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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 01-01-2009 , and ending 12-31-2009

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 QUAIL ROOST FOUNDATION		A Employer identification number 76-0754268	
	Number and street (or P O box number if mail is not delivered to street address) PO BOX 114		Room/suite	B Telephone number (see page 10 of the instructions) (575) 770-8247
	City or town, state, and ZIP code SAN CRISTOBAL, NM 87564			

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 2,980,022

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) _ (Part I, column (d) must be on cash basis.)

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




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

☐ 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 ▶ ☐

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,209,252			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,421	9,421	9,421	
	4 Dividends and interest from securities.	38,328	38,328	38,328	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-38,523			
	b Gross sales price for all assets on line 6a _____ 1,077,460				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain			30,997	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,218,478	47,749	78,746	
	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 schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	703	703		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	1,738			1,738
	21 Travel, conferences, and meetings	4,627			4,627
	22 Printing and publications				
	23 Other expenses (attach schedule)	18,079	11,835		6,244
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	25,147	12,538		12,609
	25 Contributions, gifts, grants paid	203,000			203,000
	26 Total expenses and disbursements. Add lines 24 and 25	228,147	12,538		215,609
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	990,331			
	b Net investment income (if negative, enter -0-)		35,211		
	c Adjusted net income (if negative, enter -0-)			78,746	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	210,188	794,542	794,542
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	979	297	297
	10a	Investments—U S and state government obligations (attach schedule)	67,562	38,829	39,578
	b	Investments—corporate stock (attach schedule)	1,365,250	 1,740,862	1,754,276
	c	Investments—corporate bonds (attach schedule).	318,014	 379,839	391,329
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,961,993	2,954,369	2,980,022	
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)		 2,045	
	23	Total liabilities (add lines 17 through 22)		2,045	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,961,993	2,952,324	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,961,993	2,952,324	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,961,993	2,954,369	

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)	11,961,993
2	Enter amount from Part I, line 27a	2,990,331
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4,2,952,324
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6,2,952,324

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 Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-38,523
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	30,997

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	93,915	1,863,504	0 050397
2007	88,677	1,969,396	0 045028
2006	74,000	657,352	0 112573
2005	52,500	308,936	0 169938
2004	48,500	20,998	2 309744

2	Total of line 1, column (d).	2	2 687680
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 537536
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	1,866,678
5	Multiply line 4 by line 3.	5	1,003,407
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	352
7	Add lines 5 and 6.	7	1,003,759
8	Enter qualifying distributions from Part XII, line 4.	8	215,609

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a 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 instructions)			
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	704
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	
3 Add lines 1 and 2.		3	704
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	704
6 Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,000
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	1,000
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	296
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 296 Refunded		11	

Part VII-A Statements Regarding Activities			
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?			Yes No
		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NM			
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	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	Yes

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of KERRY HEUBECK Telephone no (575) 770-8247 Located at PO BOX 114 SAN CRISTOBAL NM ZIP+4 87564			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII Information About Officers and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
--	----------

1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
--	--------

1	N/A	
2		
	All other program-related investments See page 24 of the instructions	
3		

Total. Add lines 1 through 3.

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,583,169
b	Average of monthly cash balances.	1b	311,936
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,895,105
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,895,105
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	28,427
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,866,678
6	Minimum investment return. Enter 5% of line 5.	6	93,334

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	93,334
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	704
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	704
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	92,630
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	92,630
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	92,630

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	215,609
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	215,609
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	215,609
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1		Distributable amount for 2009 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2008			
a		Enter amount for 2008 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2009			
a		From 2004. 39,893			
b		From 2005. 37,348			
c		From 2006. 41,905			
d		From 2007.			
e		From 2008. 1,737			
f		Total of lines 3a through e. 120,883			
4		Qualifying distributions for 2009 from Part XII, line 4 ➤ \$ 215,609			
a		Applied to 2008, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c		Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d		Applied to 2009 distributable amount. 92,630			
e		Remaining amount distributed out of corpus 122,979			
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 5 243,862			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
c		Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d		Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			
e		Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			
f		Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 0			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8		Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions). 39,893			
9		Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 203,969			
10		Analysis of line 9			
a		Excess from 2005. 37,348			
b		Excess from 2006. 41,905			
c		Excess from 2007.			
d		Excess from 2008. 1,737			
e		Excess from 2009. 122,979			

Part XIV

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

KERRY HEUBECK

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	203,000
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
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	9,421	
4 Dividends and interest from securities.			14	38,328	
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	-38,523	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				9,226	
13 Total. Add line 12, columns (b), (d), and (e).					9,226

[illegible]

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.				
*****			2010-05-14	
Signature of officer or trustee			Title	

Paid Preparer's Use Only	Preparer's Signature FRED L DOERR CPA	Date 2010-05-14	Check if self-employed <input checked="" type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code		EIN	
	PURVIS GRAY & COMPANY 2347 SE 17TH STREET OCALA, FL 34471		Phone no (352) 732-3872	

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 organization QUAIL ROOST FOUNDATION	Employer identification number 76-0754268
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading 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).

Name of organization QUAIL ROOST FOUNDATION	Employer identification number 76-0754268
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KERRY HEUBECK PO BOX 114 SAN CRISTOBAL, NM 87564	\$ 1,209,252	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)

Name of organization QUAIL ROOST FOUNDATION	Employer identification number 76-0754268
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Part II

Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>

Name of organization QUAIL ROOST FOUNDATION	Employer identification number 76-0754268
--	--

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div> <div></div>	<div></div> <div></div> <div></div>	
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div> <div></div>	<div></div> <div></div> <div></div>	
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div> <div></div>	<div></div> <div></div> <div></div>	
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div> <div></div>	<div></div> <div></div> <div></div>	
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

Additional Data

Software ID: 09000034

Software Version: 09500950

EIN: 76-0754268

Name: QUAIL ROOST FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CALL ACE NOV 0050	P	2009-11-11	2009-07-15
AMERICAN HIG INCOM TR A	P	2009-07-29	2009-11-05
BROADCOM CORP CALIF CL A	P	2008-10-10	2009-04-20
CD CAPITAL ONE BK USA	P	2007-12-31	2009-02-09
CONTINENTAL AIRLS CLB	P	2008-10-10	2009-01-20
DONALDSON CO INC	P	2008-12-02	2009-11-23
GILEAD SCIENCES INC COM	P	2009-01-26	2009-03-11
KULICKE&SOFFA INDUST	P	2008-10-10	2009-02-20
MFB NORTHN FDS LARGE CAP VALUE	P	2008-01-01	2009-09-28
NASDAQ OMX GRP INC	P	2008-10-10	2009-02-13
PLEXUS CORP COM	P	2008-10-10	2009-04-20
SALESFORCE COM INC	P	2008-11-24	2009-04-20
TRIUMPH GROUP INC NEW	P	2008-10-10	2009-03-05
YUM BRANDS INC	P	2009-09-09	2009-11-09
ACE LIMITED	P	2008-10-14	2009-11-11
AMERICAN HIG INCOM TR A	P	2009-08-28	2009-11-05
BUCKEYE PARTNERS LP	P	2008-11-25	2009-02-09
CD CAPITAL ONE BK USA	P	2007-12-31	2009-02-09
COPA HOLDINGS S A CL A	P	2009-01-20	2009-07-15
DONALDSON CO INC	P	2008-10-10	2009-09-25
GOOGLE INC CL A	P	2008-10-10	2009-02-24
MAGELLAN HEALTH SERVICES	P	2008-10-10	2009-01-20
MFB NORTHN FDS LARGE CAP VALUE	P	2008-01-01	2009-10-14
NOKIA CORP SPON ADR	P	2008-10-14	2009-10-20
PPG INDUSTRIES INC SHS	P	2009-03-05	2009-04-20
SCHLUMBERGER LTD	P	2008-10-10	2009-09-25
TRIUMPH GROUP INC NEW	P	2008-10-10	2009-06-16
ADJUSTMENT TO LOSS ON SALES	P	2008-01-01	2009-12-31
AMERICAN HIG INCOM TR A	P	2009-09-28	2009-11-05
CAL NKE JAN 0065	P	2009-12-21	2009-09-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
460		1,093	-633
10		10	
418		274	144
30,616		30,000	616
2,725		1,562	1,163
4,105		3,193	912
1,321		1,458	-137
756		1,536	-780
22,068		37,963	-15,895
1,340		1,566	-226
1,330		1,064	266
223		159	64
843		838	5
3,568		3,355	213
10,415		9,522	893
444		423	21
4,195		3,543	652
35,589		35,000	589
2,137		1,546	591
2,269		2,117	152
343		330	13
2,650		2,614	36
15,000		24,007	-9,007
7,889		10,625	-2,736
1,859		1,238	621
1,668		1,639	29
1,636		1,257	379
682		1	681
423		422	1
540		495	45

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-633
			144
			616
			1,163
			912
			-137
			-780
			-15,895
			-226
			266
			64
			5
			213
			893
			21
			652
			589
			591
			152
			13
			36
			-9,007
			-2,736
			621
			29
			379
			681
			1
			45

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CD DISCOVER BANK	P	2007-02-05	2009-02-09
COPA HOLDINGS S A CL A	P	2009-03-05	2009-07-15
DU PONT E I DE NEMOURS	P	2008-10-14	2009-02-24
HONEYWELL INTL INC DEL	P	2009-09-09	2009-11-09
MAGELLAN MIDSTREAM	P	2008-11-25	2009-02-09
MFB NORTHN FDS LARGE CAP VALUE	P	2008-01-01	2009-12-11
NOKIA CORP SPON ADR	P	2008-12-02	2009-10-20
PRICE T ROWE GROUP INC	P	2008-10-14	2009-03-11
SEASPAN CORP	P	2009-01-20	2009-02-19
UNIVERSAL HEALTH SVCS B	P	2008-10-10	2009-03-05
AIRGAS INC COM	P	2009-04-20	2009-07-15
AMERICAN HIG INCOM TR A	P	2009-10-28	2009-11-05
CALL DV AUG 0055	P	2009-08-24	2009-05-11
CD JPMORGAN CHASE BK	P	2008-06-02	2009-02-09
CVS CAREMARK CORP	P	2008-10-14	2009-08-12
DU PONT E I DE NEMOURS	P	2008-12-02	2009-02-24
INTEL CORP	P	2009-10-20	2009-11-09
MARATHON OIL CORP	P	2008-12-10	2009-09-25
MFB NORTHN FDS SMALL CAP VALUE	P	2008-01-01	2009-07-01
NORTHEAST UTILITIES COM	P	2009-03-05	2009-11-16
PRICE T ROWE GROUP INC	P	2008-10-14	2009-10-20
SHAW GROUP INC	P	2008-10-14	2009-08-27
UNIVERSAL HEALTH SVCS B	P	2008-10-10	2009-04-20
AMDOCS LIMITED	P	2008-10-10	2009-04-28
AMERICAN TOWER CORP CL A	P	2009-04-28	2009-11-09
CALL DV NOV 0060	P	2009-11-23	2009-08-27
CELGENE CORP COM	P	2008-10-14	2009-03-09
CVS CAREMARK CORP	P	2008-12-02	2009-08-12
ECOLAB INC	P	2009-03-05	2009-07-15
INTL BUSINESS MACHINES	P	2009-03-11	2009-11-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,096		45,000	1,096
81		45	36
5,726		11,079	-5,353
3,846		3,858	-12
6,738		5,738	1,000
30,613		47,308	-16,695
3,945		4,038	-93
2,430		4,304	-1,874
1,709		1,543	166
67		79	-12
1,552		1,477	75
423		425	-2
210			210
20,441		20,000	441
17,483		15,675	1,808
3,817		4,562	-745
3,884		4,040	-156
9,458		7,490	1,968
10,475		16,527	-6,052
1,523		1,231	292
4,752		4,304	448
15,077		10,109	4,968
1,477		1,459	18
1,319		1,550	-231
3,957		3,240	717
240			240
7,957		11,888	-3,931
3,497		2,659	838
1,584		1,260	324
12,581		8,846	3,735

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,096
			36
			-5,353
			-12
			1,000
			-16,695
			-93
			-1,874
			166
			-12
			75
			-2
			210
			441
			1,808
			-745
			-156
			1,968
			-6,052
			292
			448
			4,968
			18
			-231
			717
			240
			-3,931
			838
			324
			3,735

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MARRIOTT INTL INC NEW A	P	2008-10-14	2009-02-24
MFB NORTHN SHORT INTERMEDIATE US GOV	P	2009-01-01	2009-09-23
NORTHROP GRUMMAN CORP	P	2009-03-11	2009-05-28
PRICE T ROWE GROUP INC	P	2008-12-02	2009-10-20
SHAW GROUP INC	P	2008-12-02	2009-08-27
URS CORP NEW COM	P	2008-10-10	2009-02-24
AMERICAN FINL GRP HLDGS	P	2008-10-10	2009-03-05
AMERIDCAN BD FD OF AMCA	P	2009-02-09	2009-04-07
CALL IBM OCT 0130	P	2009-10-19	2009-07-20
CELGENE CORP COM	P	2008-12-02	2009-03-09
DANAHER CORP DEL COM	P	2008-11-06	2009-03-11
EXCEL ENERGY INC	P	2008-12-10	2009-09-09
IPC HOLDINGS LTD	P	2009-03-12	2009-07-15
MARRIOTT INTL INC NEW A	P	2008-12-02	2009-02-24
MFC SPDR GOLD TR GOLD SHS	P	2008-01-01	2009-09-30
NUVASIV INC	P	2009-03-12	2009-12-11
PROCTER & GAMBLE CO	P	2007-03-14	2009-02-13
SMITH-NPHW PLC SPADR NEW	P	2008-10-10	2009-11-24
US BANCORP NEW	P	2009-10-20	2009-11-09
AMERICAN HIG INCOM TR A	P	2009-02-09	2009-11-05
ANIXTER INTL INC	P	2008-10-10	2009-03-05
CALL MON OCT 0090	P	2009-10-19	2009-07-20
CHESAPEAKE ENERY OKLA	P	2008-10-10	2009-02-24
DANAHER CORP DEL COM	P	2008-11-06	2009-12-10
EXCEL ENERGY INC	P	2009-05-19	2009-09-09
ISHARES FTSE XINHUA HK	P	2008-10-10	2009-09-30
MCKESSON CORPORATION COM	P	2008-10-10	2009-02-24
MFC SPDR GOLD TR GOLD SHS	P	2008-01-01	2009-10-31
NV ENERGY INC	P	2009-03-05	2009-11-16
PROCTER & GAMBLE CO	P	2007-07-26	2009-02-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,669		7,985	-2,316
52,900		52,492	408
9,609		7,164	2,445
9,504		5,676	3,828
6,031		3,288	2,743
1,119		804	315
112		128	-16
38,617		39,554	-937
170			170
3,979		4,978	-999
5,145		5,704	-559
3,881		3,617	264
505		405	100
1,417		1,559	-142
3			3
400		395	5
5,147		6,141	-994
1,745		1,550	195
2,439		2,367	72
64,189		50,008	14,181
322		540	-218
210			210
275		258	17
7,201		5,704	1,497
5,822		5,262	560
411		269	142
356		316	40
3			3
1,815		1,239	576
5,147		6,297	-1,150

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,316
			408
			2,445
			3,828
			2,743
			315
			-16
			-937
			170
			-999
			-559
			264
			100
			-142
			3
			5
			-994
			195
			72
			14,181
			-218
			210
			17
			1,497
			560
			142
			40
			3
			576
			-1,150

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
STARWOOD HOLTELS AND	P	2008-10-10	2009-02-24
US TRSY INFLATION NOTE	P	2007-12-04	2009-12-15
AMERICAN HIG INCOM TR A	P	2009-02-27	2009-11-05
ANIXTER INTL INC	P	2008-10-10	2009-04-20
CALL NBR SEPT 0022 1/2	P	2009-09-21	2009-05-04
CISCO SYSTEMS INC COM	P	2007-02-02	2009-11-09
DANAHER CORP DEL COM	P	2009-04-14	2009-12-10
EXPRESS SCRIPTS INC COM	P	2009-03-11	2009-11-23
ISHARES MSCI EAFE INDEX	P	2008-10-10	2009-09-30
MCKESSON CORPORATION COM	P	2008-10-10	2009-09-18
MFC SPDR GOLD TR GOLD SHS	P	2008-01-01	2009-11-30
OLIN CORP 1 NEW	P	2008-10-10	2009-01-20
PROCTER & GAMBLE CO	P	2008-12-02	2009-02-13
TESORO CORP	P	2009-04-20	2009-05-12
VERIZON COMMUNICATIONS COM	P	2008-12-10	2009-08-12
AMERICAN HIG INCOM TR A	P	2009-03-27	2009-11-05
ANNALY CAP MGMT INC	P	2009-03-05	2009-04-20
CALL RQW NOV 0050	P	2009-10-20	2009-09-29
CISCO SYSTEMS INC COM	P	2007-02-02	2009-11-09
DIGITAL RLTY TR INC	P	2008-10-10	2009-05-27
EXXON MOBILE CORP COM	P	2008-10-14	2009-04-28
ISHARES MSCI HONG KONG	P	2008-10-10	2009-09-30
MCKESSON CORPORATION COM	P	2009-03-05	2009-09-16
MFC SPDR GOLD TR GOLD SHS	P	2008-01-01	2009-12-31
ORACLE CORP 0 01 DEL	P	2008-10-14	2009-11-09
QUEST DIAGNOSTICS INC	P	2008-10-14	2009-11-09
THERMO FISHER SCIENTIFIC	P	2008-10-14	2009-08-12
VIRGIN MEDIA INC	P	2009-01-20	2009-03-05
AMERICAN HIG INCOM TR A	P	2009-03-30	2009-11-05
AT&T INC	P	2008-10-14	2009-08-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
579		1,070	-491
29,452		28,545	907
330		248	82
1,575		2,069	-494
720			720
2,391		2,717	-326
7,201		5,426	1,775
7,760		4,828	2,932
11,506		8,828	2,678
642		434	208
3			3
2,432		2,088	344
5,147		6,001	-854
1,072		983	89
6,259		6,659	-400
609		461	148
1,333		1,235	98
375		293	82
2,391		2,717	-326
1,952		2,099	-147
13,327		14,322	-995
156		105	51
1,778		1,233	545
3		3	
10,901		8,980	1,921
5,859		4,392	1,467
13,702		13,548	154
357		334	23
10		8	2
10,288		10,614	-326

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-491
			907
			82
			-494
			720
			-326
			1,775
			2,932
			2,678
			208
			3
			344
			-854
			89
			-400
			148
			98
			82
			-326
			-147
			-995
			51
			545
			1,921
			1,467
			154
			23
			2
			-326

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CALL RQW OCT 0045	P	2009-09-24	2009-05-11
CISCO SYSTEMS INC COM	P	2007-03-14	2009-11-09
DIGITAL RLTY TR INC	P	2009-03-12	2009-06-16
FIRSTENERGY CORP	P	2008-10-14	2009-05-19
ISHARES MSCI JAPAN INDEX	P	2008-10-10	2009-09-30
MEDTRONIC INC	P	2008-10-14	2009-04-28
MILLIPORE CORP	P	2009-03-11	2009-11-11
PARAMETRIC TECK CORP NEW	P	2008-10-10	2009-01-20
QUEST DIAGNOSTICS INC	P	2008-10-10	2009-02-24
THERMO FISHER SCIENTIFIC	P	2008-12-02	2009-11-11
W R BERKLEY CORP	P	2009-03-05	2009-06-12
AMERICAN HIG INCOM TR A	P	2009-04-28	2009-11-05
AXIS CAPITAL HOLDINGS	P	2009-03-12	2009-10-09
CALL SGR JUL 0035	P	2009-07-20	2009-05-08
CKE RESTAURANTS INC DEL	P	2008-10-10	2009-01-20
DIGITAL RLTY TR INC	P	2009-04-20	2009-06-16
FIRSTENERGY CORP	P	2009-04-14	2009-05-19
ISHARES MSCI SINGAPORE	P	2008-10-10	2009-09-30
MEDTRONIC INC	P	2008-12-02	2009-04-28
MOLSON COOR BREW CO CL B	P	2008-12-10	2009-05-12
PERKINELMER INC COM	P	2008-10-10	2009-01-26
QUEST DIAGNOSTICS INC	P	2008-10-10	2009-09-18
THERMO FISHER SCIENTIFIC	P	2008-10-10	2009-09-18
WHITING PETROLEUM CORP	P	2008-10-10	2009-03-05
AMERICAN HIG INCOM TR A	P	2009-05-28	2009-11-05
AXIS CAPITAL HOLDINGS	P	2009-04-20	2009-10-09
CALL SGR OCT 0035	P	2009-08-27	2009-08-20
CMS ENERGY CORP	P	2009-03-05	2009-11-16
DISCOVERY COMMUNICATION	P	2008-10-10	2009-02-24
FOOT LOCKER INC NY COM	P	2009-04-20	2009-09-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
795		525	270
2,391		2,578	-187
448		407	41
3,713		5,270	-1,557
7,748		6,292	1,456
9,119		13,188	-4,069
1,719		1,369	350
1,063		1,538	-475
560		446	114
8,947		6,556	2,391
1,435		1,246	189
588		472	116
655		408	247
1,085			1,085
1,385		1,595	-210
483		493	-10
3,713		3,872	-159
54		38	16
6,079		5,744	335
8,427		8,780	-353
1,066		1,536	-470
607		486	121
631		582	49
474		778	-304
557		476	81
592		492	100
840		385	455
1,742		1,248	494
413		343	70
1,119		995	124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			270
			-187
			41
			-1,557
			1,456
			-4,069
			350
			-475
			114
			2,391
			189
			116
			247
			1,085
			-210
			-10
			-159
			16
			335
			-353
			-470
			121
			49
			-304
			81
			100
			455
			494
			70
			124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ISHARES TR MSCI EAFE	P	2008-10-10	2009-09-30
METAVANTE HLDG CO	P	2008-10-10	2009-01-20
MOOG INC CL A	P	2008-10-10	2009-03-05
PHARMERICA CORP	P	2009-01-20	2009-03-05
RACKSPACE HOSTING INC	P	2009-04-20	2009-06-16
THERMO FISHER SCIENTIFIC	P	2008-10-10	2009-11-11
WSTN DIGITAL CORP DEL	P	2009-07-15	2009-12-01
AMERICAN HIG INCOM TR A	P	2009-06-26	2009-11-05
BECKMAN COULTER INC COM	P	2009-03-05	2009-11-16
CALL TMK JAN 0050	P	2009-11-11	2009-08-20
COMCAST CORP NEW CL A	P	2008-10-14	2009-09-09
DISCOVERY COMMUNICATION	P	2008-10-10	2009-04-20
GENERAL CABLE CORP	P	2008-10-14	2009-03-09
ISHARES TR RUSSELL 2000	P	2008-10-10	2009-03-05
MFB NORTHN FDS GROWTH EQTY FD	P	2008-01-01	2009-09-28
MOOG INC CL A	P	2008-10-10	2009-04-20
PLAINS ALL AMERIN PIPL LP	P	2008-11-25	2009-02-09
ROYAL DUTCH SHEL PLC	P	2009-09-25	2009-11-09
THERMO FISHER SCIENTIFIC	P	2009-03-11	2009-11-11
XILINX INC	P	2008-10-14	2009-11-09
AMERICAN HIG INCOM TR A	P	2009-06-29	2009-11-05
BOEING COMPANY	P	2009-12-10	2009-12-11
CALL TSW NOV 0040	P	2009-11-19	2009-09-29
COMCAST CORP NEW CL A	P	2008-12-02	2009-09-09
DONALDSON CO INC	P	2008-10-14	2009-03-11
GENERAL CABLE CORP	P	2008-12-02	2009-03-09
ITT EDUCATIONAL SVCES	P	2009-02-24	2009-10-28
MFB NORTHN FDS GROWTH EQTY FD	P	2008-01-01	2009-10-14
MORGAN STANLEY FOR EQTY ISSUES	P	2007-01-29	2009-01-15
PLATINUM UNDERWRITERRS HOLDG	P	2008-10-10	2009-03-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,545		1,137	408
1,651		1,539	112
473		724	-251
613		647	-34
2,167		1,386	781
1,074		997	77
1,705		1,228	477
464		410	54
2,010		1,257	753
250		150	100
10,020		10,331	-311
300		188	112
6,855		11,205	-4,350
7,809		11,026	-3,217
27,643		41,158	-13,515
1,458		1,766	-308
7,559		6,344	1,215
6,070		5,645	425
582		441	141
2,248		2,112	136
10		9	1
11,084		11,004	80
570		930	-360
1,670		1,582	88
2,398		3,643	-1,245
4,113		4,840	-727
1,119		1,356	-237
15,090		21,120	-6,030
50,000		48,704	1,296
1,022		944	78

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			408
			112
			-251
			-34
			781
			77
			477
			54
			753
			100
			-311
			112
			-4,350
			-3,217
			-13,515
			-308
			1,215
			425
			141
			136
			1
			80
			-360
			88
			-1,245
			-727
			-237
			-6,030
			1,296
			78

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
RUSH ENTERPRISES IN CL A	P	2008-10-10	2009-03-05
TORCHMARK CORP COM	P	2008-10-14	2009-03-11
XILINX INC	P	2008-10-14	2009-12-10
AMERICAN HIG INCOM TR A	P	2009-07-28	2009-11-05
BROADCOM CORP CALIF CL A	P	2008-10-10	2009-02-24
CAREFUSION CORP SHS	P	2009-03-05	2009-10-07
COMMUNITY HEALTH SYS NEW	P	2009-02-19	2009-04-20
DONALDSON CO INC	P	2008-10-14	2009-11-23
GENZYME CORPORATION	P	2008-10-10	2009-03-11
ITT EDUCATIONAL SVCES	P	2009-04-20	2009-10-28
MFB NORTHN FDS GROWTH EQTY FD	P	2008-01-01	2009-12-11
NABORS INDUSTRIES LTD	P	2009-04-28	2009-09-25
PLEXUS CORP COM	P	2008-10-10	2009-03-05
RUSH ENTERPRISES IN CL A	P	2008-10-10	2009-09-16
TORCHMARK CORP COM	P	2008-12-02	2009-11-11
XILINX INC	P	2009-06-16	2009-09-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,230		1,522	-292
4,223		8,863	-4,640
7,233		6,336	897
444		411	33
367		331	36
432		356	76
1,369		1,461	-92
8,210		7,285	925
855		1,035	-180
280		321	-41
29,767		40,736	-10,969
17,563		13,519	4,044
421		532	-111
1,666		1,012	654
8,658		6,678	1,980
1,277		1,100	177

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-292
			-4,640
			897
			33
			36
			76
			-92
			925
			-180
			-41
			-10,969
			4,044
			-111
			654
			1,980
			177

Form 990PF Part VIII Line 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
FRED DOERR	DIRECTOR 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
KERRY HEUBECK	PRESIDENT 8 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
H'CHAM HEU	DIRECTOR 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
LORETTA ORTIZ Y PINO	DIRECTOR 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
PEGGY NELSON	DIRECTOR 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
BILL ROSE	DIRECTOR 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
JEFF SANDERS	VICE PRES 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
MEHDI SHELHAMER	DIRECTOR 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
H'KRIH SHELHAMER	SECRETARY 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
CAROL WHITE	DIRECTOR 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				
HA WHITE	TREASURER 1 00	0	0	0
PO BOX 114 SAN CRISTOBAL,NM 87564				


Form 990PF Part XV Line 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)				
a Paid during the year				
ADOPT-A-CLASSROOM4141 NE 2ND AVENUE 203B MIAMI,FL 33137			SUPPORTING CLASSROOMS IN APPALACHIA	3,000
AMERICAN FRIENDS SERVICE1501 CHERRY STREET PHILADELPHIA,PA 19102			SUPPORT FOR REFUGEE RELIEF EFFORTS I	8,000
AMERICAN REFUGEE COMMITTEE430 OAK GROVE STREET SUI MINNEAPOLIS,MN 55403			SUPPORT FOR REFUGEE RELIEF EFFORTS I	15,000
AMIGOS BRAVOS105-A QUESNEL STREET TAOS,NM 87571			LEGISLATIVE INITIATIVE TO AMEND NM C	1,000
ANNE KENT TAYLOR FUND2724 ARVIN ROAD BILLINGS,MT 59102			HELPING INDIVIDUALS, COMMUNITIES AND	1,500
ANOTHER CHANCE EQUINE RES6610 LEARNAGLE RD 152 NORTH RIDGEVILLE,OH 44039			HORSE RESCUE AND REHABILITATION IN O	1,000
BLACK STALLION LITERACY F3081 ARABIAN NIGHTS BLVD KISSIMMEE,FL 34747			SUPPORT FOR CHILDREN'S READING PROGR	1,500
BRIDGES PROJECT FOR EDUCATION BOX 308 TAOS,NM 87571			COMPREHENSIVE COLLEGE CONSELING FOCUS	4,500
BURMA HUMANITARIAN MISSION530 58TH STREET B OAKLAND,CA 94609			PROVIDING TRAUMA CARE AND LONG-TERM	2,000
CARBON FUND1320 FENWICK LANE SUITE SILVER SPRING,MD 20910			CARBON OFFSET PROGRAM REFORESTATION	500
COMMUNITY AGAINST VIOLENCE PO BOX 169 TAOS,NM 87571			COMMUNITY OUTREACH & ABUSE PREVENTION	750
COMMUNITY WITH A HEART PO BOX 490 OCALA,FL 34478			ASSISTANCE TO MARION COUNTY FAMILIES	1,000
CONSERVATIONS TRUST FOR FPO BOX 134 MICANOPY,FL 32667			"PROTECTING HORSE COUNTRY" PROGRAM F	6,000
CREATIVITY FOR PEACE CAMP369 MONTEZUMA AVE 566 SANTA FE,NM 87501			SPONSORSHIP FOR BOTH AN ISRAELI AND	10,000
DREAM TREE PROJECT PO BOX 1677 TAOS,NM 87571			COMMUNITY-BASED ORGANIZATION FOR HOM	1,000
Total  3a				203,000


Form 990PF Part XV Line 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)				
a Paid during the year				
EAGLE NEST SCHOOL'S BARN283 CHUCHILLA ROAD RANCHOS DE TAOS,NM 87557			SUPPORT FOR HORSE PROGRAM AT EAGLE N	2,000
EQUINE SPIRIT SANCTUARY283 CHUCHILLA ROAD RANCHOS DE TAOS,NM 87557			HORSE RESCUE AND REHABILITATION PROG	4,000
FOUR CORNERS ANIMAL LEAGUPO BOX 48 QUESTA,NM 87556			SUPPORT FOR NORTHERN NEW MEXICO FRIE	1,000
FRIENDS OF THE CASA MATER 18907 MARTIN RD ROSEVILLE,MI 48066			ASSISTANCE FOR FOLLOW-UP PROGRAM OF	2,000
HUGS CHARITIES INCPO BOX 3992 OCALA,FL 34478			HEARTFELT UNCONDITIONAL GIVING TO BE	1,500
HELPLINE HOUSE282 KNECHTEL WAY NE BAINBRIDGE ISLAND,WA 98110			PROVIDINGSERVICES INCLUDING HOUSING	2,500
HISPANAS UNIDAS2507 NW 36TH STREET SAN ANTONIO,TX 78228			FURTHERING THE EDUCATION, EMPOWERMEN	3,000
HORSE PROTECTION ASSOCIAT 20690 NW 130TH AVENUE MICANOPY,FL 32667			EQUINE RESCUE, REHABILITATION, EDUCA	3,500
HRDA INCORPORATEDPO BOX 913 TAOS,NM 87571			500 FOR PHOTOVOICE PROJECT CAMERA P	1,000
INSTITUTE FOR PEACE STUDI1511 POLY DRIVE BILLINGS,MT 59102			EDUCATION PROGRAM IN "PEACE BUILDING	8,000
INTERNATIONAL FRIENDSHIP348 SOUTH 5TH ST HIGHLANDS,NC 28741			SUPPORT FOR IFC'S "FOOD PANTRY" PROG	500
KAILAKURI HEALTH CENTER9005 GREENRIDGE DR ST LOUIS,MO 63117			SUPPORT FOR THE KAILAKURI HEALTH CEN	5,000
KATERI EDUCATION FUNDPO BOX 906 PACIFICA,CA 94044			KATERI EDUCATION FUND HELPS GUATEMAL	4,000
KINDRED SPIRITS SANCTUARY 12600 N US HWY 27 OCALA,FL 34482			CARE & REHAB FOR ABANDONED FARM ANIM	2,000
LAOSAI11 RUE ORFILA PARIS FR			EDUCATIONAL AND COMMUNITY DEVELOPMEN	1,500
Total  3a				203,000

Form 990PF Part XV Line 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)				
a Paid during the year				
LOCALOGYHC 81 BOX 10 QUESTA,NM 87556			SANGRE DE CRISTO YOUTH RANCH CAMP	500
MEN ENGAGED IN NON-VIOLENPO 2238 TAOS,NM 87571			MENTORSHIP PROGRAM IN TAOS COUNTY	1,000
MENNONITE CENTRAL COMMITTPPO BOX 500 AKRON,PA 17501			EMERGENCY RELIEF AND RECOVERY EFFORT	13,500
MERCY CORPSPO BOX 2669 DEPT W PORTLAND,OR 97208			MUHKTAR MAI FUND SUPPORTS PROJECTS	2,500
NATIONAL COLLEGE OF MIDWI209 STATE ROAD 240 TAOS,NM 87571			ADMINISTRATIVE ASSISTANCE TO INCREAS	5,000
NEW MEXICO SOLAR ENERGY A 1009 BRADBURY SE 35 ALBUQUERQUE,NM 87106			UPGRADES FOR SUNCHASER EDUCATION PRO	6,000
NGUYEN NG A REHABILITATION91A DONG DA QUY NHON BINH DINHM VM			EDUCATION AND TRAINING FOR MENTALLY	5,500
NORTHERN NEW MEXICO MIDWI 1331 MAESTAS ROAD TAOS,NM 87571			FINANCIAL ASSISTANCE TO CLIENTS IN N	5,000
NORTHERN PLAINS RESOURCE220 SOUTH 27TH STREET SU BILLINGS,MT 59101			SUPPORT FOR CLEAN ENERGY CAMPAIGN'S	3,000
NORTHWEST HARVESTPO BOX 12272 SEATTLE,WA 98102			THREE SQUARES FOOD PROGRAM FOR AT-RI	3,500
OO-OONAH ART CENTERTAOSS805 COLUMBIA AVE LANCASTER,PA 17603			HERITAGE PROJECT TIWA CULTURE AND L	2,000
PENNIES FOR PEACEPO BOX 7209 BOZEMAN,MT 59771			SUPPORT FOR RIVERS AND BIRDS' YOUTH-	250
PROSTHETICS OUTREACH FOUN 400 EAST PINE STREET SUI SEATTLE,WA 98122			RESTORING MOBILITY TO THE DISABLED	5,000
RABBIS FOR HUMAN RIGHTS333 SEVENTH AVENUE 13TH NEW YORK,NY 10001			SUPPORT FOR HUMAN RIGHTS, JUSTICE, A	5,000
RIVERS AND BIRDSPO BOX 819 ARROYO SECO,NM 87514			NINE DAY WATERSHED LEARNING PROJECT	4,000
Total  3a				203,000

Form 990PF Part XV Line 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)				
a Paid during the year				
SAFE PASSAGE81 BRIDGE STREET SUITE 1 YARMOUTH,ME 04096			EMPOWERING AT-RISK CHILDREN OF FAMIL	3,000
SAN ANTONIO FOOD BANK5200 OLD HIGHWAY 90 WEST SAN ANTONIO,TX 78227			SUPPORT FOR FOOD BANK PROGRAM IN AN	4,000
SHARED TABLE6981 NDCBU TAOS,NM 87571			FEEDING THE HUNGRY IN TAOS COUNTY	4,000
SNAP - SPAY NEUTER ASSIST401 STUDEWOOD SUITE 350 HOUSTON,TX 77007			PREVENTING THE EVENTUAL SUFFERING AN	1,000
SPIRIT WIND HORSE RESCUEPO BOX 27 HOTCHKISS,CO 81419			HORSE RESCUE, REHABILITATION AND ADO	1,000
STEPHEN SHAMES FOUNDATION 202 SAINT MARKS AVENUE 4 BROOKLYN,NY 11238			SCHOLARSHIP ASSISTANCE FOR UGANDAN S	2,500
STIRRUPS 'N STRIDES4246 WEST HIGHWAY 318 CITRA,FL 32113			THERAPEUTIC RIDING CENTER FOR PHYSIC	4,000
TAOS COALITION TO END HOM802 EARLY STREET SANTA FE,NM 87505			CREATION OF SHELTER FOR HOMELESS MEN	4,000
THE WILDLIFE CENTERPO BOX 246 ESPANOLA,NM 87532			CONSERVATION AND RESTORATION OF NATI	1,000
THOROUGHbred RETIREMENT FPO BOX 3387 SARATOGA SPRINGS,NY 12866			SAVING FORMER RACING THOROUGHbred HO	4,000
TIERRA LUCEROPO BOX 932 TAOS,NM 87571			TAOS PUEBLO EDUCATION & TRAINING DIV	4,000
WESTERN LANDS PROJECTPO BOX 95545 SEATTLE,WA 98145			RESEARCH, OUTREACH AND ADVOCACY TO K	3,000
WINDHORSE SANCTUARY18400 NW 150TH AVENUE WILLISTON,FL 32696			HORSE, DOG, AND CAT SANCTUARY	4,000
YELLOWSTONE PUBLIC RADIO1500 UNIVERSITY DRIVE BILLINGS,MT 59101			SUPPORT FOR FACILITIES UPGRADES TO P	1,000
YOUTH HEARTLINEPO BOX 1664 TAOS,NM 87571			COUNSELING AND LEGAL SERVICES TO ABU	2,500
Total  3a				203,000

**TY 2009 Investments Corporate
Bonds Schedule****Name:** QUAIL ROOST FOUNDATION**EIN:** 76-0754268

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CD JP MORGAN CHASE (06/12/12)		
CD CAPITAL ONE BK (01/10/12)		
CD CAPITAL ONE BK (01/10/13)		
MFB NORTHERN SHORT INTERMEDIATE US G	38,941	39,156
CD DISCOVER BANK (02/16/10)		
MORGAN STANLEY FOR EQUITY		
GOLDMAN SACHS GROUP INC	49,470	51,942
WAL-MART STORES INC	49,488	53,787
MFB NORTHERN FUNDS FIXED INCOME FD	98,642	99,944
MFB NORTHERN HIGH YIELD FIXED INCOME	65,252	62,245
MFC SPDR GOLD TR GOLD SHS	9,855	10,731
MFO CREDIT SUISSE COMMODITY-RETURN P	12,115	8,909
MFO PIMCO FDS INVT MGMT SER COMM	56,076	64,615

TY 2009 Investments Corporate

Stock Schedule

Name: QUAIL ROOST FOUNDATION

EIN: 76-0754268

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABB LTD	1,584	2,120
ACE LIMITED	4,463	5,040
ACE LIMITED	4,761	5,040
ACE LIMITED	5,023	5,040
AFFILIATED MANAGERS GRP	2,284	2,694
ALLERGAN INC	1,533	2,457
ALTERA CORP	1,985	2,829
AMDOCS UNLIMITED		
AMERICA MOVIL SAB DE CV	1,040	1,550
AMERICAN BOND FUND OF AMERICA CL A	143,492	149,891
AMERICAN CAP WORLD BD FD SBI	149,204	147,922
AMERICAN FINL GRP HLDGS	1,407	2,196
AMERICAN HIGH INCOME TR SBI	104	107
AMERICAN TOWER CORP CL A	6,481	8,642
AMERICAN TOWER CORP CL A	4,345	4,321
AMERISOURCEBERGEN CORP	1,231	2,086
ANIXTER INTL INC		
APACHE CORP	8,730	10,317
APACHE CORP	10,470	10,317
ARCH CAPITAL GRP LTD	1,600	1,789
AT & T INC		
AVON PROD INC	1,560	1,670
BJS WHOLESALE CLUB INC	1,234	1,308
BROADCOM CORP CALIF CL A	1,440	3,147
BUCKEYE PARTNERSHIP		
CABLEVISION NY GRP CL A	1,229	2,995
CARDINAL HEALTH INC OHIO	897	1,322
CELGENE CORP		
CELGENE CORP		
CENTURYTEL INC	1,390	1,448

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHESAPEAKE ENERGY OKLA	1,333	2,407
CHEVRON CORP	13,540	15,398
CHEVRON CORP	7,749	7,699
CHILDRENS PL RETL STRS	1,279	1,320
CHINA PETE CHEM SPN ADR	1,284	1,321
CISCO SYSTEMS INC		
CISCO SYSTEMS INC		
CISCO SYSTEMS INC COM	3,002	4,788
CISCO SYSTEMS INC COM	2,578	2,394
CISCO SYSTEMS INC COM	3,744	4,788
CKE RESTAURANTS INC DEL		
COLGATE PALMOLIVE	7,157	8,215
COLGATE PALMOLIVE	8,281	8,215
COMCAST CORP NEW CL A		
COMCAST CORP NEW CL A		
COMMUNITY HEALTH SYS NEW	1,402	1,495
CONTINENTAL AIRLS CL B		
COSTCO WHOLESALE CRP DEL	1,963	2,012
COVIDIEN PLC SHS	1,990	2,155
COVIDIEN PLC SHS	702	718
CRACKER BAREL OLD COUNTRY STORE	1,381	1,520
CVS CAREMARK CORP		
CVS CAREMARK CORP		
CVS CAREMARK CORP	1,501	1,739
DANAHER CORP		
DANAHER CORP	2,075	2,858
DARDEN RESTAURANTS	1,012	912
DEAN FOODS CO NEW	1,116	1,118
DEVON ENERGY CORP NEW	2,175	2,646
DEVRY INC DEL	5,250	5,673

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DEVRY INC DEL	4,306	5,673
DIGITAL RLTY TR INC		
DISCOVERY COMMUNICATN INC SERIES A	1,008	2,791
DONALDSON CO INC		
DONALDSON CO INC		
DONALDSON CO INC		
DST SYSTEMS INC	1,540	2,003
DU PONT E I DE NEMOURS		
DU PONT E I DE NEMOURS		
ENDO PHARMACEUTLCLS HLDGS	823	985
EXXON MOBILE CORP		
FIRSTENERGY CORP		
FOREST LABS INC	1,238	2,055
GAP INC DELAWARE	1,182	1,571
GARMIN LTD (KAYMAN IS)	1,382	1,351
GENERAL CABLE CORP		
GENERAL CABLE CORP		
GENERAL MILLS	11,195	14,162
GENZYME CORPORATION		
GILEAD SCIENCES INC COM	9,400	8,654
GILEAD SCIENCES INC COM	4,326	4,327
GILEAD SCIENCES INC COM	2,115	1,947
GOLDMAN SACHS GROUP INC	16,938	16,884
GOODRICH CORPORATION	1,255	2,634
GOOGLE INC CL A	1,319	2,480
GSI COMMERCE INC	1,133	2,133
HEALTH MGMT ASSOCS	1,159	1,636
HERBALIFE LTD	1,516	2,110
HERBALIFE LTD	562	1,785
HEWLETT PACKARD CO DEL	1,547	2,060

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HOME PROPERTIES INC	1,373	1,574
HONEYWELL INTL INC DEL	1,610	2,078
HONEYWELL INTL INC DEL	11,574	11,760
HONEYWELL INTL INC DEL	7,952	7,840
INTEL CORP	12,120	12,240
INTEL CORP	8,091	8,160
INTL BUSINESS MACHINES CORP IBM	9,916	13,090
INTL BUSINESS MACHINES CORP IBM	13,198	13,090
INTUIT INC	1,719	1,875
ISHARES FTSE XINHUA HK CHINA 25 INDE	2,955	3,381
ISHARES INC		
ISHARES MSCI BRIC INDEX	24,658	30,949
ISHARES MSCI EAFE INDEX FUND		
ISHARES MSCI EMERGING MKTS INDEX FUN	5,665	6,848
ISHARES MSCI HONG KONG INDEX FUND	3,001	3,445
ISHARES MSCI JAPAN INDEX FUND		
ISHARES MSCI SINGAPORE INDEX FUND	1,476	1,724
ISHARES MZCI TURKEY INDE FD	4,919	5,120
ISHARES TR MSCI EAFE GROWTH INDEX FU	29,498	32,245
ISHARES TR MSCI EAFE VALUE INDEX FUN	9,155	10,068
ISHARES TR RUSSELL 2000 INDEX FD		
JACK IN THE BOX INC	1,098	846
JC PENNEY CO	1,083	1,091
JOHNSON AND JOHNSON COM	6,123	6,441
JOHNSON AND JOHNSON COM	6,688	6,441
JOHNSON AND JOHNSON COM	6,485	6,441
JPMORGAN CHASE & CO	17,568	16,668
JPMORGAN CHASE & CO	4,166	4,167
KULICKE&SOFFA INDUST		
LAZARD LTD CL A	1,330	1,329

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MAGELLAN HEALTH SERVICES		
MAGELLAN MIDSTREAM PARTNERS LP		
MARATHON OIL CORP		
MARRIOTT INTL INC NEW A		
MARRIOTT INTL INC NEW A		
MCAFEE INC	1,595	1,745
MCKESSON CORPORATION COM	828	1,313
MCKESSON CORPORATION COM	438	750
MCKESSON CORPORATION COM	566	1,000
MEDTRONIC INC		
MEDTRONIC INC		
METAVANTE HLDG CO		
MFB NORTHER GLOBAL SUSTAINABILITY IN	99,943	99,285
MFB NORTHERN EMERGING MARKETS EQUITY	70,324	80,753
MFB NORTHERN FDS FIXED INCOME FD		
MFB NORTHERN FDS GLOBAL REAL ESTATE	45,862	25,124
MFB NORTHERN FDS GROWTH EQUITY FD	78,749	60,612
MFB NORTHERN FDS LARGE CAP	88,216	60,146
MFB NORTHERN FDS MULTI-MANAGER GLOBA	7,498	7,485
MFB NORTHERN FDS SMALL CAP	18,369	16,555
MFB NORTHERN FDS SMALL CAP		
MFB NORTHERN FUNDS STK INDEX FD	67,539	76,334
MFB NORTHERN HIGH YIELD FIXED INCOME		
MFB NORTHERN INTL EQUITY INDEX FD	138,158	108,805
MFB NORTHERN MID CAP INDEX FD	46,497	37,706
MFO CREDIT SUISSE COMMODITY-RETURN P		
MICROSOFT CORP	8,196	12,192
MICROSOFT CORP	6,198	6,096
MOLSON COOR BREW CO CL B		
MONSANT CO NEW DEL COM	1,630	1,635

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MONSANT CO NEW DEL COM	7,694	8,175
MONSANT CO NEW DEL COM	8,184	8,175
MOOG INC CL A		
MYLAN INC	829	1,272
NASDAQ OMX GRP INC		
NBTY INC	1,275	1,306
NIKE INC CL B	16,573	19,821
NOKIA CORP		
NOKIA CORP		
OLIN CORP		
ORACLE CORP	1,029	1,521
ORACLE CORP	3,134	4,906
ORACLE CORP	1,796	2,453
ORACLE CORP	4,977	4,906
PACKAGING CORP AMERICA	1,319	1,404
PACTIV CORPORATION	1,203	1,328
PARAMETRIC TECH CORP NEW		
PEPSICO INC	6,712	6,080
PEPSICO INC	6,279	6,080
PEPSICO INC	6,104	6,080
PERKINELMER INC		
PETROLEO BRAS SA ADR	1,283	1,441
PETSMART INC	1,526	2,002
PETSMART INC	1,731	2,215
PHARMERICA CORP	884	889
PLAINS ALL AMERN PIPL LP		
PLATINUM UNDRWRITRS HLDG	1,162	1,838
PLEXUS CORP		
POWERSHARES FTSE RAFE EMRGIN	6,712	6,903
POWERSHARES FTSE RAFI DEVELOPMENT	28,039	27,259

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POWERSHARES INDIA ETF TR	3,360	3,421
POWERSHARES MENA FRONTR	1,822	1,741
PRICE T ROWE GROUP INC		
PRICE T ROWE GROUP INC		
PRINCIPAL FINANCIAL GROUP	1,406	1,442
PROCTER & GAMBLE CO		
PROCTER & GAMBLE CO		
PROCTER & GAMBLE CO		
QUEST DIAGNOSTICS INC	4,392	6,038
QUEST DIAGNOSTICS INC	4,377	6,038
QUEST DIAGNOSTICS INC	608	906
QWEST COMM INTL INC	420	589
ROCKWELL AUTOMATION INC	9,443	9,396
ROCKWELL AUTOMATION INC	4,733	4,698
ROYAL DUTCH SHEL PLC SPONS ADR B	16,936	17,439
ROYAL DUTCH SHEL PLC SPONS ADR B	5,871	5,813
RUSH ENTERPRISES IN CL A		
SALESFORCE COM INC	1,165	3,246
SCHLUMBERGER LTD		
SHAW GROUP INC		
SHAW GROUP INC		
SILGAN HLDGS INC	381	463
SILGAN HLDGS INC	504	579
SMITH-NPHW PLC SPADR NEW		
SPDR S P WORLD EX US	26,383	28,836
SPIRIT AEROSYSTEMS HLDGS INC	1,173	1,688
STARWOOD HOTELS AND RESORTS WORLDWID		
STATE STREET CORP	15,725	13,062
STATE STREET CORP	4,435	4,354
SYBASE INC	1,377	1,476

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYNNEX CORP	1,416	1,533
TENARIS S A ADR	21,121	25,590
TEVA PHARMACTCL INDS ASR	8,650	11,236
THERMO FISHER SCIENTIFIC INC		
THERMO FISHER SCIENTIFIC INC		
THERMO FISHER SCIENTIFIC INC		
TORCHMARK CORP		
TORCHMARK CORP		
TORCHMARK CORP	8,489	8,790
TORCHMARK CORP	4,380	4,395
TRIUMPH GROUP INC NEW		
UNITED TECHS CORP COM	12,249	13,882
UNITED TECHS CORP COM	7,016	6,941
UNIVERSAL HEALTH SVCS		
URBAN OUTFITTERS INC	2,018	2,274
URS CORP NEW	1,355	2,627
US BANCORP NEW	14,201	13,506
US BANCORP NEW	6,716	6,753
VERIZON COMMUNICATIONS COM		
VIRGIN MEDIA INC	1,185	5,083
WALMART STORES INC	14,038	16,035
WALMART STORES INC	10,768	10,690
WHITING PETROLEUM CORP	1,352	2,858
WINDSTREAM CORP	1,230	2,033
WISCONSIN ENERGY CORP	7,345	9,966
WISCONSIN ENERGY CORP	3,807	4,983
WISCONSIN ENERGY CORP	4,986	4,983
XCEL ENERGY INC		
XILINX INC	4,527	7,518
XILINX INC	2,112	2,506

Name of Stock	End of Year Book Value	End of Year Fair Market Value
XILINX INC	2,514	2,506
YUM BRANDS INC	13,421	13,988
YUM BRANDS INC	7,038	6,994

TY 2009 Other Expenses Schedule**Name:** QUAIL ROOST FOUNDATION**EIN:** 76-0754268

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES/SUBS	505			505
INSURANCE	675			675
MISC EXPENSE	20			20
ML INVESTMENT MANAGEMENT FEES	8,641	8,641		
NORTHERN TRUST INVESTMENT MAN	1,780	1,780		
POSTAGE	393			393
CONTRACT LABOR	4,863	1,216		3,647
OFFICE EXPENSE	792	198		594
TELEPHONE EXPENSE	410			410

TY 2009 Other Liabilities Schedule**Name:** QUAIL ROOST FOUNDATION**EIN:** 76-0754268

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL - 6 SHRS TENARIS EXP 03/20/10		1,530
CALL - 2 SHRS JOHNSN & J EX 01/16/10		230
CALL - 3 SHRS STATE ST EX 01/16/10		285

TY 2009 Substantial Contributors Schedule

Name: QUAIL ROOST FOUNDATION

EIN: 76-0754268

Name	Address
KERRY HEUBECK	PO BOX 114 SAN CRISTOBAL, NM 87564

TY 2009 Taxes Schedule

Name: QUAIL ROOST FOUNDATION

EIN: 76-0754268

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	703	703		