	<24.>	<24.>		0.
TO FORM 990-PF, PG 1, LN 16C	709.	709.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	55.	0.		0.
TO FORM 990-PF, PG 1, LN 18	55.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	34.	17.		17.
OFFICE EXPENSE	100.	100.		0.
K-1 OTHER DEDUCTIONS	3.	3.		0.
TO FORM 990-PF, PG 1, LN 23	137.	120.		17.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SALIENT TRUST CO INVESTMENTS	55,849.	63,494.
TOTAL TO FORM 990-PF, PART II, LINE 10B	55,849.	63,494.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DB COMMODITIES	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GARY POCHYLA, P O BOX 522, RICHMOND, TX 77406-0522

TELEPHONE NUMBER

281-342-3825

FORM AND CONTENT OF APPLICATIONS

REQUESTS MUST BE IN WRITING AND SHOULD INCLUDE THE ORGANIZATION REQUESTING, THE ORGANIZATION'S PURPOSE, THE SPECIFIC USE OF THE MONEY REQUESTED, AND DOCUMENTATION REGARDING THE CHARITABLE STATUS OF THE ORGANIZATION

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTED TO THE GEOGRAPHIC AREA IN OR AROUND RICHMOND, TEXAS

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CITY OF RICHMOND FIRE DEPT. 112 JACKSON ST. RICHMOND, TX 77469	FOR THE GENERAL FUND	OTHER PUBLIC CHARITY	1,000.
DUCKS UNLIMITED, INC. 915 FRONT ST. RICHMOND, TX 77406	FOR THE GENERAL FUND	OTHER PUBLIC CHARITY	2,500.
RICHMOND CITIZEN'S POLICE ACADEMY ALUMNI 600 PRESTON ST. RICHMOND, TX 77469	FOR THE GENERAL FUND	OTHER PUBLIC CHARITY	1,000.
FORT BEND COUNTY MUSEUM ASSOCIATION P.O. BOX 460 RICHMOND, TX 77469	FOR THE GENERAL FUND	OTHER PUBLIC CHARITY	1,000.
HISTORIC RICHMOND ASSOCIATION 214 MORTON ST. RICHMOND, TX 77469	FOR THE GENERAL FUND	OTHER PUBLIC CHARITY	1,000.
MORTON CEMETERY ASSOCIATION P.O. BOX 300 RICHMOND, TX 77406	FOR THE GENERAL FUND	OTHER PUBLIC CHARITY	2,500.
OAK HILL MISSIONARY BAPTIST CHURCH 21518 MORTON RD. RICHMOND, TX 77469	FOR THE GENERAL FUND	RELIGIOUS ORGANIZATI	1,000.
ROSENBERG RAILROAD MUSEUM ASSOCIATION P.O. BOX 607 ROSENBERG, TX 77471	FOR THE GENERAL FUND	OTHER PUBLIC CHARITY	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			10,500.