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**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 change

Use the IRS label Otherwise, print or type See Specific Instructions.	BEHMANN BROTHERS FOUNDATION P.O. BOX 271486 CORPUS CHRISTI, TX 78427-1486	A Employer identification number 74-2146739
		B Telephone number (see the instructions)
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <u>6,213,922.</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 1 Foreign organizations, check here <input type="checkbox"/>
		D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	131,168.	131,168.	131,168.	
	5a Gross rents	34,145.	34,145.	34,145.	
	b Net rental income or (loss)	34,145.			
	6a Net gain/(loss) from sale of assets not on line 10	7,631.			
	b Gross sales price for all assets on line 6a	1,381,574.			
	7 Capital gain net income (from Part IV, line 2)		7,631.		
	8 Net short-term capital gain			19,817.	
	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	172,944.	172,944.	185,130.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	31,800.	22,500.		9,300.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	9,000.	7,000.		2,000.
	c Other prof fees (attach sch) See St 2	20,786.	20,786.		
	17 Interest	32,153.	32,153.		
	18 Taxes (attach schedule)(see instr) See Stm 3	-150.	6,802.		
	19 Depreciation (attach sch) and depletion	151.	151.		
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 4	6,717.	6,369.		348.	
24 Total operating and administrative expenses. Add lines 13 through 23	100,457.	95,761.		11,648.	
25 Contributions, gifts, grants paid Part XV	279,669.			279,669.	
26 Total expenses and disbursements. Add lines 24 and 25	380,126.	95,761.	0.	291,317.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-207,182.				
b Net investment income (if negative, enter -0-)		77,183.			
c Adjusted net income (if negative, enter -0-)			185,130.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash – non-interest-bearing		30,363.	45,262.	45,262.	
	2	Savings and temporary cash investments		110,677.	410,970.	410,970.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U S and state government obligations (attach schedule)					
		b Investments – corporate stock (attach schedule)		6,305,476.	5,739,382.	4,823,254.	
		c Investments – corporate bonds (attach schedule)					
	11	Investments – land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)						
14	Land, buildings, and equipment basis	1,152,373.					
	Less: accumulated depreciation (attach schedule) See Stmt 5	2,946.		1,149,470.	1,149,427.	934,436.	
15	Other assets (describe See Statement 6)			141,198.	141,198.		
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)			7,737,184.	7,486,239.	6,213,922.	
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)			662,946.	619,183.	
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)			662,946.	619,183.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			2,068,595.	2,068,595.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			5,005,643.	4,798,461.	
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see the instructions)			7,074,238.	6,867,056.		
31	Total liabilities and net assets/fund balances (see the instructions)			7,737,184.	7,486,239.		

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	7,074,238.
2	Enter amount from Part I, line 27a	2	-207,182.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	6,867,056.
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	6,867,056.

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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	7,631.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	19,817.

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	303,693.	6,235,737.	0.048702
	2007	371,998.	8,508,944.	0.043718
	2006	412,004.	8,675,036.	0.047493
	2005	367,905.	7,661,021.	0.048023
	2004	379,505.	6,953,011.	0.054581

2 Total of line 1, column (d)	2	0.242517
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	0.048503
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,374,789.
5 Multiply line 4 by line 3	5	260,693.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	772.
7 Add lines 5 and 6	7	261,465.
8 Enter qualifying distributions from Part XII, line 4	8	291,317.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	772.
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	772.
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	772.
6 Credits/Payments		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,288.
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	1,288.
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	516.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 516. <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BEHMANNBROTHERSFOUNDATION.ORG	X		
14	The books are in care of KDNC LLC Telephone no 361-852-8223 Located at 5151 FLYNN PARKWAY #604 CORPUS CHRISTI TX ZIP + 4 78411-4394			
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	N/A		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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see 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

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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 – (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.	

Total. Add lines 1 through 3 ▶ 0.

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	4,849,200.
b Average of monthly cash balances	1b	298,636.
c Fair market value of all other assets (see instructions)	1c	927,986.
d Total (add lines 1a, b, and c)	1d	6,075,822.
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	619,183.
3 Subtract line 2 from line 1d	3	5,456,639.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	81,850.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,374,789.
6 Minimum investment return. Enter 5% of line 5	6	268,739.

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	268,739.
2a Tax on investment income for 2009 from Part VI, line 5	2a	772.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		772.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		267,967.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		267,967.
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		267,967.

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	291,317.
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	291,317.
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	772.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	290,545.

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				267,967.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			22,571.	
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 ▶ \$ 291,317.				
a Applied to 2008, but not more than line 2a			22,571.	
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				267,967.
e Remaining amount distributed out of corpus	779.			
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	779.			
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				0.
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	779.			
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	779.			

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

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

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

See Statement 9

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year See Statement 10</p>				
Total				▶ 3a 279,669.
<p>b Approved for future payment</p>				
Total				▶ 3b

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
KDNC LLC *(see notes)	\$ 9,000.	\$ 7,000.		\$ 2,000.
Total	<u>\$ 9,000.</u>	<u>\$ 7,000.</u>	<u>\$ 0.</u>	<u>\$ 2,000.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Broker Fees	\$ 20,706.	\$ 20,706.		
Professional Services	80.	80.		
Total	<u>\$ 20,786.</u>	<u>\$ 20,786.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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
Ad Valorem Taxes	\$ 4,499.	\$ 4,499.		
Fed Tax Refund-Form 990-PF 6-30-09	-6,952.			
Foreign Tax Paid	8.	8.		
Taxes - Payroll	2,295.	2,295.		
Total	<u>\$ -150.</u>	<u>\$ 6,802.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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
Auto Expense	\$ 781.	\$ 781.		
Bank Charges	124.	124.		
Dues & Subscriptions	40.	40.		
Insurance	2,305.	2,305.		
Internet	1,218.	1,218.		
Meetings & Seminar Expense	740.	740.		
Office Supplies	297.	297.		
Public Notice and Postage	91.			\$ 91.
Rent - P O Box	100.	100.		
Safe Deposit Box	40.	40.		
Telephone	724.	724.		

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Web Page	\$ 257.			\$ 257.
Total	\$ 6,717.	\$ 6,369.	\$ 0.	\$ 348.

Statement 5
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 3,223.	\$ 2,946.	\$ 277.	\$ 277.
Land	1,149,150.		1,149,150.	934,159.
Total	\$ 1,152,373.	\$ 2,946.	\$ 1,149,427.	\$ 934,436.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
1. Oil & Gas Royalties **(see notes)	\$ 228,500.	
2. Less Accumulated Depletion	-87,302.	
Total	\$ 141,198.	\$ 0.

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	150 ABBOTT LABORATORIES	Purchased	9/21/2009	11/09/2009
2	250 ABBOTT LABORATORIES	Purchased	5/08/2009	11/09/2009
3	1000 ALCOA INC	Purchased	9/08/2009	12/19/2009
4	35000 BEAL BK NEV LAS VEGAS	Purchased	6/25/2009	9/30/2009
5	30000 COLONY BK FITZGERALD GA	Purchased	7/08/2009	9/18/2009
6	40000 GREYSTONE BK RALEIGH NC	Purchased	9/10/2009	12/10/2009
7	600 ORACLE CORP	Purchased	5/08/2009	9/08/2009
8	250 SYMANTEC CORPORATION	Purchased	9/21/2009	11/09/2009
9	750 SYMANTEC CORPORATION	Purchased	5/08/2009	11/09/2009
10	250 TEVA PHARMACEUTICAL	Purchased	5/08/2009	9/08/2009
11	2600 USB CAPITAL X	Purchased	5/08/2009	9/21/2009
12	125 3M COMPANY	Purchased	5/08/2009	11/09/2009
13	189.031 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	10/26/2009	11/09/2009

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Statement 7 (continued)
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
14	189.709 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	9/24/2009	11/09/2009
15	195.306 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	8/25/2009	11/09/2009
16	193.978 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	7/24/2009	11/09/2009
17	18821.096 MAINSTAY SHORT TERM BOND FUND	Purchased	6/25/2009	6/11/2010
18	85000 ALLY BK MIDVALE UTAH CD 0.2%10	Purchased	12/11/2009	3/18/2010
19	35000 BEAL BK NEV LAS VEGAS	Purchased	9/30/2009	1/06/2010
20	200000 COMMUNITY SOUTH BK PARSONS	Purchased	3/22/2010	5/28/2010
21	200 EI DUPONT DE NEMOURS & CO	Purchased	9/08/2009	3/22/2010
22	200 EI DUPONT DE NEMOURS & CO	Purchased	9/09/2009	3/22/2010
23	100 MCDONALDS CORP	Purchased	5/08/2009	1/22/2010
24	200 MCDONALDS CORP	Purchased	9/21/2009	1/22/2010
25	225 RAYTHEON CO	Purchased	5/08/2009	1/22/2010
26	100 AT&T INC 6.375% SENIOR NOTE DUE	Purchased	2/07/2007	2/17/2010
27	2700 AT&T INC 6.375% SENIOR NOTE DUE	Purchased	2/07/2007	2/18/2010
28	2000 PNC CAP TR E GTD TR 7.75% PFD SECS	Purchased	2/07/2008	1/12/2010
29	3047.04 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	7/10/2008	6/11/2010
30	9247.713 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	7/18/2008	6/18/2010
31	14751.166 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	7/03/2008	6/18/2010
32	223.676 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	8/26/2008	6/22/2010
33	7054.839 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	7/24/2008	6/22/2010
34	2279.016 DELAWARE POOLED TRST DIVRSFD INC FD	Purchased	7/23/2008	11/09/2009
35	11286.682 EATON VANCE DIVIDEND BUILDER	Purchased	7/02/2008	8/13/2009
36	262 GNMA PL 455466X 07.000 DUE 8/15/27	Purchased	Various	7/15/2009
37	CAPITAL GAIN DIVIDENDS	Purchased	Various	6/30/2010
38	LITIGATION RECOVERIES	Purchased	Various	6/30/2010

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	7,727.		7,140.	587.				\$ 587.
2	12,878.		11,493.	1,385.				1,385.
3	14,729.		12,798.	1,931.				1,931.
4	35,000.		35,000.	0.				0.
5	30,000.		30,000.	0.				0.
6	40,000.		40,000.	0.				0.
7	12,869.		11,215.	1,654.				1,654.
8	4,338.		4,051.	287.				287.
9	13,015.		11,476.	1,539.				1,539.
10	12,555.		11,308.	1,247.				1,247.
11	60,410.		55,135.	5,275.				5,275.
12	9,473.		7,636.	1,837.				1,837.
13	1,756.		1,760.	-4.				-4.
14	1,762.		1,743.	19.				19.
15	1,814.		1,742.	72.				72.
16	1,802.		1,688.	114.				114.
17	182,000.		182,753.	-753.				-753.

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

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
18	85,000.		85,000.	0.				\$ 0.
19	35,000.		35,000.	0.				0.
20	200,000.		200,000.	0.				0.
21	7,420.		6,486.	934.				934.
22	7,420.		6,360.	1,060.				1,060.
23	6,285.		5,596.	689.				689.
24	12,570.		11,420.	1,150.				1,150.
25	11,858.		11,064.	794.				794.
26	2,541.		2,500.	41.				41.
27	69,727.		67,500.	2,227.				2,227.
28	50,153.		50,000.	153.				153.
29	28,581.		26,418.	2,163.				2,163.
30	86,744.		79,236.	7,508.				7,508.
31	138,366.		127,200.	11,166.				11,166.
32	2,105.		1,914.	191.				191.
33	66,386.		60,178.	6,208.				6,208.
34	21,172.		19,440.	1,732.				1,732.
35	100,000.		151,693.	-51,693.				-51,693.
36	10.		0.	10.				10.
37	5,147.		0.	5,147.				5,147.
38	2,961.		0.	2,961.				2,961.
								Total \$ 7,631.

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Charles L. Kosarek, Jr. 329 CR 170 GEORGE WEST, TX 78022	President 20.00	\$ 30,300.	\$ 0.	\$ 0.
John Lloyd Bluntzer Route 1, Box 132 Corpus Christi, TX 78380	Secretary 0	300.	0.	0.
Willie J. Kosarek 5151 Flynn Parkway #604 Corpus Christi, TX 78411	Treasurer 0	300.	0.	0.
T. Mark Anderson 341 University Place Corpus Christi, TX 78412	Director 0	300.	0.	0.

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Statement 8 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Karen K. Clark 3413 Stonecrest Grapevine, TX 76051	Vice President 0	\$ 300.	\$ 0.	\$ 0.
Sherry Kosarek 329 CR 170 GEORGE WEST, TX 78022	Director 0	300.	0.	0.
Total		<u>\$ 31,800.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: CHARLES L. KOSAREK
Care Of:
Street Address: P.O. BOX 271486
City, State, Zip Code: CORPUS CHRISTI, TX 78427-1486
Telephone:
Form and Content: SPECIAL GRANT REQUEST FORM CAN BE OBTAINED FROM WEBSITE
Submission Deadlines: MAY 1
Restrictions on Awards: ORGANIZATIONS MUST BE LOCATED IN THE TEXAS COUNTIES OF NUECES, ARANSAS, BEE, JIM WELLS, KLEBERG, LIVE OAK, REFUGIO AND SAN PATRICIO

Statement 10
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>
NUECES COUNTY JUNIOR LIVESTOCK SHOW	None	PUBLIC	SUPPORT PROGRAMS	\$ 4,399.
HALO-FLIGHT, INC.	None	PUBLIC	SUPPORT PROGRAMS	3,500.
MAKE-A-WISH FOUNDATION OF THE TEXAS GULF	None	PUBLIC	SUPPORT PROGRAMS	3,000.

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Statement 10 (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>
GUIDE DOG OF TEXAS ,	None	PUBLIC	SUPPORT PROGRAMS	\$ 3,500.
NUECES EXTENSION PROGRAM FOUNDATION INC ,	None	PUBLIC	SUPPORT PROGRAMS	1,500.
ROTARY CLUB OF CORPUS CHRISTI ,	None	PUBLIC	SUPPORT PROGRAMS	3,000.
CAESAR KLEBERG WILDLIFE RESEARCH INST ,	None	PUBLIC	SUPPORT PROGRAMS	5,000.
ST. PHILIP THE APOSTLE CATHOLIC CHURCH ,	None	PUBLIC	SUPPORT PROGRAMS	270.
BLUEBONNET EQUINE HUMANE SOCIETY ,	None	PUBLIC	SUPPORT PROGRAMS	3,750.
GRAPEVINE RELIEF & COMMUNITY EXCHANGE ,	None	PUBLIC	SUPPORT PROGRAMS	500.
HUMANE SOCIETY OF NORTH TEXAS ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
THE BRIGHTER DAYS HORSE REFUGE, INC. ,	None	PUBLIC	SUPPORT PROGRAMS	3,750.
COMPASS CHRISTIAN CHURCH ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
KINGS CROSSING CHURCH OF CHRIST ,	None	PUBLIC	JAIL PRISON MINISTRY	5,000.
NEWLIFE BEHAVIOR MINISTRIES ,	None	PUBLIC	SUPPORT PROGRAMS	5,000.
ST. JOHN NEPOMUCENE CATHOLIC CHURCH ,	None	PUBLIC	SUPPORT PROGRAMS	2,500.
SOUTH TEXAS BROADCASTING, CHANNEL 16 ,	None	PUBLIC	SUPPORT PROGRAMS	1,750.

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Statement 10 (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>
SISTERS OF PROVIDENCE ,	None	PUBLIC	SUPPORT PROGRAMS	\$ 1,500.
MISSION OF MERCY, INC. ,	None	PUBLIC	SUPPORT PROGRAMS	1,250.
FANNIE BLUNTZER NASON RENEWAL CENTER ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
MAXINE FLOURNOY 3RD CST SQDN OF COMM AIR ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
SAN JOSE MISSION CATHOLIC CHURCH ,	None	PUBLIC	SUPPORT PROGRAMS	250.
SANTA ROSE DE LIMA CATHOLIC CHURCH ,	None	PUBLIC	SUPPORT PROGRAMS	250.
BOY SCOUTS OF AMERICA - S. TX COUNCIL ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
ST. JOHN'S UNITED METHODIST CHURCH ,	None	PUBLIC	SUPPORT PROGRAMS	7,000.
PEEWEE'S PET ADOPTION WRLD & SANCTRY INC ,	None	PUBLIC	SUPPORT PROGRAMS	2,000.
AMERICAN CANCER SOCIETY ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
AMERICAN HEART ASSOCIATION ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
BOYS & GIRLS CLUB OF CORPUS CHRISTI ,	None	PUBLIC	SUPPORT PROGRAMS	2,000.
CAMP ARANZAZU, INC. ,	None	PUBLIC	SUPPORT PROGRAMS	2,000.
CHRISTUS SPOHN HEALTH SYSTEM FOUNDATION ,	None	PUBLIC	SUPPORT PROGRAMS	7,000.

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Statement 10 (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>
COASTAL BEND-TX CHAPTER AMER. RED CROSS ,	None	PUBLIC	SUPPORT PROGRAMS	\$ 1,000.
CORPUS CHRISTI AREA COUNCIL FOR THE DEAF ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
CORPUS CHRISTI HOPE HOUSE INC. ,	None	PUBLIC	SUPPORT PROGRAMS	2,000.
CORPUS CHRISTI INT'L SEAMAN'S CNTR ,	None	PUBLIC	SUPPORT PROGRAMS	2,000.
CORPUS CHRISTI METRO MINISTRIES ,	None	PUBLIC	SUPPORT PROGRAMS	5,000.
DEL MAR COLLEGE FOUNDATION, INC. ,	None	PUBLIC	SCHOLARSHIPS	20,000.
DRISCOLL CHILDREN'S HOSPITAL ,	None	PUBLIC	SUPPORT PROGRAMS	5,000.
FAMILY COUNSELING SERVICE ,	None	PUBLIC	SUPPORT PROGRAMS	3,000.
FANNIE BLUNTZER NASON RENEWAL CENTER ,	None	PUBLIC	SUPPORT PROGRAMS	3,000.
GIRL SCOUTS OF GREATER SOUTH TEXAS ,	None	PUBLIC	SUPPORT PROGRAMS	3,500.
GOODWILL INDUSTRIES OF SOUTH TEXAS, INC. ,	None	PUBLIC	SUPPORT PROGRAMS	2,000.
INCARNATE WORD ACADEMY ,	None	PUBLIC	SUPPORT PROGRAMS	3,000.
NUECES COUNTY NEIGHBORHOOD JUSTICE, INC. ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
PALMER DRUG ABUSE PROGRAM ,	None	PUBLIC	SUPPORT PROGRAMS	8,000.

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Statement 10 (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>
RONALD MC DONALD HOUSE CHARITIES OF CORP ,	None	PUBLIC	SUPPORT PROGRAMS	\$ 2,000.
THE SALVATION ARMY, CC, TX CORPS ,	None	PUBLIC	SUPPORT PROGRAMS	3,000.
S. TX COUNCIL, BOY SCOUTS OF AMERICA ,	None	PUBLIC	SUPPORT PROGRAMS	10,000.
SOUTH TEXAS LIGHTHOUSE FOR THE BLIND ,	None	PUBLIC	SUPPORT PROGRAMS	2,000.
S. TX PUBLIC BROADCASTING SYSTEM, INC. ,	None	PUBLIC	SUPPORT PROGRAMS	7,500.
TEXAS A&M UNIVERSITY-CORPUS CHRISTI ,	None	PUBLIC	SCHOLARSHIPS	10,000.
TX A&M UNIVERSITY-CC FOUNDATION ,	None	PUBLIC	ENDOWED SCHOLARSHIP	10,000.
TEXAS AGRILIFE EXTENSION SERVICE ,	None	PUBLIC	SUPPORT PROGRAMS	40,000.
TEXAS AGRILIFE RESEARCH ,	None	PUBLIC	SUPPORT PROGRAMS	40,000.
TEXAS STATE AQUARIUM ASSOCIATION ,	None	PUBLIC	SUPPORT PROGRAMS	3,000.
WOMEN'S SHELTER OF SOUTH TEXAS ,	None	PUBLIC	SUPPORT PROGRAMS	5,000.
YMCA ,	None	PUBLIC	SUPPORT PROGRAMS	5,000.
YOUNG LIFE IN CORPUS CHRISTI ,	None	PUBLIC	SUPPORT PROGRAMS	1,000.
YWCA ,	None	PUBLIC	SUPPORT PROGRAMS	5,000.
Total				\$ <u>279,669.</u>

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Notes to Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

* For recording of accounting records and preparation of Form 990-PF, review of proposed donations, drafting of letters and checks to donee organizations

Notes to Statement 6
Form 990-PF, Part II, Line 15
Other Assets

** Cost Basis at time all Corpus was Received by Foundation

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Balance Sheet - Form 990-PF
Page 2, Line 10(b) - Corporate Stocks and Bonds

50000sh	GNM P346473 7% 3/15/23	\$	1,032.
50443sh	GNM P352835 7.5% 2/15/24		535.
75000sh	GNMA 0002867M 7.5% 1/20/30		748.
25000sh	GNMA PL 0002971M 7% 9/20/30		434.
20444.673sh	Am Funds Cap Inc Builder		1,090,096.
5000sh	Corp Property Associates		34,884.
2764.790sh	Amer Fds Cap World Gwth&Inc		111,235.
1880sh	American Funds Bond Fd Amer		25,009.
30000sh	BancAmerFdgCrp 2.75% due1/2/2036		26,927.
2000sh	DeutscheBk Cntgt Cap Tr III 7.6%		49,786.
2800sh	AT&T Inc		71,871.
197sh	Union Pacific Corp		6,257.
78500.243sh	Eaton Vance Dividend Bldr		1,030,123.
3632.401sh	Hartford Cap Appreciation .		100,000.
40834.249sh	Fairholme Funds Inc		1,207,239.
13535.251sh	Keeley Small Cap Value FD		375,728.
25447.524sh	Royce Fund Premier Series		445,763.
11120.919sh	Harbor Int'l Fund Institutional		661,785.
18328.739sh	Kinetics Paradigm Fund		437,046.
4809.800sh	Delaware Pooled Trst Divrsfd Inc FD		40,778.
2277.275sh	Mainstay Short Term Bond Fund		22,106.
	Total	\$	<u>5,739,382.</u>

Balance Sheet - Form 990-PF
Pg 2, Line 21 - Mortgages and other Notes Payable

N/P Putt Hill-Farm Land Nueces Co,TX	pledged as collateral	\$	619,183.
	Total	\$	<u>619,183.</u>

Balance Sheet - 990-PF
Line 10(c) - FMV of Corporate Stocks and Bonds

5000sh	GNM P346473 7% 3/15/23	\$	1,128.
50443sh	GNM P352835 7.5% 2/15/24		571.
75000sh	GNMA 0002867M 7.5% 1/20/30		836.
25000sh	GNMA PL 0002971M 7% 9/20/30		481.
20444.673sh	Am Funds Cap Inc Builder		901,815.
5000sh	Corp Property Associates		50,000.
2764.790sh	Amer Funds Cap World Growth & Income		81,230.
1880sh	American Funds Bond Fund of America		22,898.
30000sh	Banc Amer Fdg Corp 5.75% due 1/2/2036		26,987.
2000sh	Deutsche Bk Contingent Cap Tr III 7.6%		46,620.
2800sh	AT&T Inc		67,732.
197sh	Union Pacific Corp		13,693.
78500.243sh	Eaton Vance Dividend Builder		668,037.
3632.401sh	Hartford Cap Appreciation		100,254.
40834.249sh	Fairholme Funds Inc		1,237,277.
13535.251sh	Keeley Small Cap Value FD		253,921.
25447.524sh	Royce Fund Premier Series		403,598.
11120.919sh	Harbor International Fund Institutional		538,475.
18328.739sh	Kinetics Paradigm Fund		340,181.
4809.800sh	Delaware Pooled Trust Diversified Income FD		45,453.
2277.275sh	Mainstay Short Term Bond Fund		22,067.
	Total	\$	<u>4,823,254.</u>

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10 23AM

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Depr Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec Bal Depr.	Salvage /Basis Reductn.	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.
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Form 990/990-PF

Machinery and Equipment

1	Computer	11/09/99		2,208							2,208	2,208	200DB HY	5		0
2	Printer	6/23/06		373							373	309	200DB HY	5	11520	43
3	Satellite Dish & Convtr	6/05/08		534							534	278	200DB HY	5	19200	103
5	Shredder	6/25/10		108							108		200DB MQ	5	05000	5

Total Machinery and Equipment

				3,223		0	0	0	0	0	3,223	2,795				151
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Total Depreciation

				3,223		0	0	0	0	0	3,223	2,795				151
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Grand Total Depreciation

				3,223		0	0	0	0	0	3,223	2,795				151
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