



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2009**Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 7/01, **2009, and ending** 6/30, **2010****G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label
Otherwise,
print
or type.
See Specific
Instructions**The Charles R. Whitfield Charitable
Foundation**
4201 Clear Lake Circle
Fort Worth, TX 76109**A** Employer identification number

20-0100958

B Telephone number (see the instructions)

817-924-4212

C If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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, column (c), line 16)

\$ 2,121,044.

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 the instructions).)

(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 (att sch)
- 2 ☒ If the foundn is not req to att Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss) 100.
- 6a Net gain/(loss) from sale of assets not on line 10
- b Gross sales price for all assets on line 6a 1,545,917.
- 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/(loss) (att sch)
- 11 Other income (attach schedule)
- 12 **Total.** Add lines 1 through 11

3,184.

3,184.

N/A

62,477.

62,477.

100.

100.

-301,392.

0.

-235,631.

65,761.

ADMINISTRATIVE EXPENSES

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule) See St 1
- b Accounting fees (attach sch) See St 2
- c Other prof fees (attach sch) See St 3
- 17 Interest
- 18 Taxes (attach schedule (see instr.))
- 19 Depreciation (attach sch) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (attach schedule) See Statement 4
- 24 **Total operating and administrative expenses.** Add lines 13 through 23
- 25 Contributions, gifts, grants paid Part XV
- 26 **Total expenses and disbursements.** Add lines 24 and 25
- 27 Subtract line 26 from line 12:
- a **Excess of revenue over expenses and disbursements**
- b **Net investment income** (if negative, enter -0-)
- c **Adjusted net income** (if negative, enter -0-)

9,900.

2,559.

7,214.

2,274.

37,082.

27,414.

59,029.

27,414.

136,250.

136,250.

195,279.

27,414.

136,250.

-430,910.

38,347.

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		12,432.	39,452.	39,452.
	2	Savings and temporary cash investments		55,535.	40,950.	40,950.
	3	Accounts receivable	167,398.			
		Less allowance for doubtful accounts			167,398.	167,398.
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)		68,205.	40,706.	35,238.
	b	Investments — corporate stock (attach schedule)		1,931,234.	1,745,337.	1,773,908.
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis	62,600.			
	Less accumulated depreciation (attach schedule) See Stmt 5		356,999.	62,600.	62,600.	
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis	1,498.				
	Less accumulated depreciation (attach schedule) See Stmt 6		104,446.	1,498.	1,498.	
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions Also, see page 1, item I)		2,528,851.	2,097,941.	2,121,044.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
FUNDED ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		2,528,851.	2,097,941.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)		2,528,851.	2,097,941.	
	31	Total liabilities and net assets/fund balances (see the instructions)		2,528,851.	2,097,941.	

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	2,528,851.
2	Enter amount from Part I, line 27a	2	-430,910.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,097,941.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,097,941.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 7				
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			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-301,392.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	59,289.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	156,868.	2,734,816.	0.057360
2007	160,393.	3,160,409.	0.050751
2006	161,285.	3,356,928.	0.048045
2005	156,770.	3,335,239.	0.047004
2004	55,249.	3,148,745.	0.017546

2 Total of line 1, column (d)	2	0.220706
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	0.044141
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,195,424.
5 Multiply line 4 by line 3	5	96,908.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	383.
7 Add lines 5 and 6	7	97,291.
8 Enter qualifying distributions from Part XII, line 4	8	136,250.

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.

BAA

Form 990-PF (2009)

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		1	383.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	383.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	383.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	603.	
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	603.	
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	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	220.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	220.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) MS		
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.	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

BAA

Form 990-PF (2009)

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 ▶ N/A	13	X	
14. The books are in care of ▶ <u>F.E. Whitfield</u> Telephone no ▶ <u>817-924-4212</u> Located at ▶ <u>4201 Clear Lake Circle Fort Worth, TX</u> ZIP + 4 ▶ <u>76109</u>			
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A ▶ <input type="checkbox"/> N/A			

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

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

	Yes	No
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	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?	1 c	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? If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

Form 990-PF (2009)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?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? ☐ Yes ☒ No

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?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F.E. Whitfield 4201 Clear Lake Circle Fort Worth, TX 76109	President 4.00	3,300.	0.	0.
Mark Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Treasurer 2.00	3,300.	0.	0.
David Loew Rt. 1 Box 130-S Grapeland, TX 75844	Director 2.00	3,300.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

BAA

Form 990-PF (2009)

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	1,849,438.
b	Average of monthly cash balances	1b	147,923.
c	Fair market value of all other assets (see instructions)	1c	231,496.
d	Total (add lines 1a, b, and c)	1d	2,228,857.
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	2,228,857.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	33,433.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,195,424.
6	Minimum investment return. Enter 5% of line 5	6	109,771.

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	109,771.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	383.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	383.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,388.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	109,388.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	109,388.

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	136,250.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	136,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	383.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,867.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				109,388.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			136,250.	
b Total for prior years 20 __, 20 __, 20 __		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 ▶ \$ 136,250.				
a Applied to 2008, but not more than line 2a			136,250.	
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.
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 instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				109,388.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(i)(3) or
- ☐
- 4942(i)(5)

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

[illegible]

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

- 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
<i>a Paid during the year</i> See Statement 8				
Total			3a	136,250.
<i>b Approved for future payment</i>				
Total			3b	

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foundation Legal Fees	\$ 2,559.			
Total	\$ 2,559.	\$ 0.		\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foundation Accounting fees	\$ 7,214.			
Total	\$ 7,214.	\$ 0.		\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Property Taxes	\$ 2,274.			
Total	\$ 2,274.	\$ 0.		\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 20.			
Insurance	563.			
Investment Management Fees	27,414.	\$ 27,414.		
Property Maintenance Services	3,219.			
Travel and Other	5,650.			
Utilites	216.			
Total	\$ 37,082.	\$ 27,414.		\$ 0.

Statement 5
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Land	\$ 62,600.		\$ 62,600.	\$ 62,600.
Total	<u>\$ 62,600.</u>	<u>\$ 0.</u>	<u>\$ 62,600.</u>	<u>\$ 62,600.</u>

Statement 6
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 1,498.	\$ 0.	\$ 1,498.	\$ 1,498.
Total	<u>\$ 1,498.</u>	<u>\$ 0.</u>	<u>\$ 1,498.</u>	<u>\$ 1,498.</u>

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	4226.304 Profunds Access Flex Bear High Yield	Purchased	6/22/2009	7/01/2009
2	573 I Shares MSCI EAFE IDX ETF	Purchased	6/09/2005	9/21/2009
3	1397 I Shares MSCI EAFE IDX ETF	Purchased	7/03/2006	5/25/2010
4	1925 I Shares MSCI EAFE IDX ETF	Purchased	7/03/2006	6/08/2010
5	3850.882 Goldman Sachs High Yield Institutional	Purchased	8/04/2005	9/21/2009
6	158.974 Goldman Sachs High Yield Institutional	Purchased	8/31/2005	9/21/2009
7	168.092 Goldman Sachs High Yield Institutional	Purchased	9/30/2005	9/21/2009
8	172.414 Goldman Sachs High Yield Institutional	Purchased	10/31/2008	9/21/2009
9	172.893 Goldman Sachs High Yield Institutional	Purchased	11/30/2005	9/21/2009
10	173.734 Goldman Sachs High Yield Institutional	Purchased	12/30/2005	9/21/2009
11	159.486 Goldman Sachs High Yield Institutional	Purchased	1/31/2006	9/21/2009
12	158.804 Goldman Sachs High Yield Institutional	Purchased	2/28/2006	9/21/2009
13	160.601 Goldman Sachs High Yield Institutional	Purchased	3/31/2006	9/21/2009
14	147.324 Goldman Sachs High Yield Institutional	Purchased	4/28/2006	9/21/2009
15	149.215 Goldman Sachs High Yield Institutional	Purchased	5/31/2006	9/21/2009
16	120.936 Goldman Sachs High Yield Institutional	Purchased	6/30/2009	9/21/2009
17	112.175 Goldman Sachs High Yield Institutional	Purchased	7/31/2006	9/21/2009

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
18	114.27 Goldman Sachs High Yield Institutional	Purchased	8/31/2006	9/21/2009
19	115.416 Goldman Sachs High Yield Institutional	Purchased	9/29/2006	9/21/2009
20	115.827 Goldman Sachs High Yield Institutional	Purchased	10/31/2006	9/21/2009
21	112.589 Goldman Sachs High Yield Institutional	Purchased	11/30/2006	9/21/2009
22	3.883 Goldman Sachs High Yield Institutional	Purchased	11/30/2006	9/21/2009
23	122.478 Goldman Sachs High Yield Institutional	Purchased	12/29/2006	9/21/2009
24	119.491 Goldman Sachs High Yield Institutional	Purchased	1/31/2007	9/21/2009
25	62.094 Goldman Sachs High Yield Institutional	Purchased	1/31/2007	9/21/2009
26	111.589 Goldman Sachs High Yield Institutional	Purchased	2/28/2007	9/21/2009
27	113.229 Goldman Sachs High Yield Institutional	Purchased	3/30/2007	9/21/2009
28	112.787 Goldman Sachs High Yield Institutional	Purchased	4/30/2007	9/21/2009
29	109.27 Goldman Sachs High Yield Institutional	Purchased	5/31/2007	9/21/2009
30	108.293 Goldman Sachs High Yield Institutional	Purchased	6/29/2007	9/21/2009
31	116.676 Goldman Sachs High Yield Institutional	Purchased	7/31/2007	9/21/2009
32	3194.994 Goldman Sachs High Yield Institutional	Purchased	8/09/2007	9/21/2009
33	3398. SPDR High Yield	Purchased	3/10/2010	5/12/2010
34	3322.074 Columbian Mgmt High	Purchased	10/14/2008	9/21/2009
35	17437.97 Columbian Mgmt High	Purchased	10/14/2008	9/21/2009
36	112.00 Vanguard REIT ETF	Purchased	12/10/2008	9/24/2009
37	115.00 Powershares Global Listed	Purchased	12/11/2008	9/24/2009
38	1071.00 Vanguard Funds Emerging Markets Vipers	Purchased	12/11/2008	9/24/2009
39	148 I Shares Russell 2000 Growth Ind	Purchased	12/11/2008	9/24/2009
40	511 I Shares Russell 1000 Growth Fund	Purchased	12/11/2008	9/24/2009
41	288 I Shares Russell 1000 Value	Purchased	12/11/2008	9/24/2009
42	15 I Shares Russell 2000 Val Ind Fund	Purchased	12/11/2008	9/24/2009
43	6238.158 Profunds Access Flex High Yield Inv	Purchased	7/02/2009	1/07/2010
44	1931.00 I Shares Iboxx Hi Yield Cap Bond	Purchased	1/07/2010	2/09/2010
45	1118. Proshares Short MSCI EAFE	Purchased	5/28/2010	6/03/2010
46	400.0 BP PLC Spons ADR	Purchased	6/30/2004	4/05/2010
47	500.00 BP PLC Spons ADR	Purchased	6/30/2004	5/03/2010
48	84.00 BP PLC Spons ADR	Purchased	6/30/2004	6/24/2010
49	2000.00 Regions Financial Corp	Purchased	7/18/2008	12/14/2009
50	5000.00 Medical CTR ED Bldg	Purchased	6/30/2004	12/01/2009
51	5000.00 Mississippi State-Cap IMPTS Issue	Purchased	6/30/2004	11/02/2009
52	5000.00 Mississippi State -Univ Ed	Purchased	6/30/2004	8/03/2009
53	10000.00 Virgin Islands Pub Fin	Purchased	6/30/2004	10/28/2009
54	1000.00 CIT Group Inc.	Purchased	10/02/2009	12/22/2009
55	1300 Allied Capital Corp	Purchased	3/06/2007	2/03/2010
56	500.00 Direct TV Class A Common	Purchased	10/12/2005	6/24/2010

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
57	750.00 Brocade Communications Systems	Purchased	4/13/2006	2/01/2010
58	1000.00 Advanced Life Sciences Holdings, Inc.	Purchased	6/28/2006	12/14/2009
59	500.00 Palatin Tech Inc.	Purchased	11/29/2006	3/02/2010
60	143.00 PUDA Coal Inc.	Purchased	7/16/2007	12/14/2009
61	450.00 Adeona Pharmaceuticals	Purchased	7/30/2007	12/14/2009
62	500.00 Harvest Energy Tr Units	Purchased	8/01/2007	12/14/2009
63	500.00 CitiGroup Inc.	Purchased	3/09/2009	12/14/2009
64	3000.00 Abraxas Pete Corp	Purchased	4/28/2009	12/14/2009
65	1000.00 Jayhawk Energy Inc.	Purchased	6/25/2008	3/05/2010
66	250.00 American Intl Group Inc.	Purchased	3/18/2009	8/10/2009
67	1000.00 Oceanfreight, Inc.	Purchased	5/15/2009	6/24/2010
68	200.00 SPDR Barclays Cap Tal High	Purchased	5/15/2009	12/14/2009
69	500.00 Cubist Therapeutics	Purchased	6/19/2009	3/25/2010
70	2000.00 La Jolla Pharmaceutical	Purchased	7/24/2009	10/19/2009
71	1000.00 American Axle & MFG	Purchased	8/03/2009	3/09/2010
72	5000.00 Noble Intl Ltd	Purchased	8/07/2009	12/22/2009
73	1000.00 Delta Petroleum Corp	Purchased	9/09/2009	3/05/2010
74	1000.00 Synovus Fincl Corp	Purchased	11/24/2009	3/05/2010
75	1000.00 Alcoa Inc.	Purchased	12/21/2009	1/12/2010
76	1000.00 Sinclair Broadcast	Purchased	12/21/2009	5/17/2010
77	193 Acres Land	Donated	2/09/2005	5/13/2010

<u>Item</u>	<u>(e) Gross Sales</u>	<u>(f) Deprec. Allowed</u>	<u>(g) Cost Basis</u>	<u>(h) Gain (Loss)</u>	<u>(i) FMV 12/31/69</u>	<u>(j) Adj. Bas. 12/31/69</u>	<u>(k) Excess (i) - (j)</u>	<u>(l) Gain (Loss)</u>
1	111,786.		116,392.	-4,606.				\$ -4,606.
2	31,520.		32,919.	-1,399.				-1,399.
3	65,110.		90,722.	-25,612.				-25,612.
4	94,129.		126,454.	-32,325.				-32,325.
5	25,759.		30,738.	-4,979.				-4,979.
6	1,063.		1,281.	-218.				-218.
7	1,124.		1,338.	-214.				-214.
8	1,153.		1,348.	-195.				-195.
9	1,156.		1,355.	-199.				-199.
10	1,162.		1,367.	-205.				-205.
11	1,067.		1,266.	-199.				-199.
12	1,062.		1,269.	-207.				-207.
13	1,074.		1,283.	-209.				-209.
14	985.		1,179.	-194.				-194.
15	998.		1,188.	-190.				-190.
16	809.		951.	-142.				-142.
17	750.		884.	-134.				-134.
18	764.		907.	-143.				-143.
19	772.		921.	-149.				-149.
20	775.		932.	-157.				-157.
21	753.		913.	-160.				-160.
22	26.		31.	-5.				-5.
23	819.		995.	-176.				-176.
24	799.		975.	-176.				-176.
25	415.		504.	-89.				-89.
26	746.		918.	-172.				-172.
27	757.		928.	-171.				-171.
28	754.		933.	-179.				-179.
29	731.		906.	-175.				-175.

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss)
30	724.		877.	-153.				\$ -153.
31	780.		901.	-121.				-121.
32	21,382.		24,921.	-3,539.				-3,539.
33	128,666.		132,650.	-3,984.				-3,984.
34	24,982.		22,490.	2,492.				2,492.
35	134,970.		117,797.	17,173.				17,173.
36	4,814.		3,669.	1,145.				1,145.
37	1,072.		865.	207.				207.
38	41,061.		25,329.	15,732.				15,732.
39	9,895.		7,289.	2,606.				2,606.
40	23,878.		18,695.	5,183.				5,183.
41	16,214.		14,391.	1,823.				1,823.
42	868.		714.	154.				154.
43	164,750.		137,934.	26,816.				26,816.
44	163,167.		172,582.	-9,415.				-9,415.
45	71,597.		74,500.	-2,903.				-2,903.
46	22,921.		19,680.	3,241.				3,241.
47	23,996.		24,600.	-604.				-604.
48	2,404.		4,133.	-1,729.				-1,729.
49	10,714.		40,485.	-29,771.				-29,771.
50	5,000.		5,736.	-736.				-736.
51	5,000.		5,885.	-885.				-885.
52	5,050.		5,268.	-218.				-218.
53	10,050.		10,610.	-560.				-560.
54	0.		1,341.	-1,341.				-1,341.
55	5,079.		37,668.	-32,589.				-32,589.
56	17,776.		7,400.	10,376.				10,376.
57	4,778.		5,019.	-241.				-241.
58	151.		3,055.	-2,904.				-2,904.
59	78.		1,120.	-1,042.				-1,042.
60	809.		2,445.	-1,636.				-1,636.
61	207.		3,454.	-3,247.				-3,247.
62	4,538.		14,961.	-10,423.				-10,423.
63	1,730.		550.	1,180.				1,180.
64	4,842.		6,757.	-1,915.				-1,915.
65	1,035.		2,045.	-1,010.				-1,010.
66	7,170.		7,015.	155.				155.
67	927.		4,761.	-3,834.				-3,834.
68	7,606.		7,064.	542.				542.
69	11,346.		9,304.	2,042.				2,042.
70	118.		704.	-586.				-586.
71	9,880.		2,848.	7,032.				7,032.
72	0.		908.	-908.				-908.
73	1,307.		3,182.	-1,875.				-1,875.
74	2,475.		1,698.	777.				777.
75	15,538.		16,114.	-576.				-576.
76	6,754.		4,078.	2,676.				2,676.
77	199,000.		410,020.	-211,020.				-211,020.
							Total	\$ -301,392.

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
First United Methodist Church 400 West Seventh Street Stillwater, OK 74074	None	N/A	General Religious	\$ 20,000.
Bluff Creek Home of Grace P.O. Box 5009 Vanceleave, MS 39565	None	N/A	Religious Based Substance Abuse Program	9,084.
Jewel Charity Ball 600 Bailey Avenue Fort Worth, TX 76107	None	N/A	Benefit Childrens Hospital	10,000.
University of The Cumberlands 6191 College Station Drive Williamsburg, KY 40769	None	N/A	Scholarship Fund	54,500.
Agricultural Missions Found. 1153 Owens Rd Terry, MS 39701	None	N/A	Agricultural Based Religious	9,083.
First Street United Methodist Church 800 W 5th Street Fort Worth, TX 76102	None	N/A	General Religious	5,500.
Heifer Internation Foundation 1015 Louisiana Street Little Rock, AR 72203	None	N/A	Agricultural Training and Grants	7,250.
Kiwanis 1507 S University Dr Fort Worth, TX 76107	None	N/A	General Charitable	250.
Light On A Hill Church 212 W. Chestnut Street Grapeland, TX 75844	None	N/A	General Religious	9,083.
The Fort Worth Airpower Foundation P.O. Box 77077 Fort Worth, TX 76177	None	N/A	Military Support	1,500.
Cards for Kids 801 Seventh Avenue Fort Worth, TX 76104	None	N/A	Benefit Children's Hospital	1,500.

2009

Federal Statements
The Charles R. Whitfield Charitable
Foundation

Page 7

20-0100958

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
United Methodist Women 800 W 5th Street Fort Worth, TX 76102	None	N/A	General Religious	\$ 2,500.
Cook Children's Medical Center 801 Seventh Avenue Fort Worth, TX 76104	None	N/A	Benefit Children's Hospital	6,000.
Total				\$ <u>136,250.</u>