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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 The Robert L. and Barbara Zorich Family Foundation		A Employer identification number 76-0664404
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (713) 659-6100
	City or town Houston	State ZIP code TX 77002	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 10,892,595.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
SCANNED MAY 27 2010	1 Contributions, gifts, grants, etc, received (att sch)	2,000,000.			
	2 Ck <input type="checkbox"/> if the found is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	245,684.	245,684.	246,684.	
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-823,576.			
	b Gross sales price for all assets on line 6a	3,277,221.			
	7 Capital gain net income (from Part IV, line 2)		0.	0.	
	8 Net short-term capital gain			0.	
	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	1,422,121.	245,684.	246,684.		
ADMINISTRATIVE AND EXPENSES	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) See Line 18 Stmt	35,351.	3,358.		
	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	27,051.	27,051.			
24 Total operating and administrative expenses. Add lines 13 through 23	62,402.	30,409.			
25 Contributions, gifts, grants paid	372,200.			372,200.	
26 Total expenses and disbursements. Add lines 24 and 25	434,602.	30,409.		372,200.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	987,519.				
b Net investment income (if negative, enter -0-)		215,275.			
c Adjusted net income (if negative, enter -0-)			246,684.		

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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
A S S E T S	1 Cash — non-interest-bearing	2,039,667.	2,181,834.	2,181,834.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	15,670.	0.	
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	7,054,930.	7,917,360.	8,710,761.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe _____)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	9,110,267.	10,099,194.	10,892,595.	
L I A B I L I T I E S	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)			
N E T A S S E T S O R F U N D B A L A N C E S	<input type="checkbox"/> 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			
	<input checked="" type="checkbox"/> Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,110,267.	10,099,194.	
	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)	9,110,267.	10,099,194.	
	31 Total liabilities and net assets/fund balances (see the instructions)	9,110,267.	10,099,194.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,110,267.
2 Enter amount from Part I, line 27a	2	987,519.
3 Other increases not included in line 2 (itemize) <u>Partnership GAAP Income in excess of Taxable Income</u>	3	1,752.
4 Add lines 1, 2, and 3	4	10,099,538.
5 Decreases not included in line 2 (itemize) <u>Return of Capital</u>	5	344.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	10,099,194.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement Attached	P	Various	Various
b Caymus Energy Fund LP-Long term Capital Gain	P	Various	Various
c Caymus Energy Fund LP-Short Term Capital Gain	P	Various	Various
d Capital Gain Distributions	P	Various	Various
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 3,224,362.		4,096,895.	-872,533.
b			38,263.
c			-3,901.
d			14,595.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-872,533.
b			38,263.
c			-3,901.
d			14,595.
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-823,576.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>	3	-265,260.

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	401,116.	6,462,200.	0.062071
2007	235,000.	4,721,597.	0.049771
2006	107,670.	2,091,986.	0.051468
2005	41,133.	582,272.	0.070642
2004	108,848.	301,988.	0.360438

2 Total of line 1, column (d)	2	0.594390
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	0.118878
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,749,342.
5 Multiply line 4 by line 3	5	921,226.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,153.
7 Add lines 5 and 6	7	923,379.
8 Enter qualifying distributions from Part XII, line 4	8	372,200.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,306.
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	4,306.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,306.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	20,000.	
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	20,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,694.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 4,500. Refunded <input type="checkbox"/>	11	11,194.	

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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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?	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>	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 General Instruction G? <i>If 'No,' attach explanation</i>	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>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		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 L. Zorich</u> Telephone no <u>(713) 659-6100</u> Located at <u>1100 Louisiana, Ste 3150 Houston, TX</u> ZIP + 4 <u>77002</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>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)	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	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

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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)?**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?☐ 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**

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

X

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

X

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
Robert L. Zorich 1100 Louisiana Street, Suite 3150 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Barbara L. Zorich 1100 Louisiana Street, Suite 3150 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Bret A. Zorich 1100 Louisiana Street, Suite 3150 Houston, TX 77002	Trustee 1.00	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

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		
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 N/A	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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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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	6,785,450.
b Average of monthly cash balances	1b	1,081,902.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	7,867,352.
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	0.
3 Subtract line 2 from line 1d	3	7,867,352.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	118,010.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,749,342.
6 Minimum investment return. Enter 5% of line 5	6	387,467.

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	387,467.
2a Tax on investment income for 2009 from Part VI, line 5	2a	4,306.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,306.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	383,161.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	383,161.
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	383,161.

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	372,200.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	372,200.
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	372,200.

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				383,161.
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	94,253.			
b From 2005	41,133.			
c From 2006	0.			
d From 2007	0.			
e From 2008	93,716.			
f Total of lines 3a through e	229,102.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$ 372,200.				
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				372,200.
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	229,102.			
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				10,961.
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)	94,253.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	134,849.			
10 Analysis of line 9:				
a Excess from 2005	41,133.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	93,716.			
e Excess from 2009	0.			

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)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .

b 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a 'Assets' alternative test – enter:

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

- ### 1 Information Regarding Foundation Managers:

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

Robert L and Barbara Zorich

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

None

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

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

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

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Statement Attached				372,200.
Total				372,200.
<i>b Approved for future payment</i>				
Total				

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		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.

[illegible]

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

☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

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.

SIGN
HERE

Signature of officer or trustee <u><i>Robert J. Bond</i></u>		Date <u>5/12/10</u>		Title _____	
Paid Pre- parer's Use Only	Preparer's signature <u><i>Jay E. Red</i></u>		Date <u>5/10/10</u>		Check if self-employed <input checked="" type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number (See Signature in the instrs)		P00751116
	<u>Jay E. Red, CPA</u> <u>One Sugar Creek Center Boulevard, Suite 970</u> <u>Sugar Land TX 77478</u>		EIN <u>76-0262208</u>		Phone no <u>(281) 565-9200</u>

BAA

Form 990-PF (2009)

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

The Robert L. and Barbara Zorich Family Foundation

Employer identification number

76-0664404

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

The Robert L. and Barbara Zorich Family Foundation

76-0664404

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Robert L and Barbara L Zorich 1100 Louisiana Street, Suite 3150 Houston TX 77002	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Quantity	Description	Book Value	Fair Market Value
3,795 0000	Cenveo Inc	13,420.37	33,206 25
3,843 4940	Columbia Value and Restructuri	190,196 59	164,463.11
2,700 0000	Currencyshares Canadian Dollar	247,274.14	256,095 00
2,400.0000	Currencyshares Japanese Yen	247,256.95	255,864.00
2,278.9830	Dodge & Cox Intl Stock	79,682.69	72,585 61
1,417.0560	Harbor International Fund	78,858.51	77,753 86
14,039 2690	Ishares MSCI Australia Index F	200,678.49	320,656 90
4,937 5712	Ishares MSCI Brazil Index Fund	218,861.33	368,392.19
11,748 1608	Ishares MSCI Canada Index Fund	209,551.41	309,329 07
85,383 3050	IVA Worldwide Fund CI I	1,040,427.78	1,252,573 08
6,690 5940	Longleaf Partners Fund	208,282.10	161,176 41
8,132 0330	Longleaf Small Cap Fund	214,846.43	177,034 36
10,257.2770	Matthews Pacific Tiger Fund	123,055 82	197,247 44
8,617.5020	Mutual Shares Fund CI Z	207,505.26	165,369 86
117,235 4150	PIMCO Commodity Real Return	938,504.94	970,709 24
38,953.3570	PIMCO Corporate Bond Fund	380,509 97	425,760 19
35,477 8460	PIMCO Real Return Bond	388,881 86	382,805 96
36,995.0500	PIMCO Total Return	388,952.36	399,546.54
16,862 4680	Royce Total Return Fund	212,334 56	182,283 28
4,490 2910	Selected American Shares	203,205 99	167,398 05
8,160 0000	SPDR Gold Trust	708,925.37	875,649 60
31,716 1410	Templeton Global Bond Fund	363,310.59	402,477 83
3,486 5580	Third Avenue Value Fund	197,839 32	161,497 37
2,710 8040	UMB Scout Worldwide Fund	62,386 58	78,992 83
3,657 4640	Van Eck Global Hard Assets Fun	107,310 00	149,663 43
9,240 8010	Van Eck Intl Investors Gold Fu	114,159 55	174,835 95
17,554.4770	Vanguard Pacific Stock	213,674 97	169,927 34
Totals		7,559,893.93	8,353,294.75

Quantity	Description	How Purchased P-Purchased D-Donated	Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
Short-Term Capital Gains and Losses							
10335 517	Franklin Mutual Recovery	P	01/08/2008	01/02/2009	80,289 00	131,000 00	(50,711 00)
1 816	Franklin Mutual Recovery	P	12/10/2008	01/02/2009	14 00	14 00	0 00
29 417	Franklin Mutual Recovery	P	12/10/2008	01/02/2009	229 00	223 00	6 00
839.309	Franklin Mutual Recovery	P	12/10/2008	01/02/2009	6,520 00	6,354 00	166 00
30940.407	PIMCO All Asset All Authority	P	11/05/2008	04/09/2009	287,390 00	289,008 00	(1,618 00)
414 26	PIMCO All Asset All Authority	P	12/10/2008	04/09/2009	3,848 00	3,749 00	99 00
1055.867	PIMCO All Asset All Authority	P	12/30/2008	04/09/2009	9,807 00	9,777 00	30 00
208 26	PIMCO All Asset All Authority	P	03/19/2009	04/09/2009	1,934 00	1,864 00	70 00
208.092	PIMCO Dev Mkts Local Currencies	P	04/30/2008	04/09/2009	1,756 00	2,272 00	(516 00)
209 046	PIMCO Dev Mkts Local Currencies	P	05/30/2008	04/09/2009	1,764 00	2,308 00	(544 00)
204.483	PIMCO Dev Mkts Local Currencies	P	06/30/2008	04/09/2009	1,726 00	2,239 00	(513 00)
217 428	PIMCO Dev Mkts Local Currencies	P	07/31/2008	04/09/2009	1,835 00	2,424 00	(589 00)
283 832	PIMCO Dev Mkts Local Currencies	P	08/29/2008	04/09/2009	2,395 00	3,028 00	(633 00)
218 262	PIMCO Dev Mkts Local Currencies	P	09/30/2008	04/09/2009	1,842 00	2,165 00	(323 00)
283 441	PIMCO Dev Mkts Local Currencies	P	10/31/2008	04/09/2009	2,392 00	2,489 00	(97 00)
244 807	PIMCO Dev Mkts Local Currencies	P	11/28/2008	04/09/2009	2,066 00	2,051 00	15 00
579 305	PIMCO Dev Mkts Local Currencies	P	12/10/2008	04/09/2009	4,889 00	4,727 00	162 00
1042 027	PIMCO Dev Mkts Local Currencies	P	12/10/2008	04/09/2009	8,794 00	8,503 00	291 00
210 572	PIMCO Dev Mkts Local Currencies	P	12/31/2008	04/09/2009	1,777 00	1,781 00	(4 00)
183 337	PIMCO Dev Mkts Local Currencies	P	01/30/2009	04/09/2009	1,547 00	1,483 00	64 00
177 872	PIMCO Dev Mkts Local Currencies	P	02/27/2009	04/09/2009	1,501 00	1,386 00	115 00
164 839	PIMCO Dev Mkts Local Currencies	P	03/31/2009	04/09/2009	1,391 00	1,330 00	61 00
35812 01	PIMCO Fundamental Advantage TR	P	06/06/2008	04/09/2009	161,132 00	354,588 00	(193,456 00)
21 068	PIMCO Fundamental Advantage TR	P	06/19/2008	04/09/2009	95 00	205 00	(110 00)
12 821	PIMCO Fundamental Advantage TR	P	09/18/2008	04/09/2009	58 00	128 00	(70 00)
42865 651	PIMCO Fundamental Advantage TR	P	12/10/2008	04/09/2009	192,869 00	183,036 00	9,833 00
142 513	PIMCO Fundamental Advantage TR	P	12/30/2008	04/09/2009	641 00	647 00	(6 00)
32735 171	PIMCO Total Return	P	06/05/2008	04/09/2009	332,224 00	352,269 00	(20,045 00)
1213 185	Prudent Global Income	P	06/30/2008	04/21/2009	13,867 00	16,293 00	(2,426 00)
517 011	Prudent Global Income	P	09/30/2008	04/21/2009	5,909 00	6,421 00	(512 00)
2289 795	Prudent Global Income	P	12/04/2008	04/21/2009	26,172 00	25,852 00	320 00
188 745	T Rowe Price Cap App Fund	P	12/12/2008	04/09/2009	2,699 00	2,520 00	179 00
512 309	T Rowe Price Cap App Fund	P	12/12/2008	04/09/2009	7,325 00	6,839 00	486 00
395 026	Third Ave Real Estate	P	12/23/2008	04/09/2009	5,640 00	5,673 00	(33 00)
3500	Van Eck Global Hard A	P	04/09/2009	04/21/2009	101,065 00	102,690 00	(1,625 00)
8400	Van Eck Intl Investor	P	04/09/2009	04/21/2009	98,566 00	101,892 00	(3,326 00)
Total Short-Term Capital Gains and Losses					1,373,968.00	1,639,228.00	(265,260.00)
Long-Term Capital Gains and Losses							
15870 699	Franklin Mutual Recovery	P	01/04/2007	01/02/2009	123,288 00	227,000 00	(103,712 00)
85 92	Franklin Mutual Recovery	P	06/15/2007	01/02/2009	667 00	1,339 00	(672 00)
147 916	Franklin Mutual Recovery	P	06/15/2007	01/02/2009	1,149 00	2,306 00	(1,157 00)
200.852	Franklin Mutual Recovery	P	06/15/2007	01/02/2009	1,560 00	3,131 00	(1,571 00)
121 898	Franklin Mutual Recovery	P	12/12/2007	01/02/2009	947 00	1,647 00	(700 00)
233 658	Franklin Mutual Recovery	P	12/12/2007	01/02/2009	1,815 00	3,157 00	(1,342 00)
496.283	Franklin Mutual Recovery	P	12/12/2007	01/02/2009	3,855 00	6,705 00	(2,850 00)
10709 68	PIMCO Dev Mkts Local Currencies	P	01/04/2007	04/09/2009	90,382 00	114,000 00	(23,618 00)
38 012	PIMCO Dev Mkts Local Currencies	P	01/31/2007	04/09/2009	321 00	402 00	(81 00)
40 56	PIMCO Dev Mkts Local Currencies	P	02/28/2007	04/09/2009	342 00	432 00	(90 00)
42.763	PIMCO Dev Mkts Local Currencies	P	03/30/2007	04/09/2009	361 00	461 00	(100 00)
48 392	PIMCO Dev Mkts Local Currencies	P	04/30/2007	04/09/2009	408 00	531 00	(123 00)
31 787	PIMCO Dev Mkts Local Currencies	P	05/31/2007	04/09/2009	268 00	352 00	(84 00)
46 764	PIMCO Dev Mkts Local Currencies	P	06/29/2007	04/09/2009	395 00	517 00	(122 00)
44.839	PIMCO Dev Mkts Local Currencies	P	07/31/2007	04/09/2009	378 00	498 00	(120 00)
50 477	PIMCO Dev Mkts Local Currencies	P	08/31/2007	04/09/2009	426 00	550 00	(124 00)
40 797	PIMCO Dev Mkts Local Currencies	P	09/28/2007	04/09/2009	344 00	464 00	(120 00)
44 997	PIMCO Dev Mkts Local Currencies	P	10/31/2007	04/09/2009	380 00	529 00	(149 00)
45 948	PIMCO Dev Mkts Local Currencies	P	11/30/2007	04/09/2009	388 00	533 00	(145 00)
69 896	PIMCO Dev Mkts Local Currencies	P	12/12/2007	04/09/2009	590 00	744 00	(154 00)
1016 186	PIMCO Dev Mkts Local Currencies	P	12/12/2007	04/09/2009	8,576 00	10,812 00	(2,236 00)
44 89	PIMCO Dev Mkts Local Currencies	P	12/31/2007	04/09/2009	379 00	474 00	(95 00)
53617.215	PIMCO Dev Mkts Local Currencies	P	01/08/2008	04/09/2009	452,492 00	570,000 00	(117,508 00)
207 599	PIMCO Dev Mkts Local Currencies	P	01/31/2008	04/09/2009	1,752 00	2,215 00	(463 00)

Quantity	Description	How Purchased		Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
		P-Purchased	D-Donated					
221 036	PIMCO Dev Mkts Local Currencies	P		02/29/2008	04/09/2009	1,865 00	2,394 00	(529 00)
208 442	PIMCO Dev Mkts Local Currencies	P		03/31/2008	04/09/2009	1,759 00	2,253 00	(494 00)
9136 75	PIMCO Total Return	P		01/08/2008	04/09/2009	92,727 00	99,000 00	(6,273 00)
9602 035	Prudent Global Income	P		09/09/2005	04/21/2009	109,751.00	111,960 00	(2,209 00)
12129 145	Prudent Global Income	P		10/05/2005	04/21/2009	138,636 00	139,000 00	(364 00)
171 135	Prudent Global Income	P		12/29/2005	04/21/2009	1,956 00	1,978 00	(22 00)
497.685	Prudent Global Income	P		12/29/2005	04/21/2009	5,689 00	5,753 00	(64 00)
15189 873	Prudent Global Income	P		01/04/2006	04/21/2009	173,620 00	180,000 00	(6,380 00)
16048 599	Prudent Global Income	P		01/04/2007	04/21/2009	183,435 00	198,682 00	(15,247 00)
219 387	Prudent Global Income	P		03/31/2008	04/21/2009	2,508 00	3,019 00	(511 00)
10985 044	T. Rowe Price Cap App Fund	P		01/04/2007	04/09/2009	157,057 00	227,000 00	(69,943 00)
11 54	T. Rowe Price Cap App Fund	P		12/18/2007	04/09/2009	165 00	228 00	(63 00)
294 49	T. Rowe Price Cap App Fund	P		12/18/2007	04/09/2009	4,210 00	5,822 00	(1,612 00)
527 86	T. Rowe Price Cap App Fund	P		12/18/2007	04/09/2009	7,547 00	10,436 00	(2,889 00)
6179 273	T. Rowe Price Cap App Fund	P		01/08/2008	04/09/2009	88,347 00	119,000 00	(30,653 00)
6587 837	Third Ave Real Estate	P		01/04/2007	04/09/2009	94,051 00	227,000 00	(132,949 00)
40 255	Third Ave Real Estate	P		12/19/2007	04/09/2009	575 00	1,100 00	(525 00)
143 423	Third Ave Real Estate	P		12/19/2007	04/09/2009	2,048.00	3,920 00	(1,872 00)
743 633	Third Ave Real Estate	P		12/19/2007	04/09/2009	10,616 00	20,323 00	(9,707 00)
5769 565	Third Ave Real Estate	P		01/08/2008	04/09/2009	82,369 00	150,000 00	(67,631 00)
Total Long-Term Capital Gains and Losses						1,850,394.00	2,457,667.00	(607,273.00)
Total Gains and Losses						3,224,362.00	4,096,895.00	(872,533.00)

	Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
1	Adams Camp 6767 South Spruce St., Ste. 102 Centennial, CO 80112	N/A	Public Charity	Unrestricted use by Adams Camp	Person or Business <input checked="" type="checkbox"/> 10,000.00
2	American Cancer Society 7707 Fannin Street Houston, Texas 77054-1926	N/A	Public Charity	Unrestricted use by American Cancer Society	Person or Business <input checked="" type="checkbox"/> 200.00
3	Bridges To Life P.O. Box 19039 Houston, Texas 77224-9039	N/A	Public Charity	Unrestricted use by Bridges To Life	Person or Business <input checked="" type="checkbox"/> 10,000.00
4	CanCare 9575 Katy Freeway, Ste 428 Houston, Texas 77024	N/A	Public Charity	Unrestricted use by CanCare	Person or Business <input checked="" type="checkbox"/> 10,000.00
5	Covenant House 1111 Lovett Blvd. Houston, Texas 77006-3898	N/A	Public Charity	Unrestricted use by Covenant House	Person or Business <input checked="" type="checkbox"/> 1,500.00
6	Cystic Fibrosis Foundation 50 Briar Hollow Lane, Ste 310W Houston, Texas 77027	N/A	Public Charity	Unrestricted use by Cystic Fibrosis Foundation	Person or Business <input checked="" type="checkbox"/> 30,000.00
7	Day of Golf for Kids 5810 Wilson Road, Ste 112 Humble, Texas 77396	N/A	Public Charity	Unrestricted use by Day of Golf for Kids	Person or Business <input checked="" type="checkbox"/> 25,000.00
8	Goodfellows P.O. Box 4260 Houston, Texas 77098	N/A	Public Charity	Unrestricted use by Goodfellows	Person or Business <input checked="" type="checkbox"/> 1,000.00
9	Holy Spirit Episcopal Church 12535 Perthshire Rd. Houston, Texas 77024	N/A	Public Charity	Unrestricted use by Holy Spirit Episcopal Church	Person or Business <input checked="" type="checkbox"/> 108,000.00
10	Houston Ronald McDonald House 1907 Holcombe Blvd. Houston, Texas 77030-4123	N/A	Public Charity	Unrestricted use by Houston Ronald McDonald House	Person or Business <input checked="" type="checkbox"/> 2,500.00
11	I Have a Dream Houston 3000 Richmond Ave., Ste 360 Houston, Texas 77098	N/A	Public Charity	Unrestricted use by I Have a Dream Houston	Person or Business <input checked="" type="checkbox"/> 20,000.00
12	Memorial Assistance Ministries 1625 Blalock Road Houston, Texas 77080	N/A	Public Charity	Unrestricted use by Memorial Assistance Ministries	Person or Business <input checked="" type="checkbox"/> 16,000.00
13	Memorial Hermann Hospital 9401 Southwest Freeway, Ste 401 Houston, Texas 77074	N/A	Public Charity	Unrestricted use by Memorial Hermann Hospital	Person or Business <input checked="" type="checkbox"/> 1,000.00
14	Small Voices Foundation, Inc. 7 Paper Mill Place, NW Atlanta, Georgia 30318	N/A	Public Charity	Unrestricted use by Small Voices Foundation, Inc.	Person or Business <input checked="" type="checkbox"/> 2,000.00
15	Star of Hope 6897 Ardmore Street Houston, Texas 77054-2307	N/A	Public Charity	Unrestricted use by Star of Hope	Person or Business <input checked="" type="checkbox"/> 5,000.00
16	Texas Children's Hospital P.O. Box 300630, MC 4-4483 Houston, Texas 77230-0630	N/A	Public Charity	Unrestricted use by Texas Children's Hospital	Person or Business <input checked="" type="checkbox"/> 5,000.00

	Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
17	Thunderbird School 15249 North 59th Ave. Glendale, AZ 85306-6000	N/A	Public Charity	Unrestricted use by Thunderbird School	Person or Business <input checked="" type="checkbox"/> 25,000 00
18	United Way of Greater Houston 50 Waugh Drive Houston, Texas 77007-5813	N/A	Public Charity	Unrestricted use by United Way of Greater Houston	Person or Business <input checked="" type="checkbox"/> 15,000 00
19	Univ of California Santa Barbara Fnd UC Santa Barbara Santa Barbara, CA 93106-2013	N/A	Public Charity	Unrestricted use by Univ of California Santa Barbara Fnd	Person or Business <input checked="" type="checkbox"/> 50,000 00
20	WorkFaith Connection 1500 North Post Oak Rd., Ste 150 Houston, Texas 77055	N/A	Public Charity	Unrestricted use by WorkFaith Connection	Person or Business <input checked="" type="checkbox"/> 35,000.00

Total

372,200.00

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
2009 Federal Excise Tax	20,000.			
2008 Federal Excise Tax	11,993.			
Foreign	3,358.	3,358.		
Total	35,351.	3,358.		

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
Investment Fees	22,377.	22,377.		
Partnership Investment Expenses	4,674.	4,674.		
Total	27,051.	27,051.		

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person ... <input type="checkbox"/> Business ... <input type="checkbox"/> Brynley Zorich Todd 5106 Tangle Lane, Houston, TX 77002	Trustee 5.00	0.	0.	0.
Person ... <input type="checkbox"/> Business ... <input type="checkbox"/> Robert M. Zorich 1100 Louisiana Street, Suite 3150 Houston, TX 77002	Trustee 1.00	0.	0.	0.

Total

0. 0. 0.

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Caymus Energy Fund	357,466.	357,466.
See Statement Attached	7,559,894.	8,353,295.
Total	7,917,360.	8,710,761.