Notice 2008-6 status change

Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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 8/1/2009 **, and ending** 7/31/2010

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
Hargrove Hudson Charitable Trust R75588005

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
J P Morgan Chase Bank NA P O Box 3038

City or town, state, and ZIP code
Milwaukee, WI 53201-3038

A Employer identification number
73-1128665

B Telephone number (see page 10 of the instructions)
414-977-1213

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 52,319,783

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of 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 (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	1,872,107	1,872,107		
	5a Gross rents	263	263		
	b Net rental income or (loss) 0				
	6a Net gain or (loss) from sale of assets not on line 10	1,093,943			
	b Gross sales price for all assets on line 6a 29,904,728				
	7 Capital gain net income (from Part IV, line 2)		1,093,943		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	2,817,964	2,817,964	0	
	12 **Total** Add lines 1 through 11	5,784,277	5,784,277	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	424,758	382,282		42,476
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	21,229	21,229	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	331,213	146,413	0	0
	19 Depreciation (attach schedule) and depletion	1,066,969	1,066,969	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	73,562	73,562	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,917,731	1,690,455	0	42,476
	25 Contributions, gifts, grants paid	2,477,865			2,477,865
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,395,596	1,690,455	0	2,520,341
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,388,681			
	b **Net investment income** (if negative, enter -0-)		4,093,822		
	c **Adjusted net income** (if negative, enter -0-)			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
Assets	1	Cash—non-interest-bearing	377	1,979,676	1,979,675
	2	Savings and temporary cash investments	7,127,865	2,234,089	2,225,654
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	34,744,937	7,524,116	7,909,449
	b	Investments—corporate stock (attach schedule)	0	17,581,521	17,454,137
	c	Investments—corporate bonds (attach schedule)	0	5,481,490	5,502,928
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	9,527,937	9,394,273
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶ See Attached Statement)	13,330,576	12,263,607	7,853,667
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	55,203,755	56,592,436	52,319,783
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	55,203,755	56,592,436	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	55,203,755	56,592,436	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	55,203,755	56,592,436	

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	55,203,755
2	Enter amount from Part I, line 27a	2	1,388,681
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	56,592,436
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	56,592,436

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 See Attached Statement			
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	1,093,943
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	-89,326

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	4,228,319	51,608,360	0 081931
2007			0 000000
2006			0 000000
2005			0 000000
2004			0 000000

2 **Total** of line 1, column (d)	2	0 081931
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 081931
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	57,968,740
5 Multiply line 4 by line 3	5	4,749,437
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	40,938
7 Add lines 5 and 6	7	4,790,375
8 Enter qualifying distributions from Part XII, line 4	8	2,520,341

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

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

1 a 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 ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	81,876
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	81,876
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	81,876
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 122,548		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	122,548
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	40,672
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 40,672 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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
4 a 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?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WI			
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		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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 page 20 of the 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 ▶ J P Morgan Telephone no ▶ 918-586-5995

Located at ▶ P O Box 1 Tulsa OK ZIP+4 ▶ 74102

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 |

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 ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
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)*		3b	N/A	
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)*

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 page 22 of the 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 page 22 of the instructions)?		5b	N/A	
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? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☒ No			
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? *If "Yes" to 6b, file Form 8870*		6b		X
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		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J P Morgan P O Box 1 Tulsa OK 74102	Trustee 100 00	424,758	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

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 page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ►	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	42,912,605
b	Average of monthly cash balances	1b	8,085,241
c	Fair market value of all other assets (see page 24 of the instructions)	1c	7,853,667
d	**Total** (add lines 1a, b, and c)	1d	58,851,513
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	58,851,513
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	882,773
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,968,740
6	**Minimum investment return.** Enter 5% of line 5	6	2,898,437

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

1	Minimum investment return from Part X, line 6			1	2,898,437
2a	Tax on investment income for 2009 from Part VI, line 5	2a	81,876		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	81,876
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,816,561
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,816,561
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,816,561

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	2,520,341
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,520,341
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,520,341

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

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

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					2,816,561
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0	
b Total for prior years 20 ____, 20 ____, 20 ___			0		
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	1,707,537				
f **Total** of lines 3a through e		1,707,537			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 2,520,341					
a Applied to 2008, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)		0			
d Applied to 2009 distributable amount					2,520,341
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))*		296,220			296,220
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,411,317			
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 page 27 of the instructions			0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		1,411,317			
10 Analysis of line 9					
a Excess from 2005	0				
b Excess from 2006	0				
c Excess from 2007	0				
d Excess from 2008	1,411,317				
e Excess from 2009	0				

Part XIV Private Operating Foundations (see page 27 of the 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			(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	0	0			0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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*				
Sisters of The Good Shephard 25-30 21st Ave Astoria NY 11105			General Budget	271,675
Contemplative Sisters of The Good Shephard 25-30 21st Ave Astoria NY 11105			General Budget	159,258
Sisters of Charity of The Incarnet Word 6510 Lawndale Ave Houston TX 77210			General Budget	566,771
Sisters of The Good Shephard Province 7654 Natural Bridge Rd St Louis MO 63121			General Budget	964,915
Sisters of The Sorrowful Mother 2935 Universal Ct #100 Oskosh WI 54904			General Budget	515,246
Total			▶ 3a	2,477,865
b *Approved for future payment*				
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	525990	1,872,107	14		
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					
8 Gain or (loss) from sales of assets other than inventory	525990	1,093,943	18	0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Oil & Gas Royalties	211110	2,818,227	15	0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		5,784,277		0	0

13 Total. Add line 12, columns (b), (d), and (e) 13 5,784,277

(See worksheet in line 13 instructions on page 28 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) (See page 28 of the instructions)
4	Revenue source
5b	Revenue source
8	Revenue source
11	Revenue souece

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
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

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

Kim Renick JUN 09 2011 Trustee

Signature of officer or trustee AUTHORIZED OFFICER Date Title

Paid Preparer's Use Only

Preparer's signature	Date 5/25/2011	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions) P01271731
Firm's name (or yours if self-employed), address, and ZIP code	Casey & Rouse P C P O Box 330163, Tulsa, OK 74133		EIN 73-1198677 Phone no (918) 583-1169

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	29,904,728	28,810,785	1,093,943
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation
1	X	Dodge & Intl Stk Fd				12/16/2009	P	6/15/2010	396,700	420,810			
2	X	HSBC 6M OTH Ren				2/5/2010	P	6/10/2010	330,863	422,875			
3	X	Ivy Global Natural Res				12/29/2009	P	6/15/2010	383,595	423,950			
4	X	MS 9m RTY Tactical				2/12/2010	P	3/15/2010	454,750	421,812			
5	X	MS 15M Mid Callable				3/12/2010	P	4/29/2010	454,750	420,537			
6	X	U S Treas NTS 6 5%				5/14/2004	P	4/7/2010	1,780,717	2,094,836			
7	X	U S Treas NTS 5 75%				1/23/2004	P	2/11/2010	1,434,452	1,545,583			
8	X	U S Treas NTS 5 00%				5/14/2004	P	4/7/2010	748,209	746,831			
9	X	U S Treas NTS 5 00%				1/4/2005	P	1/8/2010	1,816,410	1,800,008			
10	X	U S Treas NTS 4 875%				2/13/2004	P	3/22/2010	1,036,923	1,038,732			
11	X	U S Treas NTS 4 875%				2/13/2004	P	8/12/2005	643,148	624,193			
12	X	U S Treas NTS 4 375%				11/14/2005	P	1/8/2010	836,697	765,555			
13	X	U S Treas NTS 4 375%				11/14/2005	P	1/22/2010	1,109,803	1,012,508			
14	X	U S Treas NTS				1/5/2006	P	3/22/2010	1,846,289	1,705,350			
15	X	U S Treas NTS				2/14/2006	P	1/22/2010	3,330,926	3,038,060			
16	X	U S Treas NTS				5/12/2006	P	2/11/2010	2,468,637	2,230,456			
17	X	U S Treas NTS				2/13/2004	P	3/9/2010	1,419,184	1,325,187			
18	X	U S Treas NTS				2/13/2004	P	4/7/2010	1,081,289	1,014,809			
19	X	U S Treas NTS				5/14/2007	P	3/9/2010	1,836,785	1,662,117			
20	X	U S Treas NTS				8/14/2007	P	3/23/2010	1,090,313	985,170			
21	X	U S Treas NTS				8/14/2007	P	4/7/2010	1,514,844	1,379,444			
22	X	U S Treas NTS				8/14/2007	P	4/30/2010	980,016	886,993			
23	X	U S Treas NTS 4 25%				2/13/2008	P	4/30/2010	2,478,772	2,425,719			
24	X	U S Treas NTS				2/13/2008	P	4/30/2010	430,656	419,250			

Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		2,817,964	2,817,964	0
1	Oil & Gas Royalties	2,817,964	2,817,964	
2				
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16a (990-PF) - Legal Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		21,229	21,229	0	0
1	Connor Winters	21,229	21,229		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		331,213	146,413	0	0
1	Real estate tax not included in line 20	133,182	133,182		
2	Tax on investment income	184,800			
3	Income tax- State	13,231	13,231		
4					
5					
6					
7					
8					
9					
10					

Amount of depreciation included in cost of goods sold ____________

Line 19 (990-PF) - Depreciation and Depletion

	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
							1,066,969	1,066,969	0
1	Oil & Gas Properties per Schedule	12/31/1973	Cost Depletion (Rec BBls	341,545	43,960,807	30,642,428	1,066,969	1,066,969	
2						0			
3						0			
4						0			
5						0			
6						0			
7						0			
8						0			
9						0			
10						0			

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		73,562	73,562	0	0
1	Amortization See attached statement	0	0	0	0
2	Gross production taxes	58,016	58,016		
3	Farm & Ranch expense	1,008	1,008		
4	Mineral expense	13,278	13,278		
5	Tax fee	200	200		
6	Other expense	1,060	1,060		
7					
8					
9					
10					

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

	Description	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
		34,744,937	7,524,116	36,313,446	7,909,449		
1	635M Note 02/15/12 4 875%	659,185	659,185	0	678,383	X	
2	2 2M Note,02/15/12 4 875%	1,662,924		2,393,358		X	
3	3 25M Note,11/15/13 4 25%	2,338,439		3,517,865		X	
4	1 65M Note,05/15/14 4 75%	1,662,117		1,821,056		X	
5	3 3M ,08/15/14 4 25%	3,222,141		3,568,125		X	
6	2 275M Note,11/15/14 4 25%	2,425,719		2,455,043		X	
7	2 3M Note,11/15/08 4 75%	2,410,687		2,450,029		X	
8	95M Note 11/15/13 4 25%	929,627	929,627	0	1,053,018	X	
9	1 9 M Note 02/15/15 4%	1,991,437	1,991,437	0	2,113,750	X	
10	1 77M Note, 02/15/10 6 5%	103,399		1,828,074		X	
11	1 395M Note, 08/15/10 5 75%	1,545,582		1,469,870		X	
12	1 44M Note, 02/15/11 5%	1,493,663		1,531,181		X	
13	1 7M Note, 08/15/11 5%	1,800,008		1,833,484		X	
14	1 8M Note,08/15/02 4 375%	1,778,063		1,947,384		X	
15	1 725M Note,11/15/12 4%	1,676,282		1,848,993		X	
16	5 4M Note, 02/15/13 3 875%	5,101,797		5,770,008		X	
17	1 65M Note,11/15/15 4 5%	1,796,566	1,796,566	1,795,414	1,889,382	X	
18	1 85M Note,05/15/16 5 125%	2,147,301	2,147,301	2,083,562	2,174,916	X	
19							
20							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			0	17,581,521	0	17,454,137
1	JPMorgan TR1	58,772	0	420,810	0	428,450
2	Eaton Vance SPL Invt Tr	76,173	0	1,275,610	0	1,246,188
3	Hartford Capital Apprec Fd	56,529	0	1,699,810	0	1,686,252
4	Hartford Mid Cap Fd 1	22,070	0	450,000	0	413,144
5	JPMorgan Intrepid Long Short Fd	63,074	0	866,000	0	794,096
6	JP Morgan Tax Aware Disciplined	54,977	0	851,600	0	849,401
7	JPMorgan TR1	42,498	0	660,000	0	655,750
8	Powershares DB Commodity Index	18,235	0	442,770	0	417,399
9	SPDR S&P 500 ETF Trust	7,715	0	851,659	0	850,733
10	Thornburg Value Fd	26,827	0	852,950	0	814,721
11	Victory Portfolios	91,071	0	1,287,800	0	1,211,243
12	Ishares Russell Midcap Index Fd	10,068	0	853,692	0	865,848
13	Ishares Russell 2000 Index Fd	13,625	0	850,263	0	885,898
14	JPMorgan Market Expansion Index Fd	97,806	0	849,750	0	885,148
15	JPMorgan TR1	41,431	0	660,000	0	640,527
16	Artisan Intl Value Fd Inv	36,754	0	851,600	0	862,259
17	Mathews Pacific Tiger Fd Cl1	65,807	0	1,258,810	0	1,351,671
18	SPDR Gold Trust	7,800	0	852,597	0	900,822
19	T Rowe Price Overseas Stock Fd	110,831	0	880,000	0	824,584
20	Threadneedle Asia Pacific Fd	71,195	0	865,800	0	870,003
21						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				0	5,481,490	0	5,502,928
1	JPMorgan International Currency			0	863,950	0	865,544
2	Eaton Vance Mut Fds Tr			0	1,283,000	0	1,277,185
3	Goldman Sachs Tr			0	1,276,600	0	1,299,168
4	JPMorgan Stragic Income Fd			0	851,600	0	853,063
5	JPMorgan High yield Bond Fund			0	766,340	0	768,280
6	Dreyfus/Laurel Fds Tr			0	440,000	0	439,688
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			0	9,527,937	9,394,273
1	Blackstone Partners Offshoire Fd	AT COST	0	2,000,000	1,978,279
2	OCH-Ziff Ozofii Private Investors	AT COST	0	2,000,000	1,974,168
3	BARC EAFE BREN	AT COST	0	420,750	413,355
4	BARC EAFE BREN	AT COST	0	425,700	413,832
5	BNP SPX Note	AT COST	0	436,040	400,976
6	CS Commody CPN	AT COST	0	435,600	390,148
7	CS SPX Note	AT COST	0	429,536	404,292
8	CS SPX Ren	AT COST	0	417,900	432,558
9	DB Asia Bren	AT COST	0	420,750	443,399
10	GS EAFE Note	AT COST	0	434,324	402,731
11	GS Mid Callable Contingent	AT COST	0	426,087	410,078
12	GS SPX Bren	AT COST	0	420,750	440,300
13	HSBC SPX Bren	AT COST	0	420,750	430,610
14	Highbridge Dynamic Commodities	AT COST	0	419,000	412,760
15	DB Asia Bren		0	420,750	446,787

Part II, Line 15 (990-PF) - Other Assets

	Description	Beginning Balance	Ending Balance	Fair Market Value
		13,330,576	12,263,607	7,853,667
1	Producing Oil & Gas Royalties	43,960,807	43,960,807	7,802,301
2	Less accumulated depletion	-30,642,428	-31,709,397	
3	Farm & Ranch	12,197	12,197	51,366
4				
5				
6				
7				
8				
9				
10				

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	29,904,728	0	28,810,785	1,093,943	0	0	0	1,093,943
1	Dodge & Intl Stk Fd		P	12/16/2009	6/15/2010	396,700	0	420,810	-24,110			0	-24,110
2	HSBC 6M OTH Ren		P	2/5/2010	6/10/2010	330,863	0	422 875	-92,012			0	-92,012
3	Ivy Global Natural Res		P	12/29/2009	6/15/2010	383,595	0	423,950	-40,355			0	-40,355
4	MS 9m RTY Tactical		P	2/12/2010	3/15/2010	454,750	0	421,812	32,938			0	32,938
5	MS 15M Mid Callable		P	3/12/2010	4/29/2010	454,750	0	420,537	34,213			0	34,213
6	U S Treas NTS 6 5%		P	5/14/2004	4/7/2010	1,780,717	0	2,094,836	-314,119			0	-314,119
7	U S Treas NTS 5 75%		P	1/23/2004	2/11/2010	1,434,452	0	1,545 583	-111,131			0	-111,131
8	U S Treas NTS 5 00%		P	5/14/2004	4/7/2010	748,209	0	746,831	1,378			0	1,378
9	U S Treas NTS 5 00%		P	1/4/2005	1/8/2010	1,816,410	0	1,800,008	16,402			0	16,402
10	U S Treas NTS 4 875%		P	2/13/2004	3/22/2010	1,036,923	0	1,038,732	-1,809			0	-1,809
11	U S Treas NTS 4 875%		P	2/13/2004	8/12/2005	643,148	0	624,193	18,955			0	18,955
12	U S Treas NTS 4 375%		P	11/14/2005	1/8/2010	836,697	0	765,555	71,142			0	71,142
13	U S Treas NTS 4 375%		P	11/14/2005	1/22/2010	1,109,803	0	1,012,508	97,295			0	97,295
14	U S Treas NTS		P	1/5/2006	3/22/2010	1,846,289	0	1,705,350	140,939			0	140,939
15	U S Treas NTS		P	2/14/2006	1/22/2010	3,330,926	0	3,038,060	292,866			0	292,866
16	U S Treas NTS		P	5/12/2006	2/11/2010	2,468,637	0	2,230,456	238,181			0	238,181
17	U S Treas NTS		P	2/13/2004	3/9/2010	1,419,184	0	1,325,187	93,997			0	93,997
18	U S Treas NTS		P	2/13/2004	4/7/2010	1,081,289	0	1,014 809	66,480			0	66,480
19	U S Treas NTS		P	5/14/2007	3/9/2010	1,836,785	0	1,662 117	174,668			0	174,668
20	U S Treas NTS		P	8/14/2007	3/23/2010	1,090,313	0	985,170	105,143			0	105,143
21	U S Treas NTS		P	8/14/2007	4/7/2010	1,514,844	0	1,379,444	135,400			0	135,400
22	U S Treas NTS		P	8/14/2007	4/30/2010	980,016	0	886,993	93,023			0	93,023
23	U S Treas NTS 4 25%		P	2/13/2008	4/30/2010	2,478,772	0	2,425,719	53,053			0	53,053
24	U S Treas NTS		P	2/13/2008	4/30/2010	430,656	0	419,250	11,406			0	11,406

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	J P Morgan	X	P O Box 1	Tulsa	OK	74102		Trustee	100
2									
3									
4									
5									
6									
7									
8									
9									
10									

Part

	Compensation	Benefits	Expense Account	Explanation
	424,758	0	0	
1	424,758			
2				
3				
4				
5				
6				
7				
8				
9				
10				

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

		Unrelated Business Income		Excluded by Section 512, 513, or 514		
	Program Service Revenue	Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	Oil & Gas Royalties	211110	2,818,227	15	0	
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

Part XVI-B (990-PF) - Relationship of Activities

Line Number	Explanation
4	Revenue source
5b	Revenue source
8	Revenue source
11	Revenue souece

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Form **8868** (Rev. April 2009)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	HARGROVE HUDSON CHARITABLE TRUST 7000420900/R75588005	73-1128665
File by the 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	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ JPMORGAN CHASE BANK, N.A. 15 E 5TH ST - TULSA, OK 74103
  Telephone No ▶ 918-586-5668 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until MARCH 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning AUG 1, 2009 , and ending JUL 31, 2010 .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	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.	3a	$ 81,485.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 113,800.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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- 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
	HARGROVE HUDSON CHARITABLE TRUST 7000420900 / R75588005	73-1128665
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; PO 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, NA; PO BOX 3038; MILWAUKEE, WI 53201
  Telephone No ▶ (414) 977-1210 FAX No ▶ (414) 977-1221
- 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 JUNE 15, 20 11

5 For calendar year ______ , or other tax year beginning AUGUST 1 , 20 09 , and ending JULY 31 , 20 10

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 ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

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	$ 81,485.00
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	$113,800.00
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	$ 0.00

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 ▶ [signature] Title ▶ CPA Date ▶ 3/15/11

JSA
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