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## Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Serviceor 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.

For calendar year 2009, or tax year beginning FEB 1, 2009, and ending JAN 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 <b>MANNING FOUNDATION</b>		A Employer identification number <b>76-6105634</b>
	ACCOUNT NUMBER: <b>70877600</b>		B Telephone number <b>877-719-4048</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>P.O. BOX 41629</b>		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"/>
City or town, state, and ZIP code <b>AUSTIN, TX 78704-9926</b>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>2,068,780.</b> (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))		(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			N/A	
	2 Check <input checked="" 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	35,683.	35,468.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<32,814.>			
	b Gross sales price for all assets on line 6a	1,066,284.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	2,869.	35,468.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	42,716.	21,358.		21,358.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,650.	1,650.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	5,016.			0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 4	175.	175.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	49,557.	24,099.		21,358.	
25 Contributions, gifts, grants paid	95,898.			95,898.	
26 Total expenses and disbursements Add lines 24 and 25	145,455.	24,099.		117,256.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<142,586.>				
b Net investment income (if negative, enter -0-)		11,369.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	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				
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 5	101,500.	0.	0.	
	b	Investments - corporate stock STMT 6	1,872,411.	1,841,780.	1,993,028.	
	c	Investments - corporate bonds STMT 7	95,000.	95,000.	75,749.	
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8	3.	3.	3.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ )					
16	Total assets (to be completed by all filers)	2,068,914.	1,936,783.	2,068,780.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ UNSETTLED TRADES )	0.	10,455.		
23	Total liabilities (add lines 17 through 22)	0.	10,455.			
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	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	2,068,914.	1,926,328.		
30	Total net assets or fund balances	2,068,914.	1,926,328.			
31	Total liabilities and net assets/fund balances	2,068,914.	1,936,783.			

## 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	2,068,914.
2	Enter amount from Part I, line 27a	2	<142,586.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,926,328.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,926,328.

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**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				
b SEE ATTACHED STATEMENTS				
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 1,066,284.		1,099,098.	<32,814.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<32,814.>

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 <32,814.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	147,515.	2,485,296.	.059355
2007	144,303.	3,073,300.	.046954
2006	136,486.	2,890,365.	.047221
2005	129,222.	2,761,409.	.046796
2004	128,338.	2,620,218.	.048980

2 Total of line 1, column (d)	2 .249306
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 .049861
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 1,934,742.
5 Multiply line 4 by line 3	5 96,468.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 114.
7 Add lines 5 and 6	7 96,582.
8 Enter qualifying distributions from Part XII, line 4	8 117,256.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	114.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	114.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	114.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,994.		
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	2,994.
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	2,880.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax	2,880. Refunded	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <b>TX</b>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>WELLS FARGO BANK, NA</b> Telephone no. ► <b>877-719-4048</b> Located at ► <b>3949 SOUTH LAMAR, AUSTIN, TX</b> ZIP+4 ► <b>78704-9926</b>			
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 <b>N/A</b>			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GERARD H. STAFFORD, JR. 7606 BURNING HILLS HOUSTON, TX 77071	TRUSTEE 5.00	9,000.	0.	0.
NANCY S. ROBINSON 1 LONG TIMBERS LANE HOUSTON, TX 77024	TRUSTEE 5.00	9,000.	0.	0.
WELLS FARGO BANK NA P.O. BOX 41629 AUSTIN, TX 78704-9926	TRUSTEE 5.00	24,716.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**Part IX-A** **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total. Add lines 1 through 3</b>	<b>0.</b>

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,963,396.
b	Average of monthly cash balances	1b	806.
c	Fair market value of all other assets	1c	3.
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,964,205.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,964,205.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,463.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,934,742.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	96,737.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	96,737.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	114.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,623.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	96,623.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	96,623.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	117,256.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	117,256.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	114.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	117,142.

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

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				96,623.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			95,898.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 117,256.				
a Applied to 2008, but not more than line 2a			95,898.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount	0.			21,358.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				75,265.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

## Page 10

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

N/A

**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				
KOMEN FOUNDATION 2425 FOUNTAINVIEW, SUITE 210 HOUSTON, TX 77057	N/A		CHARITABLE CONTRIBUTION	10,000.
RETINA RESEARCH FOUNDATION 6560 FANNIN, SUITE 2200 HOUSTON, TX 77030	N/A		MEDICAL RESEARCH	25,898.
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423	N/A		CHARITABLE CONTRIBUTION	60,000.
Total				95,898.
b Approved for future payment				
NONE				
Total				0.



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
--	-----	----

- (1) Cash

1a(1)	X
-------	---

- (2) Other assets**

1a(2)		<b>X</b>
-------	--	----------

- b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

1b(1)	X
-------	---

1b(2)		X
-------	--	---

1b(3)		<b>X</b>
-------	--	----------

1b(4)		X
-------	--	---

1b(5)		X
-------	--	---

1b(6)	X
-------	---

1c	X
----	---

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

**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.

**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.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.


**Sign Here.**

Signature of officer or trustee

Date \_\_\_\_\_

➤ Title

~~LAURIE A STENBECK~~  
~~VICE PRESIDENT~~

Preparer's  
signature 

\_\_\_\_\_ CPA

Date

06/15/10

Check if self-employed

Preparer's identifying number

Firm's name (or yours  
if self-employed),  
address, and ZIP code

ROBERT A. BURNS, CPA  
13352 TRAIL HOLLOW DRIVE  
HOUSTON, TX 77079

EIN

Phone no. 713-464-3860

Form **990-PF** (2009)

**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	541 AFLAC INC	P	04/29/08	03/10/09
b	5 ABBOTT LABORATORIES	P	09/02/08	08/17/09
c	426 ADOBE SYSTEMS INC	P	08/29/08	02/06/09
d	92 APACHE CORPORATION	P	04/29/08	05/15/09
e	9 APACHE CORPORATION	P	04/29/08	08/17/09
f	78 APACHE CORPORATION	P	04/29/08	01/29/10
g	4 APPLE COMPUTER INC	P	04/29/08	08/17/09
h	15 APPLE COMPUTER INC	P	04/29/08	12/21/09
i	1 BANK OF NEW YORK MELLON	P	04/29/08	08/17/09
j	336 BANK OF NEW YORK MELLON	P	04/29/08	12/21/09
k	168 BANK OF NEW YORK MELLON	P	03/10/09	12/21/09
l	16 BANK OF NEW YORK MELLON	P	09/02/08	12/21/09
m	291 IPATH DOW JONES-AIG COMMDTY	P	04/29/08	02/06/09
n	31 BEST BUY INC	P	05/15/09	08/17/09
o	14 CVS CORP	P	04/29/08	08/17/09

(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 6,771.		33,722.	<26,951.>
b 220.		294.	<74.>
c 9,076.		17,843.	<8,767.>
d 7,000.		12,211.	<5,211.>
e 764.		1,195.	<431.>
f 7,670.		10,353.	<2,683.>
g 654.		700.	<46.>
h 2,975.		2,626.	349.
i 28.		44.	<16.>
j 9,085.		14,851.	<5,766.>
k 4,543.		3,344.	1,199.
l 433.		552.	<119.>
m 9,804.		18,604.	<8,800.>
n 1,100.		1,104.	<4.>
o 481.		579.	<98.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<26,951.>
b			<74.>
c			<8,767.>
d			<5,211.>
e			<431.>
f			<2,683.>
g			<46.>
h			349.
i			<16.>
j			<5,766.>
k			1,199.
l			<119.>
m			<8,800.>
n			<4.>
o			<98.>

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**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	124 CVS CORP	P	04/29/08	01/06/10
b	9 CELGENE CORP	P	09/11/08	08/17/09
c	414 CISCO SYSTEMS INC	P	06/17/92	05/05/09
d	571 CISCO SYSTEMS INC	P	06/17/92	08/14/09
e	8 CISCO SYSTEMS INC	P	09/02/08	08/14/09
f	10 COCA COLA CO	P	08/17/09	01/22/10
g	147 COCA COLA CO	P	05/21/09	01/22/10
h	218 COCA COLA CO	P	11/11/08	01/22/10
i	9 COCA COLA CO	P	12/21/09	01/22/10
j	224 DEERE & COMPANY	P	04/29/08	03/05/09
k	170 EXELON CORP	P	04/26/05	08/14/09
l	242 EXELON CORP	P	04/26/05	09/18/09
m	56 EXXON MOBIL CORP	P	09/02/08	08/14/09
n	63 EXXON MOBIL CORP	P	09/02/08	08/17/09
o	17 EXXON MOBIL CORP	P	09/02/08	12/21/09

(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 4,026.		5,127.	<1,101.>
b 469.		633.	<164.>
c 8,030.		12,190.	<4,160.>
d 12,282.		16,813.	<4,531.>
e 172.		190.	<18.>
f 545.		484.	61.
g 8,011.		6,855.	1,156.
h 11,880.		9,987.	1,893.
i 490.		516.	<26.>
j 5,779.		18,827.	<13,048.>
k 8,555.		10,911.	<2,356.>
l 12,472.		11,427.	1,045.
m 3,832.		4,358.	<526.>
n 4,224.		4,903.	<679.>
o 1,164.		1,323.	<159.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,101.>
b			<164.>
c			<4,160.>
d			<4,531.>
e			<18.>
f			61.
g			1,156.
h			1,893.
i			<26.>
j			<13,048.>
k			<2,356.>
l			1,045.
m			<526.>
n			<679.>
o			<159.>

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3



**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 92 EXXON MOBIL CORP		P	06/17/92	12/21/09
b 127 EXXON MOBIL CORP		P	06/17/92	01/06/10
c 125 FIRSTENERGY CORP		P	06/24/08	06/12/09
d 109 FIRSTENERGY CORP		P	04/29/08	06/12/09
e 27 FIRSTENERGY CORP		P	09/02/08	06/12/09
f 383 GENERAL ELECTRIC CO		P	06/17/92	02/06/09
g 7 GENERAL ELECTRIC CO		P	09/02/08	02/06/09
h 191 GENERAL MILLS INC		P	11/21/08	05/15/09
i 107 GENZYME CORP		P	04/29/08	04/03/09
j 5 GENZYME CORP		P	04/29/08	08/17/09
k 8 GENZYME CORP		P	12/21/09	01/29/10
l 278 GENZYME CORP		P	04/29/08	01/29/10
m 1 GOOGLE INC		P	04/29/08	08/17/09
n 5 GOOGLE INC		P	04/29/08	12/21/09
o 9 GOOGLE INC		P	04/29/08	01/29/10

(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 6,300.		1,426.	4,874.
b 8,915.		1,969.	6,946.
c 4,844.		10,283.	<5,439.>
d 4,224.		8,293.	<4,069.>
e 1,046.		1,935.	<889.>
f 4,314.		2,970.	1,344.
g 79.		200.	<121.>
h 9,981.		12,248.	<2,267.>
i 5,965.		7,689.	<1,724.>
j 251.		357.	<106.>
k 435.		386.	49.
l 15,114.		19,855.	<4,741.>
m 450.		559.	<109.>
n 2,988.		2,796.	192.
o 4,746.		5,032.	<286.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,874.
b			6,946.
c			<5,439.>
d			<4,069.>
e			<889.>
f			1,344.
g			<121.>
h			<2,267.>
i			<1,724.>
j			<106.>
k			49.
l			<4,741.>
m			<109.>
n			192.
o			<286.>

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**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	109 HEWLETT PACKARD	P	04/29/08	05/05/09
b	15 HEWLETT PACKARD	P	04/29/08	08/17/09
c	19 HEWLETT PACKARD	P	12/21/09	01/29/10
d	121 HEWLETT PACKARD	P	04/29/08	01/29/10
e	7 HOME DEPOT INC	P	04/16/09	08/17/09
f	166 ITT INDS INC	P	08/14/09	12/21/09
g	119 INTERCONTINENTAL EXCHANGE INC	P	04/29/08	05/21/09
h	8 IBM CORP	P	04/29/08	08/17/09
i	530 ISHARES COMEX GOLD TR	P	01/01/09	02/28/09
j	530 ISHARES COMEX GOLD TR	P	01/01/09	03/31/09
k	530 ISHARES COMEX GOLD TR	P	01/01/01	04/30/09
l	530 ISHARES COMEX GOLD TR	P	01/01/01	05/31/09
m	530 ISHARES COMEX GOLD TR	P	01/01/01	06/30/09
n	530 ISHARES COMEX GOLD TR	P	01/01/01	07/31/09
o	67 ISHARES COMEX GOLD TR	P	04/29/08	08/17/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,985.		5,216.	<1,231.>
b 655.		718.	<63.>
c 892.		991.	<99.>
d 5,681.		5,790.	<109.>
e 180.		183.	<3.>
f 8,369.		8,274.	95.
g 11,597.		18,097.	<6,500.>
h 935.		983.	<48.>
i 16.		13.	3.
j 17.		14.	3.
k 15.		13.	2.
l 16.		13.	3.
m 16.		13.	3.
n 16.		13.	3.
o 6,136.		5,751.	385.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,231.>
b			<63.>
c			<99.>
d			<109.>
e			<3.>
f			95.
g			<6,500.>
h			<48.>
i			3.
j			3.
k			2.
l			3.
m			3.
n			3.
o			385.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**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	463 ISHARES COMEX GOLD TR	P	01/01/01	08/31/09
b	463 ISHARES COMEX GOLD TR	P	01/01/01	09/30/09
c	463 ISHARES COMEX GOLD TR	P	01/01/01	10/31/09
d	463 ISHARES COMEX GOLD TR	P	01/01/01	11/30/09
e	470 ISHARES COMEX GOLD TR	P	01/01/01	12/31/09
f	124 ISHARES INC	P	07/30/09	08/17/09
g	12 ISHARES TR	P	07/30/09	08/17/09
h	525 ISHARES TR	P	10/07/09	12/03/09
i	2017 ISHARES MSCI EAFE INDEX FD	P	01/27/09	07/30/09
j	256 ISHARES MSCI EAFE INDEX FD	P	01/27/09	08/17/09
k	961 ISHARES MSCI EAFE INDEX FD	P	01/27/09	10/07/09
l	3869 ISHARES TR	P	11/17/08	02/06/09
m	1236 ISHARES TR RUSSELL MIDCAP INDEX FD	P	11/21/08	02/06/09
n	228 ISHARES TR S&P MIDCAP 400 INDEX FD	P	02/06/09	04/16/09
o	258 ISHARES TR S&P MIDCAP 400 INDEX FD	P	02/06/09	05/15/09

(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 15.		14.	1.
b 15.		13.	2.
c 15.		13.	2.
d 17.		13.	4.
e 18.		14.	4.
f 4,389.		4,407.	<18.>
g 452.		453.	<1.>
h 49,528.		51,874.	<2,346.>
i 100,785.		81,020.	19,765.
j 12,711.		10,141.	2,570.
k 52,119.		38,068.	14,051.
l 123,075.		112,631.	10,444.
m 72,238.		61,061.	11,177.
n 12,377.		11,986.	391.
o 14,113.		13,563.	550.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1.
b			2.
c			2.
d			4.
e			4.
f			<18.>
g			<1.>
h			<2,346.>
i			19,765.
j			2,570.
k			14,051.
l			10,444.
m			11,177.
n			391.
o			550.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**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	30 ISHARES TR	P	12/03/09	12/21/09
b	11 JP MORGAN CHASE	P	03/18/04	08/17/09
c	8 JACOBS ENGR GROUP INC	P	04/29/08	08/17/09
d	4 JOHNSON & JOHNSON	P	02/21/03	08/17/09
e	213 JOHNSON & JOHNSON	P	02/21/03	12/21/09
f	207 L-3 COMMUNICATIONS HOLDINGS	P	04/29/08	08/14/09
g	8 MCDONALDS CORP	P	04/29/08	08/17/09
h	135 MCDONALDS CORP	P	04/29/08	08/25/09
i	28 MEDCO HEALTH SOLUTIONS INC	P	09/11/08	08/17/09
j	65 MEDCO HEALTH SOLUTIONS INC	P	09/11/08	12/21/09
k	64 MEDCO HEALTH SOLUTIONS INC	P	09/11/08	01/06/10
l	324 MICROSOFT CORP	P	06/17/92	08/14/09
m	11 MICROSOFT CORP	P	06/17/92	08/17/09
n	135 MICROSOFT CORP	P	06/17/92	12/21/09
o	122 MONSANTO CO	P	05/22/08	12/21/09

(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 1,647.		1,708.	<61.>
b 453.		462.	<9.>
c 340.		692.	<352.>
d 239.		214.	25.
e 13,736.		11,404.	2,332.
f 15,323.		23,350.	<8,027.>
g 439.		482.	<43.>
h 7,584.		8,063.	<479.>
i 1,493.		1,400.	93.
j 4,208.		3,250.	958.
k 4,063.		3,200.	863.
l 7,640.		838.	6,802.
m 257.		28.	229.
n 4,140.		349.	3,791.
o 9,895.		14,841.	<4,946.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<61.>
b			<9.>
c			<352.>
d			25.
e			2,332.
f			<8,027.>
g			<43.>
h			<479.>
i			93.
j			958.
k			863.
l			6,802.
m			229.
n			3,791.
o			<4,946.>

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3

**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	147 NESTLE SA	P	03/18/04	08/17/09
b	298 OMNICOM GROUP INC	P	08/23/04	04/16/09
c	205 PEABODY ENERGY CORP	P	12/12/08	04/03/09
d	366 PEABODY ENERGY CORP	P	12/12/08	07/30/09
e	291 PEPSICO INC	P	06/17/92	05/21/09
f	3 PEPSICO INC	P	09/02/08	05/21/09
g	53 POWERSHARES DB COMMODITY INDEX	P	02/06/09	08/17/09
h	4 PRAXAIR INC	P	04/29/08	08/17/09
i	109 PRAXAIR INC	P	04/29/08	01/22/10
j	97 PRECISION CASTPARTS CORP	P	04/29/08	06/12/09
k	152 PROCTER & GAMBLE CO	P	04/29/08	03/25/09
l	7 PROCTER & GAMBLE CO	P	04/29/08	08/17/09
m	4 QUALCOMM INC	P	08/14/09	12/21/09
n	243 HENRY SCHEIN INC	P	05/06/03	06/12/09
o	12 SCHLUMBERGER	P	12/19/08	08/17/09

(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 5,681.		3,796.	1,885.
b 8,417.		10,412.	<1,995.>
c 5,894.		4,811.	1,083.
d 12,055.		8,590.	3,465.
e 14,905.		13,089.	1,816.
f 154.		209.	<55.>
g 1,181.		1,056.	125.
h 298.		363.	<65.>
i 8,606.		9,886.	<1,280.>
j 8,036.		11,531.	<3,495.>
k 7,220.		10,068.	<2,848.>
l 368.		461.	<93.>
m 182.		185.	<3.>
n 10,823.		5,865.	4,958.
o 624.		480.	144.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,885.
b			<1,995.>
c			1,083.
d			3,465.
e			1,816.
f			<55.>
g			125.
h			<65.>
i			<1,280.>
j			<3,495.>
k			<2,848.>
l			<93.>
m			<3.>
n			4,958.
o			144.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**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	423 STARBUCKS CORP	P	05/15/09	10/22/09
b	6 STERICYCLE INC	P	06/12/09	08/17/09
c	217 STRYKER CORP	P	04/29/08	03/05/09
d	4 TARGET CORP	P	06/17/92	08/17/09
e	4 TARGET CORP	P	09/02/08	08/17/09
f	100 TARGET CORP	P	06/17/92	08/25/09
g	5 TARGET CORP	P	06/17/92	12/21/09
h	5 TEVA PHARMACEUTICAL INDS	P	03/25/09	08/17/09
i	207 THERMO ELECTRON CORP	P	04/29/08	04/16/09
j	132 THERMO ELECTRON CORP	P	04/29/08	05/15/09
k	4 THERMO ELECTRON CORP	P	04/29/08	08/17/09
l	11 US BANCORP	P	04/29/08	08/17/09
m	6 UNION PACIFIC CORP	P	09/02/08	08/17/09
n	100000 UNITED STATES TREAS NTS	P	03/18/04	02/15/09
o	1430 VANGUARD INTL EQUITY INDEX FD	P	11/07/08	07/30/09

(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 8,660.		5,893.	2,767.
b 297.		299.	<2.>
c 7,230.		14,234.	<7,004.>
d 166.		137.	29.
e 166.		218.	<52.>
f 4,532.		3,437.	1,095.
g 247.		172.	75.
h 254.		226.	28.
i 7,687.		12,213.	<4,526.>
j 4,620.		7,601.	<2,981.>
k 179.		230.	<51.>
l 241.		378.	<137.>
m 357.		490.	<133.>
n 100,000.		101,500.	<1,500.>
o 50,440.		35,166.	15,274.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,767.
b			<2.>
c			<7,004.>
d			29.
e			<52.>
f			1,095.
g			75.
h			28.
i			<4,526.>
j			<2,981.>
k			<51.>
l			<137.>
m			<133.>
n			<1,500.>
o			15,274.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**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	269 VANGUARD INTL EQUITY INDEX FD	P	11/07/08	07/31/09
b	54 VANGUARD INTL EQUITY INDEX FD	P	11/07/08	08/17/09
c	159 WAL MART STORES INC	P	04/29/08	07/01/09
d	6 WAL MART STORES INC	P	04/29/08	08/17/09
e	5 XTO ENERGY INC	P	05/22/08	08/17/09
f	203 ACCENTURE LTD	P	08/29/08	05/15/09
g	243 ACCENTURE LTD	P	08/26/08	05/15/09
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 9,463.		6,615.	2,848.
b 1,841.		1,328.	513.
c 7,690.		9,324.	<1,634.>
d 307.		352.	<45.>
e 197.		328.	<131.>
f 5,904.		8,407.	<2,503.>
g 7,067.		9,550.	<2,483.>
h 258.			258.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			2,848.
b			513.
c			<1,634.>
d			<45.>
e			<131.>
f			<2,503.>
g			<2,483.>
h			258.
i			
j			
k			
l			
m			
n			
o			

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	<32,814.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO BANK, NA	15,400.	258.	15,142.
WELLS FARGO BANK, NA - MF	20,541.	0.	20,541.
TOTAL TO FM 990-PF, PART I, LN 4	35,941.	258.	35,683.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,650.	1,650.		0.
TO FORM 990-PF, PG 1, LN 16B	1,650.	1,650.		0.

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FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	916.	916.		0.
EXCISE TAX ON INCOME	4,100.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,016.	916.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	175.	175.		0.
TO FORM 990-PF, PG 1, LN 23	175.	175.		0.



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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREAS NOTE 3% 2/09 100K	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS - 263 SH	14,078.	13,923.
ACCENTURE LTD - 446 SH	0.	0.
ADOBE SYSTEMS INC - 426 SH	0.	0.
AFLAC INC - 475 SH	21,028.	23,004.
APACHE CORP - 325 SH	39,768.	32,100.
APPLE INC - 151 SH	26,425.	29,002.
BANK NEW YORK MELLON - 353 SH	0.	0.
CB RICHARD ELLIS REALTY TR - 10869.565 SH	98,653.	108,696.
CEF ISHARES S&P SMALLCAP 600 GR - 3033 SH	180,615.	166,269.
CELGENE CORP - 247 SH	16,723.	14,025.
CISCO SYSTEMS - 993 SH	0.	0.
COCA COLA CO - 218 SH	0.	0.
CVS/CAREMARK CORP - 674 SH	27,323.	21,817.
DEERE & CO - 224 SH	0.	0.
EXELON CORP - 412 SH	0.	0.
EXXON MOBIL - 227 SH	3,518.	14,626.
FIRSTENERGY CORP - 261 SH	0.	0.
GENERAL ELECTRIC - 390 SH	0.	0.
GENERAL MILLS INC - 191 SH	0.	0.
GENZYME CORP - 286 SH	20,240.	15,518.
GOOGLE INC - 64 SH	34,174.	33,916.
HEWLETT PACKARD CO - 738 SH	35,257.	34,738.
IBM CORP - 151 SH	17,413.	18,481.
INTEL CORP - 967 SH	18,932.	18,760.
INTERCONTINENTAL EXCHANGE - 137 SH	19,963.	13,081.
IPATH DOW JONES-AIG COMM - 291 SH	0.	0.
ISHARES COMEX GOLD TR - 470 SH	40,494.	49,829.
ISHARES INC MSCI PACIFIC EX-JAPAN - 5997 SH	186,100.	228,965.
ISHARES MSCI EAFE - 1997 SH	79,838.	104,803.
ISHARES TR RUSSELL MIDCAP GR - 3869 SH	0.	0.
ISHARES TR RUSSELL MIDCAP INDEX - 1236 SH	0.	0.

ISHARES TR SMALLCAP 600 INDEX - 1401 SH	62,564.	74,253.
JACOBS ENGINEERING GROUP - 414 SH	35,272.	15,645.
JOHNSON & JOHNSON - 217 SH	0.	0.
JPMORGAN CHASE CO - 642 SH	26,750.	24,999.
L-3 COMMUNICATIONS CORP - 207 SH	0.	0.
MCDONALDS CORP - 293 SH	16,250.	18,292.
MEDCO HEALTH SOLUTIONS - 329 SH	16,107.	20,227.
MICROSOFT - 375 SH	970.	10,568.
MONSANTO CO - 160 SH	14,787.	12,141.
NESTLE SA ADR - 147 SH	0.	0.
NIKE INC - 233 SH	15,343.	20,400.
OMNICOM GROUP - 320 SH	0.	0.
PEABODY ENERGY CORP - 238 SH	5,739.	10,025.
PEPSICO - 294 SH	0.	0.
PRAXAIR INC - 163 SH	14,700.	12,277.
PRECISION CASTPARTS CORP - 142 SH	16,784.	14,945.
PROCTER & GAMBLE CO - 297 SH	19,546.	18,280.
SCHEIN HENRY INC - 243 SH	0.	0.
SCHLUMBERGER - 238 SH	9,681.	15,103.
STRYKER CORP - 217 SH	0.	0.
TARGET CORP - 350 SH	12,031.	17,945.
THERMO FISHER SCIENTIFIC - 379 SH	21,760.	17,491.
UNION PACIFIC CORP - 375 SH	28,086.	22,688.
US BANCORP - 647 SH	21,960.	16,227.
VANGUARD EMERGING MKT ETF - 1405 SH	33,232.	53,727.
VISA INC - 315 SH	21,403.	25,839.
WAL MART STORES INC - 306 SH	16,656.	16,350.
WELLS FARGO ADVANTAGE MONEY MKT	49,023.	49,023.
XTO ENERGY INC - 564 SH	28,280.	25,137.
POWERSHARES DB COMMODITY INDEX - 434 SH	8,677.	9,847.
ISHARES MSCI EAFE GROWTH - 521 SH	29,668.	27,399.
ISHARES S&P LATIN AMERICA 40 - 711 SH	26,964.	30,303.
ISHARES TR MSCI EMERGING MARKETS INDEX FUND - 1634 SH	54,002.	62,550.
CARNIVAL CORP - 281 SH	8,541.	9,366.
ISHARES TR S&P MIDCAP 400 INDEX FD - 2683 SH	145,086.	187,998.
COOPER INDUSTRIES PLC - 181 SH	7,649.	7,765.
DIAGEO PLC - 151 SH	10,411.	10,146.
PETROLEO BRASILEIRO SA - 306 SH	12,628.	12,414.
POTASH CORP - 78 SH	8,588.	7,749.
TEVA PHARMACEUTICAL - 423 SH	19,805.	23,993.
TRANSOCEAN LTD - 97 SH	8,893.	8,220.
ACTIVISION BLIZZARD INC - 1127 SH	12,453.	11,450.
CITRIX SYSTEMS INC - 233 SH	8,406.	9,681.
QUALCOMM INC - 370 SH	16,308.	14,500.
NUVASIVE INC - 251 SH	8,053.	6,928.
STERICYCLE INC - 160 SH	8,005.	8,466.
BB&T CORP - 583 SH	12,310.	16,248.
MORGAN STANLEY - 578 SH	17,097.	15,479.
AMAZON.COM INC - 224 SH	20,110.	28,092.
BEST BUY INC - 219 SH	8,005.	8,026.
HOME DEPOT INC - 466 SH	12,197.	13,053.
ALBERTO-CULVER CO - 360 SH	10,458.	10,220.

TOTAL TO FORM 990-PF, PART II, LINE 10B

1,841,780.

1,993,028.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
GOLDMAN SACHS GROUP - 35000	35,000.	24,557.	
MLN CREDIT SUISSE - 25000	25,000.	25,070.	
MORGAN STANLEY ZERO CPN - 35000	35,000.	26,122.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	95,000.	75,749.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BRAZORIA CO, TX ROYALTY INT	COST	1.	1.
COLORADO CO, TX ROYALTY INT	COST	1.	1.
WHARTON CO, TX ROYALTY INT	COST	1.	1.
TOTAL TO FORM 990-PF, PART II, LINE 13		3.	3.

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

## **Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization <b>MANNING FOUNDATION</b>	Employer identification number
	<b>ACCOUNT NUMBER: 70877600</b>	<b>76-6105634</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. <b>ROBERT A. BURNS, CPA 13352 TRAIL HOLLOW DRIVE</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>HOUSTON, TX 77079</b>	

**Check type of return to be filed** (file a separate application for each return):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

### **WELLS FARGO BANK, NA**

- The books are in the care of ▶ **3949 SOUTH LAMAR - AUSTIN, TX 78704-9926**  
Telephone No ▶ **877-719-4048** FAX No ▶ **512-424-0127**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **SEPTEMBER 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
▶ ☐ calendar year \_\_\_\_\_ or  
▶ ☒ tax year beginning **FEB 1, 2009**, and ending **JAN 31, 2010**

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ <b>114.</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$ <b>2,994.</b>
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ <b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)