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Form 990-PF

Return of Private Foundation

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

2009

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

For calendar year 2009, or tax year beginning 07-01-2009, and ending 06-30-2010

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.	Name of foundation George G & Alva Hudson Smith Foundation		A Employer identification number 74-2653426	
	Number and street (or P O box number if mail is not delivered to street address) P O Box 1245		B Telephone number (see page 10 of the instructions) (254) 582-2531	
	City or town, state, and ZIP code Hillsboro, TX 766451245		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,909,846** **J** Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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.	46,386	46,386		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,319			
	b Gross sales price for all assets on line 6a 843,113				
	7 Capital gain net income (from Part IV, line 2)		5,319		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	51,705	51,705			

Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages	2,000	0	1,000
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	1,350	675	0
	c Other professional fees (attach schedule)	20,495	20,495	0
	17 Interest			
	18 Taxes (attach schedule) (see page 14 of the instructions)	759	153	0
	19 Depreciation (attach schedule) and depletion	8	0	
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	102	102	0
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	24,714	21,425	1,000
	25 Contributions, gifts, grants paid	89,460		89,460
	26 Total expenses and disbursements. Add lines 24 and 25	114,174	21,425	90,460
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-62,469		
	b Net investment income (if negative, enter -0-)		30,280	
	c Adjusted net income (if negative, enter -0-)			

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
1	Cash—non-interest-bearing	9,642	6,194	6,194
2	Savings and temporary cash investments	201,083	87,859	87,859
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	2,818	2,212	2,212
10a	Investments—U S and state government obligations (attach schedule)	639,777	746,038	827,816
b	Investments—corporate stock (attach schedule)	970,157	918,757	979,884
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)	6,297	5,868	5,868
14	Land, buildings, and equipment basis ► 1,953			
	Less accumulated depreciation (attach schedule) ► 1,940	21	13	13
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,829,795	1,766,941	1,909,846
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)	923	538	538
23	Total liabilities (add lines 17 through 22)	923	538	
	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	1,828,872	1,766,403	
30	Total net assets or fund balances (see page 17 of the instructions)	1,828,872	1,766,403	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,829,795	1,766,941	

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	1,828,872
2	Enter amount from Part I, line 27a	2	-62,469
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	1,766,403
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	1,766,403

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.)
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1a See Additional Data Table

b

c

d

e

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

b

c

d

e

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

(i) FMV 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))
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a See Additional Data Table

b

c

d

e

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	5,319
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

 Yes No

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	93,720	1,884,894	0 049722
2007	99,994	2,072,374	0 048251
2006	109,585	2,110,959	0 051912
2005	108,849	2,114,270	0 051483
2004	109,944	2,164,043	0 050805

2 Total of line 1, column (d).	2	0 252173
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 050435
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	1,832,123
5 Multiply line 4 by line 3.	5	92,403
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	303
7 Add lines 5 and 6.	7	92,706
8 Enter qualifying distributions from Part XII, line 4.	8	90,460

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	606
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	606
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	606
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	606
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,818
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	2,818
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	2,212
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 2,212 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<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>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input 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 type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX			
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? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
	Website address ► N/A			
14	The books are in care of ► ANDREW L SMITH Located at ► P O BOX 1245 HILLSBORO TX	Telephone no ► (254) 582-2531 ZIP +4 ► 766451245		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►			

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 ►	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	No
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 page 20 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	No

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	0

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

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

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

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.

1	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,707,634
b	Average of monthly cash balances.	1b	152,389
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,860,023
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	1,860,023
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	27,900
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,832,123
6	Minimum investment return. Enter 5% of line 5.	6	91,606

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

1	Minimum investment return from Part X, line 6.	1	91,606
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	606
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	606
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	91,000
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	91,000
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	91,000

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	90,460
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	90,460
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	6	90,460
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				91,000
2 Undistributed income, if any, as of the end of 2008			0	
a Enter amount for 2008 only.				
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004.	3,354			
b From 2005.	5,811			
c From 2006.	5,263			
d From 2007.	265			
e From 2008.	577			
f Total of lines 3a through e.	15,270			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ _____ 90,460			0	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2009 distributable amount.			90,460	
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).)	540			540
6 Enter the net total of each column as indicated below:	14,730			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the 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 page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	2,814			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	11,916			
10 Analysis of line 9				
a Excess from 2005.	5,811			
b Excess from 2006.	5,263			
c Excess from 2007.	265			
d Excess from 2008.	577			
e Excess from 2009.				

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

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

- a** The name, address, and telephone number of the person to whom applications should be addressed
BETTY R DOHONEY
P O BOX 1245
HILLSBORO, TX 76645
(254) 582-2531
- b** The form in which applications should be submitted and information and materials they should include
TYPED APPLICATION INCLUDING DESCRIPTION OF ORGANIZATION, PROGRAM OR PROJECT FOR WHICH FUNDS ARE NEEDED, WHO WILL BENEFIT, AND IMPLEMENTATION STRATEGY
- c** Any submission deadlines
SEPTEMBER 1 EACH YEAR
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
STATE OF TEXAS, IRC SECTION 501(C)(3) ORGANIZATIONS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	89,460
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.						
5 Net rental income or (loss) from real estate				14	46,386	
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory				18	5,319	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).			0		51,705	
13 Total. Add line 12, columns (b), (d), and (e).				13		51,705
(See worksheet in line 13 instructions on page 28 to verify calculations.)						

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Additional Data

Software ID: 09000028
Software Version: 2009.04020
EIN: 74-2653426
Name: George G & Alva Hudson Smith Foundation

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
970 WYETH	P	2008-06-01	2009-07-30
900 AMERICAN EXPRESS CO	P	2008-06-01	2009-08-12
80,000 US TREASURY BILL 3/09	P	2008-06-01	2009-09-17
1060 LEGG MASON INC	P	2008-06-01	2009-09-17
2795 PFIZER	P	2008-06-01	2009-11-02
250 BURLINGTON NORTHERN SANTE FE CORP	P	2008-06-01	2009-11-06
11 BERKSHIRE HATHAWAY	P	2008-06-01	2009-11-06
808 TIME WARNER	P	2008-06-01	2009-11-19
20,000 US TREASURY BILL 12/09	P	2009-08-11	2009-12-17
25,706 US TREASURY BILL 1/10	P	2008-06-01	2010-01-15
1525 HOME DEPOT	P	2008-06-01	2010-02-22
275,000 US TREASURY BILL 9/09	P	2009-09-17	2010-03-18
80 THE HERSHEY COMPANY	P	2008-06-01	2010-03-19
460 THE HERSHEY COMPANY	P	2008-06-01	2010-04-27
35,000 US TREASURY BILL	P	2008-06-01	2010-05-04
95,000 US TREASURY BILL 3/10	P	2008-06-01	2010-05-11
BRISTOL MYERS SQUIBB LITIGATION SETTLEMENT	P	2008-06-01	2009-08-12

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
45,903		34,686	11,217
29,343		36,083	-6,740
79,946		79,946	0
30,944		61,147	-30,203
48,531		56,123	-7,592
24,517		15,573	8,944
36,321		18,915	17,406
26,049		19,214	6,835
19,988		19,988	0
25,706		26,208	-502
45,708		40,073	5,635
274,743		274,743	0
3,438		3,847	-409
22,076		21,396	680
34,963		34,960	3
94,906		94,892	14
31			31

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			11,217
			-6,740
			0
			-30,203
			-7,592
			8,944
			17,406
			6,835
			0
			-502
			5,635
			0
			-409
			680
			3
			14
			31

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BETTY RAY DOHONEY PO BOX 1074 HILLSBORO, TX 76645	PRESIDENT 2 00	0	0	0
D'ETTE COWAN 915 E FRANKLIN HILLSBORO, TX 76645	VICE-PRESIDENT 1 00	0	0	0
ANDREW L SMITH P O BOX 1245 HILLSBORO, TX 76645	TREASURER 4 00	0	0	0
REV BOB MOON 108 GARLAND HILLSBORO, TX 76645	SECRETARY 1 00	0	0	0
JOHN B TUGGLE 302 CARR STREET HILLSBORO, TX 76645	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HILL COUNTY 80 NORTH WACO ST HILLSBORO, TX 76645	NONE	N/A	PURCHASE TABLES & CHAIRS AND A STORAGE FACILITY	10,000
HILL COUNTY MUSEUM INC 151 N COVINGTON ST HILLSBORO, TX 76645	NONE	N/A	TO PROVIDE EQUIPMENT & INSTALLATION IN JAIL AREA	8,000
HILLSBORO HIGH SCHOOL THEATRE DEPT 1600 ABBOTT AVE HILLSBORO, TX 76645	NONE	N/A	TO PURCHASE A LIGHTING CONSOLE & 16 LIGHTING INSTRUMENTS	7,500
HUBBARD COMMUNITY AFFAIRS ASSOC INC 101 NE 2ND ST HUBBARD, TX 76648	NONE	N/A	RENOVATE EAST BASEMENT AREA INTO STORAGE ROOMS	3,450
MEALS ON WHEELS 501 W WACO DR WACO, TX 76707	NONE	N/A	TWO TEMPERATURE CONTROL HEATED CABINETS	4,368
TEXAS HERITAGE MUSEUM 112 LAMAR HILLSBORO, TX 76645	NONE	N/A	TO PURCHASE AN OPTICBOOK A300 COLOR SCANNER	6,419
UNITED CHRISTIAN FELLOWSHIP-HILL COLLEGE 112 LAMAR HILLSBORO, TX 76645	NONE	N/A	TO PURCHASE AN ICEMAKER AND NEW FURNITURE	7,000
WHITNEY YOUTH ASSOCIATION P O BOX 1583 WHITNEY, TX 76692	NONE	N/A	MAKE WALKWAYS HANDICAP ACCESSIBLE TO BASEBALL COMPLEX	16,500
WOODBURY CEMETARY ASSOCIATION WASHINGTON AVE WOODBURY, CT 06798	NONE	N/A	TO BUILD CEMETARY DIRECTORIES	2,500
ABBOTT SCHOOL 219 S FIRST ABBOTT, TX 76621	NONE	N/A	TO REPLACE THE SOUND SYSTEM FOR AUDITORIUM, FOOTBALL FIELD & GYM	5,523
ADVOCACY CENTER 2323 COLUMBUS AVE WACO, TX 76701	NONE	N/A	FOR PROGRAM OPERATING SUPPORT & VOLUNTEER TRAINING	11,500
AQUILLA SCHOLARSHIP FOUNDATION INC P O BOX 6278 OAKLAND, CA 94603	NONE	N/A	TO GRANT COLLEGE SCHOLARSHIPS TO GRADUATES OF AHS	1,500
EUREKA CEMETARY ASSOCIATION INC 917 NE YAGUINA HEIGHTS DR NEWPORT, OR 97365	NONE	N/A	TO INSTALL ORNAMENTAL IRON FENCING/GATE & BARBED WIRE FENCING	5,200
Total			► 3a	89,460

TY 2009 Accounting Fees Schedule

Name: George G & Alva Hudson Smith Foundation

EIN: 74-2653426

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	1,350	675		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: George G & Alva Hudson Smith Foundation

EIN: 74-2653426

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER AND ACCESSORIES	1997-04-29	1,723	1,723	200DB	5 000000000000	0	0		
TABLE	1997-05-05	41	41	200DB	7 000000000000	0	0		
4 DRAWER FILING CABINET	2004-11-15	189	73	200DB	7 000000000000	8	0		

**TY 2009 Investments Corporate
Stock Schedule**

Name: George G & Alva Hudson Smith Foundation
EIN: 74-2653426

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1980 SH ALLSTATE CORP	37,834	56,885
11 SH BERKSHIRE HATHAWAY	0	0
808 SH TIME WARNER	0	0
910 SH JOHNSON & JOHNSON	47,350	53,745
2795 SH PFIZER INC	0	0
970 SH WYETH COM	0	0
1525 SH HOME DEPOT	0	0
1140 WALMART STORES	52,773	54,800
1250 AMERICAN EXPRESS	40,571	49,625
3780 COMCAST	57,718	62,105
3480 INTEL	55,358	67,686
2220 MICROSOFT	49,572	51,082
540 SYSCO	16,032	15,428
680 MASCO CORP	18,542	7,317
2320 UNITEDHEALTH GROUP	58,270	65,888
250 BURLINGTON NORTHERN	0	0
470 HERSHEY CO	18,339	22,527
1675 LEGG MASON	49,500	46,950
1850 MCGRAW HILL	41,091	52,059
1720 MOODY'S CORP	59,635	34,262
1575 TIME WARNER CABLE	44,282	82,026
390 PHILIP MORRIS INTL	16,234	17,878
320 PROCTOR & GAMBLE	17,784	19,194
810 NESTLE	35,604	39,210
500 BECTON DICKINSON & CO	34,896	33,810
740 APOLLO GROUP	38,980	31,428
820 BAXTER INTL	36,867	33,325
190 ITT EDL SVCS	19,752	15,774
360 ABBOTT LABS	18,311	16,841
420 MEDTRONIC INC	18,077	15,233

Name of Stock	End of Year Book Value	End of Year Fair Market Value
510 GLAXOSMITHKLINE PLC	17,749	17,345
460 MCCORMICK & CO	17,636	17,461

TY 2009 Investments Government Obligations Schedule

Name: George G & Alva Hudson Smith Foundation
EIN: 74-2653426

US Government Securities - End of	
Year Book Value:	746,038
US Government Securities - End of	
Year Fair Market Value:	827,816
State & Local Government	
Securities - End of Year Book	
Value:	0
State & Local Government	
Securities - End of Year Fair	
Market Value:	0

TY 2009 Investments - Other Schedule

Name: George G & Alva Hudson Smith Foundation**EIN:** 74-2653426

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INTEREST RECEIVABLE	AT COST	5,868	5,868

TY 2009 Land, Etc. Schedule**Name:** George G & Alva Hudson Smith Foundation**EIN:** 74-2653426

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER AND ACCESSORIES	1,723	1,723		0
TABLE	41	41		0
4 DRAWER FILING CABINET	189	176	13	0

TY 2009 Other Expenses Schedule

Name: George G & Alva Hudson Smith Foundation

EIN: 74-2653426

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	102	102		0

TY 2009 Other Liabilities Schedule

Name: George G & Alva Hudson Smith Foundation**EIN:** 74-2653426

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	923	538

TY 2009 Other Professional Fees Schedule**Name:** George G & Alva Hudson Smith Foundation**EIN:** 74-2653426

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	20,495	20,495		0

TY 2009 Taxes Schedule

Name: George G & Alva Hudson Smith Foundation**EIN:** 74-2653426

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	153	153		0
EXCISE TAX	606	0		0