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

2009

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 **02/01**, 2009, and ending **01/31**, 2010

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 CARRUTH FOUNDATION INC.	A Employer identification number 76-0439576
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 2727 ALLEN PARKWAY SUITE 1570	B Telephone number (see page 10 of the instructions) (713) 526-3012
	City or town, state, and ZIP code HOUSTON, TX 77019-2125	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 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) ▶ \$ **10,880,126.** J Accounting method Cash Accrual Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	255,556.	255,556.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a	-114,116.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	141,440.	255,556.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 2	13,810.	13,810.	0.	0.
c	Other professional fees (attach schedule) *	71,816.	71,816.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	2,162.	467.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy, UT.				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5				
24	Total operating and administrative expenses. Add lines 13 through 23	87,788.	86,093.	0.	0.
25	Contributions, gifts, grants paid	482,500.			482,500.
26	Total expenses and disbursements. Add lines 24 and 25	570,288.	86,093.	0.	482,500.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-428,848.			
b	Net investment income (if negative, enter -0-)		169,463.		
c	Adjusted net income (if negative, enter -0-)			-0-	

SCANNED Revenue 7 2010

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		110,894.	121,625.	121,625.
	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 16 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 ATCH 6		22,007.	20,312.	20,312.
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7		11,728,193.	11,290,309.	10,738,189.
	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)					
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)		11,861,094.	11,432,246.	10,880,126.	
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)				
23	Total liabilities (add lines 17 through 22)					
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	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		11,861,094.	11,432,246.		
30	Total net assets or fund balances (see page 17 of the instructions)		11,861,094.	11,432,246.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		11,861,094.	11,432,246.		

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	11,861,094.
2	Enter amount from Part I, line 27a	2	-428,848.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	11,432,246.
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	11,432,246.

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 PART IV SCHEDULE			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
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	-114,116.
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	

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	642,789.	12,326,499.	0.052147
2007	668,500.	14,933,068.	0.044766
2006	746,782.	13,763,312.	0.054259
2005	305,000.	8,477,276.	0.035979
2004	80,000.	6,108,938.	0.013096

2 Total of line 1, column (d)	2	0.200247
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	0.040049
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,174,855.
5 Multiply line 4 by line 3	5	407,493.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,695.
7 Add lines 5 and 6	7	409,188.
8 Enter qualifying distributions from Part XII, line 4 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	8	482,500.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total amount owed is 20,312.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political campaign participation, political expenditures, and state registration. Most 'No' boxes are checked.

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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <input type="checkbox"/> N/A			
14	The books are in care of <input type="checkbox"/> WILLIAM CLARKE CPA Telephone no <input type="checkbox"/> 713-526-3012		
	Located at <input type="checkbox"/> 2727 ALLEN PKWY #1570 HOUSTON, TX ZIP + 4 <input type="checkbox"/> 77019-2125		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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? <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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 <input type="checkbox"/>		
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 <input type="checkbox"/>		
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

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

- 5a During the year did the foundation pay or incur any amount to
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
- 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** X
- If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
ATTACHMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 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 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 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 ----- -----	
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 NONE ----- -----	
2 ----- -----	
All other program-related investments. See page 24 of the instructions 3 NONE ----- -----	
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	10,284,795.
b	Average of monthly cash balances	1b	24,695.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	20,312.
d	Total (add lines 1a, b, and c)	1d	10,329,802.
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	10,329,802.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	154,947.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,174,855.
6	Minimum investment return. Enter 5% of line 5	6	508,743.

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	508,743.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,695.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,695.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	507,048.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	507,048.
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	507,048.

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	482,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	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	482,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,695.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	480,805.

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				507,048.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006			30,174.	
d From 2007				
e From 2008			30,886.	
f Total of lines 3a through e	61,060.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 482,500.				
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				482,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	24,548.			24,548.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	36,512.			
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				
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)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	36,512.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006			5,626.	
c Excess from 2007				
d Excess from 2008			30,886.	
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

Table with 5 columns: Tax year (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include: 2a 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; 3 Complete 3a, b, or c for the alternative test relied upon; a 'Assets' alternative test; b 'Endowment' alternative test; c 'Support' alternative test.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) N/A

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 N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 9</p>				
Total.				482,500.
<p><i>b Approved for future payment</i></p> <p>ATTACHMENT 10</p>				
Total.				412,500.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE SCHEDULE 114,116.					02/01/2007 -114,116.	01/31/2010
TOTAL GAIN (LOSS)					<u>-114,116.</u>	

THE CARRUTH FOUNDATION INC- 76-0439576 - FORM 990PF (2009)
SUPPORTING SCHEDULE - NET GAIN OR (LOSS) ON SALE OF ASSETS
JANUARY 31, 2010
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<u>Name</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sale Amount</u>	<u>Cost</u>	<u>Gain (Loss)</u>
ABBOTT LABS	10/11/2007	02/02/2009	4,155 69	3,794.76	360 93
ABBOTT LABS	10/11/2007	01/06/2010	2,455 35	2,296 83	158 52
ARCHER DANIELS MIDLAND	01/30/2007	12/01/2009	19,081 64	18,975 00	106 64
BURLINGTON N SANTA FE	05/18/2007	02/02/2009	3,121 44	4,612 66	(1,491 22)
BURLINGTON N SANTA FE	05/18/2007	01/06/2010	3,121 47	3,012 36	109 11
BURLINGTON N SANTA FE	05/18/2007	01/25/2010	21,008 61	21,049.89	(41 28)
BURLINGTON N. SANTA FE	05/18/2007	01/28/2010	9,915 06	9,413 60	501 46
DIAGEO PLC	03/02/2007	02/02/2009	3,117 98	4,635.84	(1,517 86)
DIAGEO PLC	03/02/2007	01/06/2010	2,406 57	2,781 51	(374 94)
GOOGLE INC CL A	01/07/2009	01/06/2010	85,147 08	45,964 38	39,182.70
GOOGLE INC CL A	11/05/2008	01/06/2010	182,852 86	100,364 35	82,488 51
GOOGLE INC CL A	01/06/2010	01/08/2010	34,210 09	34,684 40	(474 31)
MARRIOTT INTL INC	11/13/2006	07/30/2009	16 15	16 15	0 00
MARRIOTT INTL INC	11/13/2006	09/03/2009	6 81	6 81	0 00
MARRIOTT INTL INC	11/13/2006	11/25/2009	118,991 17	192,273.48	(73,282 31)
MARRIOTT INTL INC	11/13/2006	12/03/2009	16 11	16.11	0 00
NYSE EURONEXT COM	05/03/2006	06/18/2009	40,775 10	97,998.27	(57,223 17)
PIONEER NAT RES CO	04/10/2007	08/12/2009	18,527 27	31,065 95	(12,538 68)
ALTRIA GRP INC	06/22/2009	12/23/2009	52,916 63	42,973 25	9,943 38
AMAZON COM	08/08/2008	02/02/2009	6,790 46	9,235 94	(2,445 48)
AMAZON COM	08/08/2008	12/04/2009	68,964 49	41,521 50	27,442 99
AMAZON COM	08/08/2008	01/06/2010	57,485 58	36,812 25	20,673 33
AMAZON COM	08/08/2008	01/06/2010	34,625 82	22,678 22	11,947 60
AMAZON COM	08/08/2008	01/08/2010	29,304 84	17,860 30	11,444 54
AMERICA MOVIL	05/13/2008	01/06/2010	70,900 91	67,762 90	3,138 01
AMERICAN EXPRESS	01/05/2005	04/17/2009	16,586 07	36,098 62	(19,512 55)
AMERICAN INTL GRP	01/05/2005	07/01/2009	0 90	0 90	0 00
AMGEN INC	01/04/2010	01/06/2010	3,420 66	3,519 09	(98 43)
ANADARKO	01/16/2009	12/23/2009	60,475 25	36,551 57	23,923 68
ANNALY CAP MGMT	09/10/2008	12/23/2009	91,506 18	75,700 00	15,806 18
APPLE COMPUTER	02/02/2009	01/06/2010	76,888 30	32,732 42	44,155 88
BARD C R INC	06/30/2009	01/07/2010	15,770 97	14,912 60	858 37
BAXTER INTL INC	10/24/2007	02/02/2009	5,190 39	5,253 67	(63 28)
BAXTER INTL INC	10/24/2007	06/05/2009	45,682 20	56,787 23	(11,105 03)
BAXTER INTL INC	10/24/2007	01/06/2010	93,179 60	83,899 18	9,280 42
BECTON DICKINSON & CO	12/14/2007	02/02/2009	3,027 08	3,485 58	(458 50)
BECTON DICKINSON & CO	12/14/2007	01/06/2010	1,898 70	2,074 75	(176 05)
BHP BILLITON LTD	03/09/2009	01/06/2010	45,586 49	20,544 26	25,042 23
BLACKROCK INC	08/14/2008	02/02/2009	1,366 11	2,802 83	(1,436 72)

THE CARRUTH FOUNDATION INC- 76-0439576 - FORM 990PF (2009)
SUPPORTING SCHEDULE - NET GAIN OR (LOSS) ON SALE OF ASSETS
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<u>Name</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sale Amount</u>	<u>Cost</u>	<u>Gain (Loss)</u>
BLACKROCK INC	08/14/2008	02/23/2009	15,257 30	33,849 56	(18,592 26)
BRISTOL MYERS SQUIBB	02/12/2009	01/06/2010	1,474 56	1,315.74	158 82
CAPITAL ONE FINL	05/12/2009	12/23/2009	75,480 55	47,836.50	27,644.05
CARDINAL HEALTH INC	10/30/2009	01/06/2010	64,090 50	58,135 90	5,954 60
CELANESE CORP	06/22/2009	12/23/2009	49,653 00	32,337 25	17,315 75
CEPHALON INC	01/23/2009	06/03/2009	19,422 79	25,537 84	(6,115 05)
CERNER CORP	01/20/2006	04/30/2009	45,771 02	41,514 65	4,256 37
CERNER CORP	11/29/2007	10/29/2009	88,919 71	54,524.35	34,395 36
CHEVRON CORP	02/02/2009	01/06/2010	2,430 87	2,168 80	262 07
CISCO SYSTEMS INC	01/17/2007	02/02/2009	2,631 19	4,878 91	(2,247 72)
CISCO SYSTEMS INC	01/17/2007	01/06/2010	2,716 46	2,859 36	(142 90)
CISCO SYSTEMS INC	01/17/2007	01/06/2010	109,480 18	97,733 00	11,747 18
COCA COLA CO	11/06/2006	02/02/2009	4,164 14	4,683 20	(519 06)
COCA COLA CO	11/06/2006	03/06/2009	17,388 02	21,168.07	(3,780 05)
COCA COLA CO	11/06/2006	01/06/2010	1,985 38	1,685 96	299 42
CONAGRA FOODS	10/03/2008	05/08/2009	38,016 02	43,495 00	(5,478 98)
CONOCOPHILLIPS	03/04/2008	02/02/2009	3,329 68	6,035 14	(2,705 46)
CONOCOPHILLIPS	03/04/2008	07/10/2009	10,827 27	21,043 42	(10,216 15)
CONOCOPHILLIPS	03/04/2008	01/06/2010	2,395 55	3,751 58	(1,356 03)
COSTCO WHSL NEW	01/13/2006	02/02/2009	4,338 59	4,991 43	(652 84)
COSTCO WHSL NEW	01/13/2006	01/06/2010	3,618 29	3,106 92	511 37
CVS CAREMARK CORP	08/06/2008	10/29/2009	91,657 94	94,267 50	(2,609 56)
DEERE & CO	03/17/2008	02/02/2009	1,977 38	4,746 95	(2,769 57)
DEERE & CO	10/01/2008	02/20/2009	19,456 49	44,599 91	(25,143 42)
EATON CORP	06/25/2008	08/31/2009	13,331 65	19,823 03	(6,491 38)
ESTEE LAUDER CL A	01/19/2009	05/29/2009	55,794 30	59,581 70	(3,787 40)
EXPRESS SCRIPTS INC	06/22/2009	12/23/2009	35,014 85	25,948 20	9,066.65
EXXONMOBILE	02/02/2009	01/06/2010	4,022 37	4,395 82	(373 45)
FIDELITY NATL INFO SVCS	12/20/2005	01/06/2010	39,703 59	29,593 20	10,110 39
FIFTH THIRD BANCORP	06/30/2009	12/23/2009	40,510 19	28,771.50	11,738 69
FISERV INC	12/14/2007	10/01/2009	42,442 70	47,838 93	(5,396 23)
FLUOR CORP	03/17/2008	02/02/2009	1,947 46	3,319 32	(1,371 86)
FLUOR CORP	03/17/2008	01/06/2010	2,369 19	3,255 49	(886 30)
FNMA 5 625% 05/19/11	05/19/2009	05/19/2009	100,000 00	100,092.00	(92 00)
FRANKLIN RESOURCES INC	06/18/2008	06/08/2009	23,937 53	34,897 09	(10,959 56)
GENENTECH INC COM NEW	03/07/2008	02/02/2009	5,430 85	5,254 81	176 04
GENENTECH INC COM NEW	03/07/2008	03/26/2009	78,375 00	65,984 88	12,390 12
GENERAL ELEC 8 125%	12/31/2004	04/09/2009	83,250 00	91,110 00	(7,860 00)
GENERAL ELEC CO	01/13/2006	02/02/2009	2,013 53	6,249 76	(4,236 23)

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<u>Name</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sale Amount</u>	<u>Cost</u>	<u>Gain (Loss)</u>
GENERAL ELEC CO	01/13/2006	02/23/2009	6,637 16	26,097 99	(19,460 83)
GENERAL ELEC CO	01/13/2006	03/04/2009	7,710 37	43,579 77	(35,869 40)
GENERAL MILLS INC	12/03/2008	01/06/2010	70,797 69	62,095 20	8,702 49
GENZYME CORP	01/08/2008	02/02/2009	5,643 20	6,409 86	(766.66)
GENZYME CORP	01/08/2008	01/06/2010	2,559 64	4,142.96	(1,583 32)
GILEAD SCIENCES	01/22/2009	01/06/2010	1,750 95	1,932 72	(181 77)
HALLIBURTON	01/22/2008	07/10/2009	18,337 82	37,074 71	(18,736 89)
HEWLETT PACKARD CO	10/24/2008	01/06/2010	13,036 64	8,305 50	4,731 14
HEXCEL CORP	07/24/2007	04/02/2009	48,837 58	146,820 45	(97,982 87)
HJ HEINZE CO	10/24/2008	01/06/2010	2,175 18	2,093.68	81 50
HOME DEPOT INC COM	01/22/2009	01/06/2010	2,404 38	1,856 49	547 89
IBM CORP	06/28/2007	02/02/2009	4,184 74	5,017 58	(832 84)
IBM CORP	06/28/2007	01/06/2010	4,904 95	4,946 08	(41 13)
INTEL CORP	10/11/2006	02/02/2009	2,757 99	4,408.44	(1,650 45)
INTEL CORP	10/11/2006	01/06/2010	2,867 14	2,953 02	(85 88)
JOHNSON & JOHNSON	01/13/2006	02/02/2009	6,683 18	7,247 80	(564 62)
JOHNSON & JOHNSON	01/13/2006	06/03/2009	25,672 33	30,034 81	(4,362.48)
JOHNSON & JOHNSON	01/13/2006	01/06/2010	3,182 41	3,366.80	(184.39)
JOY GLOBAL INC	01/09/2008	02/02/2009	997 43	3,133 26	(2,135.83)
JOY GLOBAL INC	01/09/2008	02/20/2009	11,180 73	35,550 30	(24,369 57)
JPMORGAN CHASE & CO	08/21/2008	02/02/2009	3,733 43	5,561 53	(1,828 10)
JPMORGAN CHASE & CO	08/21/2008	01/06/2010	37,990 09	31,686 08	6,304 01
KANSAS CITY SOUTHERN	03/10/2008	10/05/2009	93,156 80	97,878 42	(4,721 62)
KNIGHT CAP GRP	03/09/2009	07/07/2009	21,228 78	20,472 33	756.45
KROGER CO	07/11/2008	02/02/2009	3,335 64	4,388 06	(1,052 42)
KROGER CO	07/11/2008	03/09/2009	33,129 79	48,640 36	(15,510 57)
KROGER CO	07/11/2008	09/17/2009	36,899 29	49,670 82	(12,771 53)
LABORATORY CORP	07/17/2008	01/06/2010	79,569 11	76,667 58	2,901 53
LILLY ELI & CO	10/29/2009	01/06/2010	59,160 65	57,167 14	1,993 51
LOCKHEED MARTIN CORP	02/13/2008	06/01/2009	27,401 94	34,869 00	(7,467 06)
LOCKHEED MARTIN CORP	02/13/2008	01/06/2010	63,564 18	56,991 43	6,572 75
LOWES CO INC	10/10/2008	01/06/2010	3,571 77	2,680.15	891 62
MCDONALDS CORP	01/07/2008	02/02/2009	6,135 00	6,189 84	(54.84)
MCDONALDS CORP	01/07/2008	01/06/2010	4,871 67	4,627 92	243 75
MEDCOHEALTH SOLUTIONS	07/09/2009	01/06/2010	1,735 83	1,776.88	(41 05)
MEMC ELECTRONIC MATERIALS	01/07/2009	07/08/2009	23,528 94	26,354 27	(2,825 33)
MICROSOFT	06/27/2007	01/06/2010	2,202 23	2,172 63	29 60
MONSANTO CO NEW	01/21/2009	01/06/2010	2,822 33	2,863 41	(41 08)
MORGAN STANLEY	03/05/2009	01/06/2010	4,464 13	2,516 74	1,947 39

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<u>Name</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sale Amount</u>	<u>Cost</u>	<u>Gain (Loss)</u>
NALCO HLDG CO	06/16/2007	02/05/2009	62,175 07	134,959 50	(72,784.43)
NETFLIX COM INC	03/06/2009	07/08/2009	10,579 88	10,354 74	225 14
NORTHERN TRUST 7 1%	12/31/2004	08/03/2009	75,000 00	84,195 00	(9,195 00)
NORTHERN TRUST CORP	07/25/2008	01/06/2010	2,957 52	4,452.84	(1,495 32)
NOVARTIS AG	10/02/2008	01/06/2010	2,469 81	2,522 31	(52.50)
OCCIDENTAL PETROLEUM	08/08/2008	02/02/2009	5,657 73	7,963 14	(2,305 41)
OCCIDENTAL PETROLEUM	08/08/2008	05/12/2009	37,477 23	32,895 00	4,582 23
OCCIDENTAL PETROLEUM	08/08/2008	10/05/2009	74,868 07	54,837 00	20,031 07
OCCIDENTAL PETROLEUM	08/08/2008	12/23/2009	61,743 84	50,437.80	11,306 04
OCCIDENTAL PETROLEUM	08/08/2008	01/06/2010	6,653 22	6,009 92	643 30
OCCIDENTAL PETROLEUM	08/08/2008	01/06/2010	62,733 81	41,135 50	21,598 31
ORACLE CORP	04/09/2007	02/02/2009	3,282 76	3,992 75	(709 99)
ORACLE CORP	11/07/2007	01/06/2010	4,294 14	3,970 82	323 32
PEPSICO INC	01/13/2006	02/02/2009	4,203 87	5,010 84	(806.97)
PEPSICO INC	01/13/2006	01/06/2010	3,210 99	3,124 41	86 58
PEPSICO INC	01/13/2006	01/06/2010	85,929 82	82,823 56	3,106 26
PFIZER INC	10/01/2008	02/13/2009	30,467 97	39,799 52	(9,331 55)
PFIZER INC	07/30/2008	01/13/2010	28,099 93	33,919 46	(5,819 53)
PHILIP MORRIS INTL	01/13/2006	02/02/2009	9,669 29	10,517.73	(848 44)
PHILIP MORRIS INTL	01/13/2006	06/03/2009	29,614 72	27,329 86	2,284 86
PHILIP MORRIS INTL	01/13/2006	01/06/2010	95,137 87	89,268 74	5,869 13
PHILIP MORRIS INTL	01/13/2006	01/06/2010	94,280 88	92,547 65	1,733 23
PITNEY BOWES INC	09/10/2007	07/01/2009	25,423 84	44,044 58	(18,620 74)
PLAINS EXPLORATION	04/25/2006	06/18/2009	42,068 76	57,616 50	(15,547 74)
PLAINS EXPLORATION	10/14/2008	01/06/2010	52,289 98	59,436.40	(7,146 42)
PROCTOR & GAMBLE	01/13/2006	03/06/2009	8,228 45	10,865 61	(2,637 16)
PROCTOR & GAMBLE	01/13/2006	03/10/2009	19,834 54	26,136 40	(6,301 86)
RAYMOND JAMES FINL INC	06/16/2008	06/23/2009	24,089 62	48,635 00	(24,545 38)
SCHERING PLOUGH	02/13/2009	05/05/2009	28,282 29	24,164 11	4,118 18
SCHLUMBERGER LTD COM	10/17/2006	02/02/2009	1,968 98	3,002 10	(1,033 12)
SCHLUMBERGER LTD COM	10/17/2006	05/12/2009	36,247 56	39,848.30	(3,600 74)
SCHLUMBERGER LTD COM	10/17/2006	11/30/2009	101,339 39	115,383 90	(14,044 51)
SCHLUMBERGER LTD COM	10/17/2006	01/06/2010	1,952 11	1,741 22	210 89
TEVA PHARMACEUTICALS	03/10/2009	01/06/2010	4,134 49	4,175 60	(41 11)
THERMO FISHER SCI	06/30/2009	12/23/2009	73,618 38	61,283 00	12,335 38
TIFFANY & CO	06/15/2006	01/06/2010	104,019 48	80,025 27	23,994 21
TRANSOCEAN LTD ZUG NAMEN AKT	03/13/2006	01/06/2010	20,825 45	25,116 71	(4,291 26)
UNITED PARCEL SVC-B	03/06/2008	02/02/2009	1,776 16	3,109.93	(1,333.77)
UNITED PARCEL SVC-B	03/06/2008	01/06/2010	1,637 18	2,097 40	(460 22)

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<u>Name</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sale Amount</u>	<u>Cost</u>	<u>Gain (Loss)</u>
UNITED TECHNOLOGIES	10/22/2008	02/02/2009	3,344 42	3,634 70	(290 28)
UNITED TECHNOLOGIES	10/22/2008	01/06/2010	3,043 76	2,221 21	822 55
US BANCORP DEL	03/19/2008	02/02/2009	1,999 25	4,500 38	(2,501 13)
US BANCORP DEL	03/19/2008	01/06/2010	1,976 84	2,812 74	(835.90)
USTN 4 5% 02/15/09	05/09/2006	02/17/2009	125,000 00	123,137 81	1,862.19
USTN 4 875% 05/15/09	05/09/2006	05/15/2009	100,000 00	99,829 46	170 54
VALERO	03/27/2009	07/07/2009	39,429 71	47,915 69	(8,485 98)
VISA INC	03/19/2008	02/02/2009	4,030 95	4,848.20	(817 25)
VISA INC	03/19/2008	01/06/2010	82,403 15	55,900 21	26,502 94
WALMART STORES INC	02/14/2008	02/02/2009	7,673 25	8,288 55	(615 30)
WALMART STORES INC	02/14/2008	12/01/2009	5,467 86	5,396 80	71 06
WALMART STORES INC	02/14/2008	12/01/2009	42,392 72	40,104 64	2,288 08
WALMART STORES INC	02/14/2008	01/06/2010	5,635 33	5,292 69	342 64
WASTE MANAGEMENT	06/30/2009	09/23/2009	37,775 27	35,949 00	1,826 27
WELLS FARGO & CO	08/15/2008	02/02/2009	3,714 01	5,907 39	(2,193 38)
WELLS FARGO & CO	08/15/2008	01/06/2010	3,682 87	3,879 48	(196 61)
WHIRLPOOL CORP	09/19/2006	04/17/2009	8,581 22	19,665 86	(11,084 64)
XL CAPITAL LTD	05/08/2009	12/23/2009	59,178 48	35,394 00	23,784 48
YUM BRANDS	01/04/2008	02/02/2009	3,421 73	4,642 75	(1,221 02)
YUM BRANDS	01/04/2008	01/06/2010	2,667 87	2,897 08	(229 21)
Total			5,165,607 05	5,279,762 85	(114,155 80)

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PERSHING LLC	255,556.	255,556.
TOTAL	<u>255,556.</u>	<u>255,556.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WILLIAM CLARKE CPA	13,810.	13,810.		
TOTALS	<u>13,810.</u>	<u>13,810.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
VAUGHAN NELSON ET AL	18,529.	18,529.
AVALON ADVISORS	26,773.	26,773.
BREEN INVESTORS	26,514.	26,514.
TOTALS	<u>71,816.</u>	<u>71,816.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	1,695.	
FOREIGN DIVIDEND TAXES	467.	467.
TOTALS	<u>2,162.</u>	<u>467.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION
OFFICE EXPENSES
BANK CHARGES

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXCISE TAX	20,312.	20,312.
TOTALS	<u>20,312.</u>	<u>20,312.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMEGY INVESTMENTS - FUND VN	5,390,927.	5,151,991.
AMEGY INVESTMENTS - FUND A	2,834,759.	2,835,867.
AMEGY INVESTMENTS - FUND B	3,064,623.	2,750,331.
TOTALS	<u>11,290,309.</u>	<u>10,738,189.</u>

THE CARRUTH FOUNDATION INC.

76-0439576

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BRADY F. CARRUTH 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 77019-2125	PRESIDENT 3.00	0.	0.	0.
WILLIAM V. H. CLARKE 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 77019-2125	SECRETARY/TREASURER 6.00	0.	0.	0.
ALAN SCHUBERT 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 77019-2125	TRUSTEE 2.00	0.	0.	0.
GENTRY LEE 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 77019-2125	TRUSTEE 2.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET STE 200 HOUSTON, TX 77002	NONE PUBLIC	CAPITAL ACQUISITIONS	25,000
THE PARISH CHILDREN'S SCHOOL 11001 HAMMERLY HOUSTON, TX 77043	NONE PUBLIC	SCHOLARSHIPS	75,000
POE ELEMENTARY SCHOOL PTO 5100 HAZARD STREET HOUSTON, TX 77098-5396	NONE PUBLIC	CAPITAL CONSTRUCTION POE SCHOOL SPARK PARK	20,000
CAMP FOR ALL 10500 NW FREEWAY #220 HOUSTON, TX 77092	NONE PUBLIC	OPERATIONAL FUNDING FOR EQUESTRIAN THERAPY PROGRAM	25,000
ST ANDREWS EPISCOPAL SCHOOL 5901 SOUTHWEST PARKWAY AUSTIN, TX 78735	NONE PUBLIC	CAPITAL BUILDING CAMPAIGN	25,000
HOUSTON MUSEUM OF NATURAL SCIENCE ONE HERMANN CIRCLE HOUSTON, TX 77030-1799	NONE PUBLIC	CAPITAL BUILDING FUND	187,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77024	NONE PUBLIC	CAPITAL BUILDING FUND	125,000
TOTAL CONTRIBUTIONS PAID			<u>482,500</u>

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PARISH CHILDREN'S SCHOOL 11001 HAMMERLY HOUSTON, TX 77043	SCHOLARSHIPS	225,000
HOUSTON MUSEUM OF NATURAL SCIENCE ONE HERMANN CIRCLE HOUSTON, TX 77030	CAPITAL BUILDING FUND	187,500
TOTAL CONTRIBUTIONS APPROVED		<u>412,500</u>