Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , and ending JUN 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
DORA ROBERTS FOUNDATION
R76874305/404/008

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O JPMORGAN CHASE BANK,NA;P.O.BOX 3038

City or town, state, and ZIP code
MILWAUKEE, WI 53201

A Employer identification number
75-6013899

B Telephone number
(414) 977-1210

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 [X] 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)* ▶$ 52,868,153.

J Accounting method [X] 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))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	4,505.	4,505.		STATEMENT 1
4 Dividends and interest from securities	1,206,215.	1,205,676.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<404,110.>			
b Gross sales price for all assets on line 6a 31,068,841.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	2,374,653.	2,315,707.		STATEMENT 3
12 **Total.** Add lines 1 through 11	3,181,263.	3,525,888.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	253,550.	190,162.		63,388.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	1,345.	0.		1,345.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	5,426.	5,426.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	257,359.	257,364.		0.
24 **Total operating and administrative expenses** Add lines 13 through 23	517,680.	452,952.		64,733.
25 Contributions, gifts, grants paid	2,677,174.			2,677,174.
26 **Total expenses and disbursements.** Add lines 24 and 25	3,194,854.	452,952.		2,741,907.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<13,591.>			
b **Net investment income** (if negative, enter -0-)		3,072,936.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form 990-PF (2009)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	21,714.	2,784,322.	2,784,322.
	2 Savings and temporary cash investments	7,143,860.	2,904,465.	2,904,465.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations	5,843,829.		
	b Investments - corporate stock STMT 8	11,164,517.	28,866,065.	29,296,542.
	c Investments - corporate bonds STMT 9	17,998,015.	6,508,242.	6,847,099.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	3,000,000.	4,100,000.	4,624,488.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ OIL & GAS PROPERTY)	35.	18.	6,411,237.
	16 Total assets (to be completed by all filers)	45,171,970.	45,163,112.	52,868,153.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	45,171,970.	45,163,112.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	45,171,970.	45,163,112.	
	31 Total liabilities and net assets/fund balances	45,171,970.	45,163,112.	

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	45,171,970.
2	Enter amount from Part I, line 27a	2	<13,591.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,733.
4	Add lines 1, 2, and 3	4	45,163,112.
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	45,163,112.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b	CLASS ACTION SETTLEMENTS			
c	CAPITAL GAINS DIVIDENDS			
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	31,067,490.		31,472,951.	<405,461.>
b	975.			975.
c	376.			376.
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<405,461.>
b				975.
c				376.
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 <404,110.>

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	2,657,221.	52,634,290.	.050485
2007	2,630,449.	59,557,498.	.044167
2006	2,880,014.	57,557,463.	.050037
2005	2,488,394.	52,630,714.	.047280
2004	2,058,410.	43,803,692.	.046992

2	Total of line 1, column (d)	2	.238961
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	.047792
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	53,329,537.
5	Multiply line 4 by line 3	5	2,548,725.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	30,729.
7	Add lines 5 and 6	7	2,579,454.
8	Enter qualifying distributions from Part XII, line 4	8	2,741,907.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. 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 ▶ [X] and enter 1% of Part I, line 27b		1	30,729.
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	30,729.
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	30,729.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 37,420.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 22,244.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	59,664.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	28,935.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 28,935. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, N.A. Telephone no ▶ (817) 884-5155
Located at ▶ 420 THROCKMORTON, FORT WORTH, TX ZIP+4 ▶ 76102

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

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? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)? | 1b | | X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? | 1c | | X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No

If "Yes," list the years ▶ ______, ______, ______, ______

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A | 2b | |

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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)* N/A | 3b | |

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | 4b | | X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	X	
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? SEE STATEMENT 12 ☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		253,550.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3 N/A	0.
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	41,840,725.
b	Average of monthly cash balances		1b	5,307,414.
c	Fair market value of all other assets		1c	6,993,523.
d	**Total** (add lines 1a, b, and c)		1d	54,141,662.
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	54,141,662.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	812,125.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	53,329,537.
6	**Minimum investment return.** Enter 5% of line 5		6	2,666,477.

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	2,666,477.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 30,729.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	30,729.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,635,748.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,635,748.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,635,748.

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	2,741,907.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,741,907.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	30,729.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,711,178.

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					2,635,748.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005					
c From 2006	139,766.				
d From 2007					
e From 2008	100,346.				
f **Total** of lines 3a through e		240,112.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 2,741,907.					
a Applied to 2008, but not more than line 2a				0.	
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					2,635,748.
e Remaining amount distributed out of corpus		106,159.			
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		346,271.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		346,271.			
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006	139,766.				
c Excess from 2007					
d Excess from 2008	100,346.				
e Excess from 2009	106,159.				

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	Prior 3 years			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(e) Total**
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 foundation had $5,000 or more in assets at any time during the year-see 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))

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

JPMORGAN CHASE BANK, N.A., 817-884-5155
P.O. BOX 2050, FORT WORTH, TX 76113

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

NAME, PURPOSE, AMOUNT, BOARD MEMBERS, COPY OF EXEMPTION LETTER

c Any submission deadlines

SEPTEMBER 30

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

CHARITIES WITHIN THE STATE OF TEXAS

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
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	2677174.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	4,505.	
4 Dividends and interest from securities			14	1,206,215.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,315,707.	
8 Gain or (loss) from sales of assets other than inventory			18	<404,110.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a EXCISE TAX REFUND -					
b 6/30/2009			01	58,946.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		3,181,263.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,181,263.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: AUTHORIZED OFFICER — Date: 1/24/2012 — Title: AUTH OFFICER

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN	Phone no

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET FUNDS	4,505.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,505.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	1,205,827.	376.	1,205,451.
LAZARD LTD - PARTNERSHIP RECEIPTS	225.	0.	225.
LAZARD LTD - PARTNERSHIP RECEIPTS	<225.>	0.	<225.>
MUNICIPAL INCOME	764.	0.	764.
TOTAL TO FM 990-PF, PART I, LN 4	1,206,591.	376.	1,206,215.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MINERAL ROYALTY	2,288,293.	2,288,293.	
ACCRETION	30,006.	30,006.	
DECREASE IN COST BASIS-US TREAS INFL INDX BONDS	<2,592.>	<2,592.>	
EXCISE TAX REFUND - 6/30/2009	58,946.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,374,653.	2,315,707.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,345.	0.		1,345.
TO FORM 990-PF, PG 1, LN 16B	1,345.	0.		1,345.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	5,426.	5,426.		0.
TO FORM 990-PF, PG 1, LN 18	5,426.	5,426.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MINERAL FEES	106,060.	106,060.		0.
MINERAL PRODUCTION EXPENSE	124.	124.		0.
MINERAL EXPENSE - AD VALOREM TAXES	151,090.	151,090.		0.
LAZARD LTD - PARTNERSHIP INVESTMENT RELATED EXPENSE	0.	5.		0.
MARKETING FEES	85.	85.		0.
TO FORM 990-PF, PG 1, LN 23	257,359.	257,364.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
RETURN OF CAPITAL ADJUSTMENT	2,910.
MUTUAL FUND TIMING DIFFERENCE	1,823.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,733.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN TR I	406,250.	475,607.
EATON VANCE SPL INVET TR	604,000.	579,477.
HARTFORD CAP APPREC FUND	814,525.	917,257.
JPMORGAN TAX AWARE DISP	814,525.	922,111.
JPMORGAN TR I	695,000.	682,146.
JPMORGAN US LARGE CAP CORE PLUS SEL	814,525.	950,195.
MANNING & NAPIER FD INC	814,525.	912,856.
SPDR S&P 500 ETF	890,404.	810,277.
VICTORY PORTFOLIOS	765,000.	644,047.
ISHARES RUSSELL MIDCAP IND FD	467,907.	408,102.
ISHARES RUSSELL 2000 VALUE IND FD	315,582.	319,367.
ISHARES RUSSELL 2000 INDEX FD	201,461.	221,542.
ISHARES S&P MIDCAP 400 IND FD	882,698.	901,446.
JPMORGAN MARKET EXPANSION INDEX FUND - 71416 SHS	692,061.	799,269.
JPMORGAN TRUST I	701,416.	676,112.
ARTIO INTERNATIONAL EQUITY II	58,302.	50,065.
ARTISAN INTL VALUE FUND INV	675,760.	614,708.
DODGE & COX INTERNATIONAL STOCK	80,782.	99,543.
IVY GLOBAL NATURAL RESOURCES	62,789.	51,698.
JPMORGAN ASIA EQUITY FD	721,897.	857,737.
MANNING & NAPIER FD INC	465,011.	409,233.
MATTHEWS PACIFIC TIGER FUND	375,000.	367,527.
NUVEEN NWQ VALUE OPP FD	604,000.	656,691.
SPDR GOLD TR	231,437.	246,402.
T ROWE PRICE INTER'L FUND	783,535.	981,723.
T ROWE PRICE OVERSEAS STOCK FD	765,000.	666,371.
GOLDMAN SACHS TRUST	1,440,000.	1,468,106.
JPMORGAN INTERNATIONAL CURRENCY	925,000.	898,571.
JPMORGAN STRATEGIC INCOME OPP FUND	1,240,703.	1,333,453.
JPMORGAN HIGH YIELD BOND FUND	1,690,000.	1,744,521.
ISHARES BARCLAYS TIPS BD FD	1,019,093.	1,069,100.
DREFUS/LAUREL FDS TR	467,426.	441,366.
BARC 12M EAFE BREN	222,750.	220,613.
BARC 12 SPX BREN	188,100.	187,872.
BARCLEY 1YR COMMODITY CPN NOTE	460,350.	401,528.

BNP BREN ASIA BASKET	222,750.	225,000.
BNP 12M RTY NOTE	494,400.	421,258.
BNP 12M SPX NOTE	222,975.	190,450.
CREDIT SUISSE OE REN SPX	494,500.	583,300.
CREDIT SUISSE BREN	113,850.	139,242.
CREDIT SUISSE BREN	198,000.	203,520.
CREDIT SUISSE MAREKT PLUS NOTE	172,813.	198,625.
CS 1YR COMMODITY CPN NOTE	460,350.	414,687.
CS 12M SPX NOTE	198,400.	173,840.
DB EAFE BREN	198,000.	189,200.
GS BREN SPX 7/22/11	297,000.	293,370.
GS 15M MID CALLABLE CONTINGENT	247,600.	224,875.
GS 15M MID CALLABLE CONTINGENT	247,825.	218,333.
HSBC EAGE BREN	198,000.	190,200.
HSBC EAFE BREN	460,350.	425,661.
HSBC MARKET PLUS NOTE	197,500.	219,940.
HSBC MKT PLUS SPX 10/22/10 - 125000 SHS	123,750.	147,988.
MORGAN STANLEY ARN SPX 2/09/11 - 500000 SHS	491,500.	418,075.
MORGAN STANLEY ARN SPX 8/25/11	122,500.	106,119.
MS COMMODITY INDEX BREN	222,188.	222,188.
EATON VANCE MUT FDS TR	900,000.	900,419.
HIGHBRIDGE DYNAMIC COMMODITIES	225,000.	203,613.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,866,065.	29,296,542.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANADARKO PETE CORP 8.700% 3/15/19 - 5000 SHS	5,537.	4,721.
AT&T INC 4.950% 1/15/13 - 40000 SHS	40,790.	43,419.
BANK AMER FDG CORP MTN 7.625% 6/1/19 - 40000 SHS	39,698.	45,820.
BAXTER INTL INC 4.000% 3/01/14 - 15000 SHS	14,957.	16,145.
BHP BILLITON FIN USA 5.400% 3/29/17 - 10000 SHS	9,826.	11,268.
BP CAP MKTS P L C 5.25% 11/7/13 - 10000 SHS	9,994.	9,193.
BUNGE N A FIN LP 5.900% 4/01/17 - 5000 SHS	4,500.	5,336.
BURLINGTON NORTHN SA 4.7% 10/01/19 - 25000 SHS	24,956.	26,478.
CAPITAL ONE FINL COR 5.500% 6/01/15 - 15000 SHS	14,855.	16,097.
CATERPILLAR FINL MTN 6.200% 9/30/13 - 20000 SHS	19,979.	22,687.
CENTERPOINT ENERGY 5.750% 1/15/14 - 20000 SHS	20,004.	22,363.
CISCO SYS INC 5.500% 2/22/16 - 10000 SHS	9,789.	11,520.
CITIGROUP INC 6.000% 8/15/17 - 35000 SHS	29,714.	36,356.
CITIGROUP INC 6.125% 11/21/17 - 30000 SHS	29,872.	31,329.
CME GROUP INC 5.400% 8/01/13 - 10000 SHS	9,999.	11,031.
COCA COLA CO 4.875% 3/15/19 - 10000 SHS	9,908.	11,078.
COMCAST CORP NEW 5.900% 3/15/16 - 20000 SHS	20,305.	22,539.
CONOCOPHILLIPS 5.750% 2/01/19 - 15000 SHS	14,899.	17,157.
CONTINENTAL 00-2-A2 7.487% 10/02/2010 - 10000 SHS	9,863.	10,050.

CREDIT SUISSE 5.125% 1/15/14 - 20000 SHS	20,054.	21,521.
CSX CORP 5.500% 8/01/13 - 10000 SHS	10,366.	10,932.
CWALT 05-5R-A1	15,630.	14,215.
DAIMLER CHRYSLER NA 7.300% 1/15/12 - 15000 SHS	15,131.	16,169.
DAIMLERCHRY 08-A-A4 4.480% 8/08/14 - 85000 SHS	83,712.	88,338.
DELL INC 5.65% 04/15/18 - 10000 SHS	10,640.	11,126.
DEVON FING CORP U L 6.875% 9/30/11 - 10000 SHS	10,271.	10,677.
DIAGEO CAP PLC MTN 4.828% 07/15/20 - 10000 SHS	11,629.	10,607.
DUKE CAP LLC 5.668% 8/15/14 - 20000 SHS	20,062.	21,649.
EOG RES INC 5.625% 6/01/19 - 15000 SHS	15,308.	16,866.
FIRST UN NATL BK MTN 7.800% 8/18/10 - 100000 SHS	119,800.	100,793.
FNMA REMIC 02-73-OE 5.000% 11/25/17 - 75000 SHS	70,676.	80,766.
FNMA REMIC 03-16-PD 5.000% 10/25/16 - 75000 SHS	71,801.	76,890.
FNMA REMIC 03-55-CD 5.000% 06/25/23 - 50000 SHS	48,844.	54,084.
FNMA REMIC 04-53-NC 5.500% 7/25/24 - 40000 SHS	39,213.	43,795.
FNMA REMIC 05-10-TB 5.000% 8/25/23 - 75000 SHS	73,336.	79,222.
GENERAL MLS INC 5.200% 3/17/15 - 20000 SHS	20,376.	22,435.
GEORGIA PWR CO 5.125% 11/15/12 - 15000 SHS	14,955.	16,284.
GLAXOSMITHKLINE 4.375% 4/15/14 - 10000 SHS	10,334.	10,945.
GNMA POOL #780855X 6.000% 9/15/13 - 836.030 SHS	846.	835.
GOLDMAN SACHS GROUP 03/15/20 - 18000 SHS	17,838.	17,786.
GOLDMAN SACHS GROUP 6.600% 1/15/12 - 25000 SHS	27,668.	26,411.
GOLDMAN SACHS MTN 7.500% 2/15/19 - 20000 SHS	20,798.	22,356.
HEWLETT PACKARD CO 6.125% 3/01/14 - 25000 SHS	24,890.	28,720.
INDIANA MICH PWR CO 7.000% 3/15/19 - 20000 SHS	19,865.	23,401.
JOHN DEERE 09/10/18 -20000 SHS	21,677.	22,882.
KELLOGG CO 4.250% 3/06/13 - 15000 SHS	14,972.	16,076.
KIMBERLY CLARK CORP 7.500% 11/01/18 - 10000 SHS	11,990.	12,773.
KRAFT FOODS INC 6.750% 2/19/14 - 25000 SHS	24,974.	28,741.
KROGER CO 6.400% 8/15/17 - 20000 SHS	20,364.	23,280.
LEHMAN BROS *DEFAULT*7.875% 8/15/10 - 25000 SHS	27,422.	4,938.
MARATHON OIL CORP 6.125% 3/15/12 - 15000 SHS	14,615.	16,085.
MASTR ALT 04-8-6A1 5.500% 9/25/19 - 18874.290 SHS	18,966.	19,156.
MERRILL LYNCH MTN 6.150% 4/25/13 - 26000 SHS	23,731.	27,798.
NATIONAL RURAL UTILS 7.250% 3/01/12 - 10000 SHS	11,531.	10,966.
ORACLE CORP / OZARK 5.250% 1/15/16 - 20000 SHS	19,717.	22,695.
PACIFIC GAS & ELEC 8.250% 10/15/18 - 25000 SHS	24,586.	31,987.
PECO ENERGY CO 5.350% 3/01/18 - 25000 SHS	24,958.	28,075.
PEPSICO INC 5.000% 6/01/18 - 15000 SHS	14,917.	16,618.
PPG INDS INC 5.750% 3/15/13 - 20000 SHS	18,674.	21,880.
PRAXAIR INC 3.950% 6/01/13 - 10000 SHS	9,966.	10,636.
PSEG PWR LLC 7.750% 4/15/11 - 50000 SHS	59,710.	52,474.
SEMPRA ENERGY 9.8%	10,107.	13,280.
SHELL INTL 3.1%	10,992.	11,168.
SIMON PPTY GROUP 5.625%	14,251.	16,245.
SMITH INTL INC 8.625% 3/15/14 - 10000 SHS	10,688.	11,876.
TELECOM ITALIA CAP 5.250% 11/15/13 - 10000 SHS	9,604.	10,329.
TIAA 07-C4-A3 6.08566% 8/15/39 - 40000 SHS	40,166.	43,610.
TRANSCANADA PIPELINE 4.000% 6/15/13 - 10000 SHS	9,185.	10,631.
UNION PAC CORP 6.650% 1/15/11 - 20000 SHS	21,599.	20,556.

VERIZON VA INC 4.625% 3/15/13 - 25000 SHS	24,703.	26,382.
VIACOM INC 6.250% 4/30/16 - 10000 SHS	8,485.	11,343.
VIRGINIA ELEC & PWR 5.950% 9/15/17 - 10000 SHS	9,961.	11,509.
VODAFONE GROUP PLC 5.000% 9/15/15 - 25000 SHS	24,026.	27,018.
WELLS FARGO & CO NEW 5.000% 11/15/14 - 25000 SHS	22,732.	26,410.
WYETH 5.500% 2/01/14 - 15000 SHS	15,157.	16,850.
FNMA ASSN GTD MTG PASS-46.20 SHS	47.	47.
U S A BILLS 5/31/14-250000 SHS	244,067.	257,950.
MORGAN STANLEY DW 4/15/11-50000 SHS	50,056.	51,731.
BB & T 08/01/11-15000 SHS	16,565.	15,745.
BANK OF NEW YORK MELLON 4.6% 01/15/20	14,971.	15,932.
ELI LILLY & CO 4.2% 03/06/14	14,993.	16,298.
FANNIE MAE 5% 10/01/12- 887.210	910.	901.
FANNIE MAE 5% 11/01/12- 6432.280 SHS	6,605.	6,583.
FREDDIE MAC 6.5% 12/01/12-3162.370	3,213.	3,312.
U S A TREASURY NOTES 05/15/12	171,129.	172,497.
FNMA ASSN GTD MTG PASS-4483.610 SHS	0.	4,594.
FNMA ASSN GTD MTG PASS 6.5% 12/1/12- 6243.22 SHS	6,237.	6,548.
FHLM 6.5% 12/1/12- 6243.220	748.	781.
FANNIE MAE 4.5% 12/1/12- 7282.610 SHS	7,437.	7,439.
FANNIE MAE 4.5% 01/01/13-15527.90 SHS	15,800.	15,883.
FANNIE MAE 5% 01/01/13-7607.300 SHS	7,893.	7,808.
PRINCIPLE LIFE INC 5.3% 12/14/12- 10000 SHS	10,238.	10,771.
FNMA 4.5% 03/01/13 7080.540 SHS	7,200.	7,251.
POTASH CORP 4.875% 3/01/13 - 10000 SHS	9,981.	10,756.
E.I. DU PONT DE NEMOURS 03/06/13	14,914.	15,963.
PRINCIPAL LIFE 5.3% 04/24/13- 10000 SHS	10,825.	10,813.
FANNIE MAE 4.5% 06/01/13 - 8827.30 SHS	8,983.	9,051.
FANNIE MAE 5.5% 07/1/13- 7762.380 SHS	8,073.	8,028.
FNMA 5.00% 05/1/13- 19536.680 SHS	20,355.	20,095.
HSBC FINANCE CORP- 4.75% 07/15/13-30000 SHS	29,342.	31,422.
U S A NOTES- 7/31/13- 500000 SHS	527,832.	536,095.
FHLB 5.000% 8/15/13 - 20000 SHS	22,163.	22,269.
FANNIE MAE 4.5% 9/1/13- 7311.780 SHS	7,435.	7,510.
AMERICREDIT 5.21% 09/06/13- 40418.830	40,067.	41,170.
FANNIE MAE 5.5% 10/1/13 - 6192.310 SHS	6,411.	6,422.
FHLM 6.00% 11/01/13- 6137.150	6,141.	6,662.
PUB SVC ELEC & GAS 6.33% 11/01/13 - 20000 SHS	19,994.	22,776.
FREDDIE MAC 6% 12/15/13- 11712.40 SHS	11,889.	12,409.
EMERSON ELECTRIC 5.625% 11/15/13 -15000 SHS	15,460.	16,936.
FHLM 5.50% 01/01/14- 4670.970 SHS	4,715.	5,050.
FANNIE MAE 5.5% 08/25/14- 43991.430	45,394.	45,671.
U S A NOTES-4% 02/15/15- 250000 SHS	269,414.	275,918.
TOYOTA MOTOR CREDIT CORP- 3.2% 06/17/15 - 5000 SHS	5,009.	5,103.
PNC FUNDING CORP 5.25% 11/15/15	26,501.	26,614.
FNMA 5.50% 08/01/15- 11299.420	11,365.	12,225.
U S A NOTES 02/29/16 - 1000000 SHS	98,348.	102,883.
FNMA 5.50% 04/01/16- 43070.620	43,851.	46,049.
FREDDIE MAC 6% 08/15/16- 24804.690 SHS	25,743.	26,857.
FREDDIE MAC 5.5% 05/15/16- 4786.700 SHS	4,843.	4,793.
FREDDIE MAC 6% 09/15/16- 8433.410 SHS	9,040.	8,978.
FREDDIE MAC 6% 08/15/16- 46146.210	46,009.	49,713.
FHLM 6.00% 02/15/17 - 47987.310 SHS	48,760.	50,064.

GENERAL ELECTRIC 5.4% 02/15/17 -75000 SHS	74,660.	79,662.
FREDDIE MAC 6% 03/15/17- 15492.730 SHS	16,548.	16,841.
INTUIT INC 5.75% 03/15/17 - 20000 SHS	21,031.	21,971.
FANNIE MAE 6% 04/25/17 - 32535.940 SHS	34,488.	35,259.
FANNIE MAE 5.5% 04/25/17 - 41036.600 SHS	42,101.	43,337.
FREDDIE MAC 5.5% 07/01/17 - 59906.620	60,431.	64,047.
U S A BONDS 08/15/17- 300000 SHS	415,820.	427,314.
FREDDIE MAC 3.5& 08/15/17 - 35369.970	32,739.	36,386.
FHLM 5.50% 09/15/17 - 48301.380 SHS	48,271.	52,334.
FNMA 3.50% 09/25/17 - 38835.760 SHS	36,906.	39,922.
FREDDIE MAC 5.5% 11/15/17- 48695.030	50,628.	52,856.
FHLMC REMIC 4.5% 12/15/17- 75000 SHS	70,383.	79,189.
FHLM 3.75% 01/15/18 - 43315.900 SHS	41,096.	44,790.
FREDDIE MAC 4% 02/15/18- 33936.730 SHS	31,741.	35,416.
FREDDIE MAC 4.5% 03/01/18- 24948.370	25,369.	26,438.
FHLM 4.00% 03/01/18 - 39769.220 SHS	39,631.	41,678.
AMERICAN EXPRESS 7% 03/19/18 - 25000 SHS	27,837.	28,835.
FNMA 4.5% 04/25/18 - 19434.430	18,432.	20,135.
FHLMC REMIC 4.5% 05/15/18 - 20000 SHS	18,781.	21,416.
FNMA 5.00% 06/01/18 - 32658.470 SHS	33,817.	35,126.
FFCB 5.05%- 40000 SHS	42,816.	45,800.
FANNIE MAE 4.5% 07/01/18 - 40000 SHS	16,409.	17,456.
FNMA 4.00% 08/01/18- 36079.130 SHS	35,695.	37,913.
FNMA 4.50% 09/25/18 - 30000 SHS	28,425.	32,221.
FNMA 5.00% 10/01/18 - 12339.560 SHS	12,598.	13,272.
FANNIE MAE 5% 11/01/18- 16002.470 SHS	16,555.	17,211.
FANNIE MAE 4% 12/01/18 - 64895.880 SHS	64,508.	68,626.
NEVADA POWER 03/15/19- 20000 SHS	22,509.	23,657.
ENCANA CORP 6.5% 05/15/19- 15000 SHS	16,532.	17,238.
FHLM 07/15/19- 45243.550 SHS	45,229.	47,714.
5/15/19 TINT DUE	176,730.	190,838.
FHLM 4.50% 08/15/19 -53872.470 SHS	53,132.	57,202.
U S A NOTES 10/01/19 - 175000 SHS	170,163.	181,248.
HALLIBURTON 6.15% 09/15/19 - 20000	22,390.	21,908.
JEFFRIES GROUP 8.50% 07/15/19 - 10000 SHS	10,585.	11,233.
FHLM 4.50% 02/15/20 - 15420.710 SHS	15,633.	15,742.
FREDDIE MAC 05/15/20 - 16905.140 SHS	17,032.	17,426.
FNMA 6.50% 02/25/22 - 18539.530	19,571.	20,742.
FANNIE MAE 7.5% 10/25/22 - 2139.670	22,531.	23,763.
TIME WARNER INC 9.15% 02/01/23 - 10000 SHS	12,637.	13,463.
UNITED PARCEL SVC -10000 SHS	12,945.	13,799.
FREDDIE MAC 5% 06/15/23- 19361	20,183.	19,491.
UNP RR CO 2003 PASS TRST - 13264.120 SHS	12,481.	13,629.
FHLM 8.5% 02/01/27 - 4858.280 SHS	5,080.	5,439.
FHLMC REMIC 5% 12/15/23 - 35000 SHS	34,338.	38,026.
FNMA 6.50% 08/01/28 - 4875.420	4,863.	5,443.
FNMA REMIC 6% 08/18/28 - 53949.090	55,955.	57,358.
GNMA 6.5% -16956.870 SHS	16,636.	19,155.
GNMA II - 31201.260 SHS	30,645.	34,537.
GNMA II- 12904.460 SHS	12,656.	14,292.
GNMA - 19276.550 SHS	19,999.	19,532.
GNMA -4915.960 SHS	4,817.	5,587.
FNMA 7.50% 08/01/30 - 1794.350 SHS	1,780.	2,045.
FANNIE MAE 5.5% 11/25/30 - 48587.310	48,777.	50,849.

FANNIE MAE 5.5% 03/25/31 - 75000 SHS	72,762.	79,084.
FREDDIE MAC 04/15/31 - 64684.110 SHS	65,240.	70,102.
FANNIE MAE 3.5% 05/25/31 - 25054.180	23,888.	25,734.
FNMA 3.50% 12/25/31 - 38438.400 SHS	36,168.	39,710.
FHLMC REMIC 02/15/32 - 50000 SHS	46,438.	53,034.
FHLM 06/15/33 - 75000 SHS	72,305.	81,199.
FNMA 12/01/33 - 39162.250 SHS	39,958.	42,545.
FREDDIE MAC 12/05/33 - 47765.090 SHS	48,310.	51,165.
FANNIE MAE 5.50% 01/01/34 - 10300.100	10,490.	11,176.
FANNIE MAE 6.5% 08/25/36 - 50000 SHS	51,258.	56,799.
WELLS FARGO 12/25/34 - 8207.270 SHS	8,152.	8,368.
HOUSEHOLD 11/20/23 - 21988.701 SHS	18,855.	18,521.
DEUTSCHE BANK AG LONDON - 15000 SHS	14,941.	15,495.
TELEFONICA EMISIONES - 15000 SHS	15,000.	15,713.
FIRST UNION NATIONAL BANK - 33591.280 SHS	34,590.	34,193.
FNMA 12/01/11 1399.250 SHS	1,462.	1,411.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,508,242.	6,847,099.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKSTONE PARTNERS OFFSHORE FUND LTD - TAX-EXEMPT HEDGE FUND	COST	2,050,000.	2,272,416.
OZOFII PRIVATE INVESTORS OFFSHORE LTD - TAX-EXEMPT HEDGE FUND	COST	2,050,000.	2,352,072.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,100,000.	4,624,488.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JPMORGAN CHASE BANK, N.A. P.O. BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 20.00	253,550.	0.	0.
JIMMY TAYLER C/O JPMORGAN CHASE BANK, N.A.; P.O. BOX 3038 MILWAUKEE, WI 53201	PRESIDENT 1.00	0.	0.	0.
SUE PARTEE C/O JPMORGAN CHASE BANK, N.A.; P.O. BOX 3038 MILWAUKEE, WI 53201	SECRETARY/TREASURER 1.00	0.	0.	0.
STAN PARTEE C/O JPMORGAN CHASE BANK, N.A.; P.O. BOX 3038 MILWAUKEE, WI 53201	BOARD MEMBER 1.00	0.	0.	0.
BOB MOORE C/O JPMORGAN CHASE BANK, N.A.; P.O. BOX 3038 MILWAUKEE, WI 53201	BOARD MEMBER 1.00	0.	0.	0.
R.H. WEAVER C/O JPMORGAN CHASE BANK, N.A.; P.O. BOX 3038 MILWAUKEE, WI 53201	BOARD MEMBER 1.00	0.	0.	0.
ELOISE WATERS C/O JPMORGAN CHASE BANK, N.A.; P.O. BOX 3038 MILWAUKEE, WI 53201	BOARD MEMBER 1.00	0.	0.	0.
LISA CANTER C/O JPMORGAN CHASE BANK, N.A.; P.O. BOX 3038 MILWAUKEE, WI 53201	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		253,550.	0.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 12
PART VII-B, LINE 5C

GRANTEE'S NAME

CROSSROADS TENNIS ASSOCIATION INC

GRANTEE'S ADDRESS

2805 APACHE DR
BIG SPRING, TX 79720

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
11,000.	09/16/09	11,000.

PURPOSE OF GRANT

CORPORATION PAID A TENNIS PRO TO RUN A TENNIS CENTER FOR THE RESIDENTS OF HOWARD COUNTY

GRANTEE'S NAME

CROSSROADS TENNIS ASSOCIATION INC

GRANTEE'S ADDRESS

2805 APACHE DR
BIG SPRING, TX 79720

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
37,000.	12/30/09	37,000.

PURPOSE OF GRANT

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BAKERS CHAPEL A.M.E. CHURCH 911 N LANCASTER ST BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
BIG SPRING MAIN STREET INC PO BOX 131 BIG SPRING, TX 79721	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.
BIG SPRING STATE HOSPITAL VOLUNTEER ADVISORY COUNCIL, INC PO BOX 425 BIG SPRINGS, TX 79721-0425	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
BIG SPRING SYMPHONY ASSOCIATION INC 808 SCURRY ST BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	100,000.
BOY SCOUTS OF AMERICA COUNCIL BUFFALO TRAILS COUNCIL BIG SPRING - 101 W TEXAS MIDLAND, TX 79701	NONE PROGRAM SUPPORT	PUBLIC CHARITY	100,000.
CASA DE AMIGOS OF MIDLAND TX 1101 E GARDEN LANE MIDLAND, TX 79701	NONE PROGRAM SUPPORT	PUBLIC CHARITY	65,000.
CASA OF WEST TEXAS 201 W WALL ST STE 909 MIDLAND, TX 79701	NONE PROGRAM SUPPORT	PUBLIC CHARITY	65,000.
CETA CANYON METHODIST CAMP RETREAT CENTER 37201 FM 1721 HAPPY, TX 79042	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.

CHURCH ON WHEELS INC PO BOX 9402 MIDLAND, TX 79708	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
CITY OF BIG SPRING 310 NOLAN ST BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	30,000.
COAHOMA PRIDE 122 N 1ST COAHOMA , TX 79511	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
CROSSROADS TENNIS ASSOCIATION INC 2805 APACHE DR BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PRIVATE FOUNDATION	48,000.
DORA ROBERTS REHABILITATION CENTER PO BOX 2213 BIG SPRING, TX 79721	NONE PROGRAM SUPPORT	PUBLIC CHARITY	212,000.
FAMILY FAITH VICTORY CENTER 810 E 11TH PL BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
FIRST UNITED METHODIST CHURCH 400 SCURRY ST BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	136,174.
HANGAR 25 AIR MUSEUM ASSOCIATION 1911 APRON DR BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
HERITAGE MUSEUM OF BIG SPRING 510 SCURRY ST BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	185,000.
HIGH SKY CHILDRENS RANCH 8701 W COUNTY RD 60 MIDLAND, TX 79707	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.

HOWARD COLLEGE FOUNDATION 1001 BIRDWELL LN BIG SPRING, TX 79720-5015	NONE PROGRAM SUPPORT	PUBLIC CHARITY	239,000.
HOWARD COUNTY BIBLE CLASS INC PO BOX 494 BIG SPRING, TX 79721-0494	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
HOWARD COUNTY CHILD WELFARE BOARD 312 SCURRY ST BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	8,000.
HOWARD COUNTY COUNCIL ON AGING PO BOX 765 BIG SPRING, TX 79721-0765	NONE PROGRAM SUPPORT	PUBLIC CHARITY	75,000.
HOWARD COUNTY HUMANE SOCIETY PO BOX 823 BIG SPRING, TX 79721	NONE PROGRAM SUPPORT	PUBLIC CHARITY	100,000.
HOWARD COUNTY VOLUNTEER FIRE DEPT 200 N MIDWAY RD BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	125,000.
ISAIAH 58 107 RUNNELS ST BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
KELSEY LOGAN ANGEL FUND PO BOX 5072 MIDLAND, TX 79704	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
NORTHSIDE COMMUNITY ACTION LEAGUE PO BOX 1974 BIG SPRING, TX 79721-1974	NONE PROGRAM SUPPORT	PUBLIC CHARITY	100,000.
PERMIAN BASIN MASTER GARDNERS 1010 E 8TH ST ODESSA, TX 79761	NONE PROGRAM SUPPORT	PUBLIC CHARITY	4,000.

RAPE CRISIS SERVICES OF BIG SPRING PO BOX 1693 BIG SPRING, TX 79721	NONE PROGRAM SUPPORT	PUBLIC CHARITY	65,000.
RAVENS NEW FOUND FRIENDS PO BOX 8909 MIDLAND, TX 79708	NONE PROGRAM SUPPORT	PUBLIC CHARITY	75,000.
SAFE PLACE OF THE PERMIAN BASIN PO BOX 11331 MIDLAND, TX 79702	NONE PROGRAM SUPPORT	PUBLIC CHARITY	30,000.
SALVATION ARMY OF BIG SPRINGS 811 W 5TH ST BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	300,000.
SAMARITAN COUNSELING CENTER OF WEST TEXAS, INC PO BOX 60312 MIDLAND, TX 79711	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
SETTLEMENT CLUB 1600 PEYTONBIN RD AUSTIN, TX 78758	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
SIBLEY ENVIRONMENTAL LEARNING CENTER FOUNDATION INC PO BOX 50584 MIDLAND, TX 79710	NONE PROGRAM SUPPORT	PUBLIC CHARITY	70,000.
UNIVERSITY OF TEXAS OF THE PERMIAN BASIN 4901 E UNIVERSITY ODESSA, TX 79762	NONE PROGRAM SUPPORT	PUBLIC CHARITY	75,000.
WEST SIDE COMMUNITY CENTER INC OF BIG SPRING TEXAS 1311 W 4TH ST BIG SPRING, TX 79720	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
YMCA OF BIG SPRING 801 OWENS ST BIG SPRING, TX 79721	NONE PROGRAM SUPPORT	PUBLIC CHARITY	100,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A 2,677,174.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization	Employer identification number
	DORA ROBERTS FOUNDATION R76874305/404/008	75-6013899
File by the extended due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions C/O JPMORGAN CHASE BANK,NA;P.O.BOX 3038	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MILWAUKEE, WI 53201	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ JPMORGAN CHASE BANK, N.A. - 420 THROCKMORTON - FORT WORTH, TX 76102

  Telephone No. ▶ (817) 884-5155 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2011

5 For calendar year ______, or other tax year beginning JUL 1, 2009, and ending JUN 30, 2010.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 59,664.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 59,664.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶