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

2009

Department of the Treasury
Internal Revenue Service

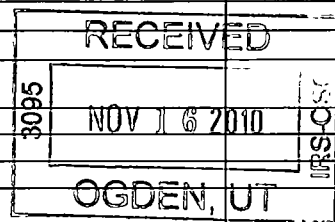
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 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 Forrest Foundation		A Employer identification number 75-6021465
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (806) 842-3575
	12019 East County Rd 7300		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
	City or town Slaton	State ZIP code TX 79364	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 459,834.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

	Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	33.	33.		
	4 Dividends and interest from securities	10,932.	10,932.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		10,965.	10,965.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	945.	945.		945.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) Investment advisory	8,742.	8,742.		8,742.	
24 Total operating and administrative expenses. Add lines 13 through 23	9,687.	9,687.		9,687.	
25 Contributions, gifts, grants paid	15,000.			15,000.	
26 Total expenses and disbursements. Add lines 24 and 25	24,687.		9,687.	24,687.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-13,722.				
b Net investment income (if negative, enter -0-)			1,278.		
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
A S S E T S	1	Cash – non-interest-bearing	105.	107.	107.
	2	Savings and temporary cash investments	91,625.	31,906.	31,906.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule) L-10a Stmt	20,906.	20,906.	21,313.
	b	Investments – corporate stock (attach schedule) L-10b Stmt	362,695.	439,440.	376,175.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	30,028.	30,028.	30,333.
	11	Investments – land, buildings, and equipment: basis			
	Less accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	33,101.			
14	Land, buildings, and equipment: basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	538,460.	522,387.	459,834.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)			
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	538,460.	522,387.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)	538,460.	522,387.		
31	Total liabilities and net assets/fund balances (see the instructions)	538,460.	522,387.		

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	538,460.
2	Enter amount from Part I, line 27a	2	-13,722.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	524,738.
5	Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	2,351.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	522,387.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly traded securities	P	various	various
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 37,331.		39,629.	-2,298.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-2,298.
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	-2,298.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 - []	3	

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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	31,612.	491,776.	0.064281
2007	36,058.	652,586.	0.055254
2006	31,218.	661,168.	0.047216
2005	38,822.	637,233.	0.060923
2004	33,450.	634,029.	0.052758

2 Total of line 1, column (d)	2	0.280432
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	0.056086
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	502,242.
5 Multiply line 4 by line 3	5	28,169.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13.
7 Add lines 5 and 6	7	28,182.
8 Enter qualifying distributions from Part XII, line 4	8	24,687.

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

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

Table with 11 rows and 2 columns. Row 1: 1 a Exempt operating foundations... 26. Row 2: 2 Tax under section 511... 0. Row 3: 3 Add lines 1 and 2... 26. Row 4: 4 Subtitle A (income) tax... 0. Row 5: 5 Tax based on investment income... 26. Row 6: 6 Credits/Payments: 6a 2009 estimated tax pmts... 6b Exempt foreign organizations... 6c Tax paid with application... 6d Backup withholding... Row 7: 7 Total credits and payments... Row 8: 8 Enter any penalty... Row 9: 9 Tax due... 26. Row 10: 10 Overpayment... 0. Row 11: 11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1a: 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: 1 b Did it spend more than \$100 during the year... X. Row 1c: 1 c Did the foundation file Form 1120-POL for this year? X. Row 2: 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? X. Row 3: 3 Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? X. Row 4b: 4 b If 'Yes,' has it filed a tax return on Form 990-T for this year? Row 5: 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? X. Row 6: 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: By language in the governing instrument, or By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? X. Row 7: 7 Did the foundation have at least \$5,000 in assets at any time during the year? X. Row 8a: 8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX - Texas. Row 8b: 8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation X. Row 9: 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV X. Row 10: 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses X.

Part VII-A: Statements Regarding Activities *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>Lynn Forrest</u> Telephone no. <u>(806) 842-3575</u> Located at <u>Route 2 Box 193 Slaton, TX</u> ZIP + 4 <u>79364</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		X
1c		
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 <u>20__ , 20__ , 20__ , 20__ .</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)		X
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. <u>20__ , 20__ , 20__ , 20__ .</u>		
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)		X
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4a		
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?		X
4b		

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

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

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

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

5b

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?

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?

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 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
Jean McNeely PO Box 64963 Lubbock TX 79464	Trustee	0.00	0.	0.
Lynn Forrest 12019 East County Rd 7300 Slaton TX 79364	Trustee	1.00	0.	0.
Mary Jo Merrimon 4005-16 Apt 180 Lubbock TX 79416	Trustee	0.00	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		0

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

	Expenses
1 -----	
2 -----	
3 -----	
4 -----	

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

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

	Amount	
1 <u>None</u> -----	0.	
2 -----		
3 All other program-related investments. See instructions -----		
Total. Add lines 1 through 3		None

BAA

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	448,105.
b	Average of monthly cash balances	1b	61,785.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	509,890.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	509,890.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	7,648.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	502,242.
6	Minimum investment return Enter 5% of line 5	6	25,112.

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	25,112.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	26.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	25,086.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	25,086.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	25,086.

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	24,687.
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	24,687.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	24,687.

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				25,086.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			9,830.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2009.				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 24,687.				
a Applied to 2008, but not more than line 2a			9,830.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				14,857.
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				10,229.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

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

N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Interfaith of the Woodlands 4242 Woodlands Dr The Woodlands TX 77380		Public	religious	500.
Opportunity Plan PO Box 1035 Canyon TX 79015		Public	charitable	2,000.
FUMC Lobbock Music Dept PO Box 250 Slaton TX 79364		Public	educational	1,000.
First United Methodist Church P.O. Box 250 Slaton TX 79364		Public	religious	500.
Youth Corps PO Box 94641 Lubbock TX 79493		Public	charitable	1,500.
SIRE 24161 Spring Dr. Hockly TX 77447		Public	charitable	500.
TEAM 300 W. Main Tomball TX 77375		Public	charitable	500.
Salvation Army 1500 Austin St Houston TX 77002		Public	charitable	500.
John Wesley UM Church 5830 Bermuda Dunes Houston TX 77069		Public	religious	1,000.
See Line 3a statement				7,000.
Total				15,000.
b Approved for future payment				
Total				

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Net short-term capital loss	2,298.
Income tax payments	53.
Total	2,351.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input type="checkbox"/> Business <input type="checkbox"/> <u>Bernice Forrest</u> <u>133 Grogan's Point Rd</u> <u>The Woodlands TX 77380</u>	Trustee 0.00	0.	0.	0.
Person <input type="checkbox"/> Business <input type="checkbox"/> <u>Marianne Loveless</u> <u>7106-32</u> <u>Lubbock TX 79407</u>	Trustee 0.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 10, Part XV, Line 2

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

Name Lynn Forrest
 Address Route 2 Box 193
 City, St, Zip, Phone Slaton TX 79364 (806) 842-3575

The form in which applications should be submitted and information and materials they should include:
Name, address, type of organ., principal activity, and the amount requested.

Any submission deadlines:

The Foundation does not have submission deadlines

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

Grants are largely unrestricted except to the extent provided in the trust instrument, i.e.

Form 990-PF, Page 10, Part XV, Line 2

Continued

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

Name _____
 Address _____
 City, St, Zip, Phone _____

The form in which applications should be submitted and information and materials they should include:
Any additional material concerning the request should be submitted.

Any submission deadlines:

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
charitable, religious, scientific, literary, and educ. purposes. Grants approved by 3 trustees.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year <u>First United Methodist Church</u> <u>PO Box 250</u> <u>Slaton TX 79364</u>		<u>Public</u>	<u>religious</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
<u>American Wind Power Center</u> <u>1701 Canyon Lake Drive</u> <u>Lubbock TX 79403</u>		<u>Public</u>	<u>scientific</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
-----	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>Texas Tech University Foundation</u> <u>PO Box 45025</u> <u>Lubbock TX 79409</u>		<u>public</u>	<u>educational</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
-----	-----	-----	-----	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/>

Total

7,000.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
20,000 FNMA 5.75%			20,906.	21,313.
Total			<u>20,906.</u>	<u>21,313.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Alcantel-Lucent	12,342.	208.
Allstate Corp	16,491.	10,055.
Bank of America	11,604.	5,030.
Corning	9,807.	5,911.
Walt Disney	15,319.	13,923.
EMC	14,125.	14,622.
ENI SPA	4,941.	4,861.
Ebay	10,024.	6,452.
Emerson Electric	15,036.	22,326.
ExxonMobil	8,604.	15,238.
GE	6,119.	9,647.
Glaxosmithkline	8,538.	6,530.
Goldman Sachs	8,626.	9,451.
Home Depot	19,353.	14,063.
JP Morgan Chase	14,237.	16,438.
Medtronic	15,897.	11,171.
Microsoft	19,477.	16,797.
Oracle	6,732.	9,657.
Pepsico	7,678.	10,727.
Pfizer	7,285.	7,715.
Qualcomm	20,328.	26,666.
Shell	12,661.	11,651.
Texas Instruments	5,168.	6,286.
Textron	7,096.	5,091.
Total SA	4,904.	4,687.
US Bancorp	13,918.	10,460.
UPS	16,783.	13,767.
Verizon	17,557.	12,693.
Wal-Mart	15,928.	15,142.
Walgreen	14,759.	9,452.
Wellpoint	10,305.	6,606.
Ebase	20,654.	0.
Ishares MSCI Australia	14,042.	11,767.
Ishares NASDAQ Biotech	33,102.	31,085.
Total	<u>439,440.</u>	<u>376,175.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Goldman Sachs Group	30,028.	30,333.
Total	<u>30,028.</u>	<u>30,333.</u>