Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning SEP 1, 2009 **, and ending** AUG 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
CRAIG AND KATHRYN HALL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
6801 GAYLORD PKWY, SUITE 100

City or town, state, and ZIP code
FRISCO, TX 75034

A Employer identification number
38-2275211

B Telephone number
972-377-1100

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)* ▶$ 4,128,908.

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))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	15.	15.		STATEMENT 1
	4	Dividends and interest from securities	36,843.	36,843.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<84,694.>			
	b	Gross sales price for all assets on line 6a 1,790,414.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	<47,836.>	36,858.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	55,005.	0.		55,005.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 3	48,402.	48,402.		0.
	17	Interest				
	18	Taxes STMT 4	3,966.	4,066.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	2,510.	0.		1,479.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	109,883.	52,468.		56,484.
	25	Contributions, gifts, grants paid	458,660.			458,660.
	26	**Total expenses and disbursements.** Add lines 24 and 25	568,543.	52,468.		515,144.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<616,379.>			
	b	**Net investment income** (if negative, enter -0-)		0.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

16

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,103.	4,283.	4,283.
	2	Savings and temporary cash investments	609,880.	277,095.	277,095.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 7	4,177,449.	3,888,197.	3,847,530.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	4,788,432.	4,169,575.	4,128,908.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	4,788,432.	4,169,575.	
	30	**Total net assets or fund balances**	4,788,432.	4,169,575.	
	31	**Total liabilities and net assets/fund balances**	4,788,432.	4,169,575.	

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	4,788,432.
2	Enter amount from Part I, line 27a	2	<616,379.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,172,053.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	2,478.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,169,575.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,790,414.		1,875,108.	<84,694.>

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				
b				
c				
d				
e				<84,694.>

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 <84,694.>

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2008	652,250.	5,399,661.	.120795
2007	628,425.	6,992,051.	.089877
2006	281,244.	5,598,115.	.050239
2005	235,030.	3,001,931.	.078293
2004	202,891.	2,092,076.	.096981

2	Total of line 1, column (d)	2	.436185
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	.087237
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,541,884.
5	Multiply line 4 by line 3	5	745,168.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	745,168.
8	Enter qualifying distributions from Part XII, line 4	8	515,144.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ 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	0.
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	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	0.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	15.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	15.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	15.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0. **Refunded** ▶			11	15.

Part VII-A Statements Regarding Activities

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

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DONALD BRAUN Telephone no. ▶972-377-1100

Located at ▶6801 GAYLORD PKWY, STE 100, FRISCO, TX ZIP+4 ▶75034

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 8		55,005.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
US TRUST	INVESTMENT ADVISORS	48,402.
WELLS FARGO	BANK SERVICE CHARGES	389.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	4,211,089.
b	Average of monthly cash balances			1b	331,966.
c	Fair market value of all other assets			1c	4,128,908.
d	**Total** (add lines 1a, b, and c)			1d	8,671,963.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	8,671,963.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	130,079.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	8,541,884.
6	**Minimum investment return.** Enter 5% of line 5			6	427,094.

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	427,094.
2a	Tax on investment income for 2009 from Part VI, line 5	2a			
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	427,094.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	427,094.
6	**Deduction** from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	427,094.

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	515,144.
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	515,144.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	515,144.

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					427,094.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: _____ , _____ , _____			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	86,165.				
b From 2005	9,290.				
c From 2006	0.				
d From 2007	273,130.				
e From 2008	383,541.				
f Total of lines 3a through e		752,126.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $	515,144.				
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					427,094.
e Remaining amount distributed out of corpus		88,050.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		840,176.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		86,165.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		754,011.			
10 Analysis of line 9.					
a Excess from 2005	9,290.				
b Excess from 2006					
c Excess from 2007	273,130.				
d Excess from 2008	383,541.				
e Excess from 2009	88,050.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 9

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				
SEE STATEMENT 10				
Total			▶ 3a	458,660.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					15.
4 Dividends and interest from securities					36,843.
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					<84,694.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	<47,836.>

13 Total. Add line 12, columns (b), (d), and (e) 13 <47,836.>

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	INTEREST & DIVIDEND INCOME EXCLUDED, USED FOR CHARITABLE CONTRIBUTIONS
4	INTEREST & DIVIDEND INCOME EXCLUDED, USED FOR CHARITABLE CONTRIBUTIONS
8	LOSS ON SALE OF ASSETS EXCLUDED

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee	Date	Title
	12-18-11	PRESIDENT/EXECUTIVE DIREC

Paid Preparer's Use Only

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

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	AQUA AMERICA INC	P	04/18/08	10/02/09
b	BUCYRUS INTL INC	P	07/16/09	11/19/09
c	COWEN GROUP INC	P	06/14/09	04/13/10
d	COWEN GROUP INC	P	04/18/08	04/12/10
e	DIANA SHIPPING INC	P	02/04/09	01/26/10
f	FLIR SYS INC	P	04/18/08	02/11/10
g	FS NETWORKS INC	P	04/18/08	10/22/09
h	GFI GROUP INC	P	05/15/09	10/05/09
i	GREENHILL & CO INC	P	04/18/08	09/10/09
j	HEWITT ASSOCS INC	P	04/18/08	07/22/10
k	J CREW GROUP INC	P	09/09/08	09/11/09
l	J CREW GROUP INC	P	12/05/08	09/11/09
m	KAYDON CORP	P	10/12/09	06/30/10
n	KAYDON CORP	P	05/23/08	06/30/10
o	LIZ CLAIBORNE INC	P	02/19/10	07/29/10

	(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	12,223.		13,886.	<1,663.>
b	17,123.		11,421.	5,702.
c	3,785.		4,283.	<498.>
d	11,379.		14,159.	<2,780.>
e	11,176.		10,280.	896.
f	14,099.		15,533.	<1,434.>
g	17,151.		5,981.	11,170.
h	7,069.		5,162.	1,907.
i	6,074.		5,308.	766.
j	25,349.		23,101.	2,248.
k	14,070.		5,131.	8,939.
l	11,513.		3,433.	8,080.
m	6,406.		6,590.	<184.>
n	13,879.		19,805.	<5,926.>
o	12,528.		21,119.	<8,591.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				<1,663.>
b				5,702.
c				<498.>
d				<2,780.>
e				896.
f				<1,434.>
g				11,170.
h				1,907.
i				766.
j				2,248.
k				8,939.
l				8,080.
m				<184.>
n				<5,926.>
o				<8,591.>

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

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	MANHATTAN ASSOCS INC	P	04/18/08	04/22/10
b	MONSTER WORLDWIDE INC	P	12/14/09	08/12/10
c	POWER INTEGRATIONS INC	P	05/21/08	09/10/09
d	REGAL BELOIT CORP	P	05/20/08	10/12/09
e	RYLAND GROUP INC	P	04/18/08	07/29/10
f	RYLAND GROUP INC	P	12/22/09	07/29/10
g	SM ENERGY	P	09/11/09	06/07/10
h	SOTHEBYS HLDGS INC	P	07/29/09	04/19/10
i	ST JOE CO	P	04/18/08	11/25/09
j	THOR INDS INC	P	04/18/08	09/10/09
k	TRIUMPH GROUP INC	P	04/18/08	10/02/09
l	VARIAN SEMICONDUCTOR EQUIPMENT	P	04/18/08	04/21/10
m	WALTER ENERGY INC	P	01/22/09	09/10/09
n	WHOLE FOODS MKT INC	P	02/27/09	11/18/09
o	WRIGHT MED GROUP INC	P	01/28/10	04/12/10

	(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	8,919.		6,286.	2,633.
b	17,011.		24,719.	<7,708.>
c	4,734.		4,775.	<41.>
d	17,366.		16,498.	868.
e	13,073.		26,683.	<13,610.>
f	4,326.		5,382.	<1,056.>
g	15,188.		10,277.	4,911.
h	12,318.		6,656.	5,662.
i	12,314.		19,481.	<7,167.>
j	8,807.		8,590.	217.
k	19,897.		23,938.	<4,041.>
l	22,854.		21,070.	1,784.
m	24,480.		5,922.	18,558.
n	18,307.		8,711.	9,596.
o	11,163.		11,385.	<222.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				2,633.
b				<7,708.>
c				<41.>
d				868.
e				<13,610.>
f				<1,056.>
g				4,911.
h				5,662.
i				<7,167.>
j				217.
k				<4,041.>
l				1,784.
m				18,558.
n				9,596.
o				<222.>

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

CONTINUATION FOR 990-PF, PART IV

CRAIG AND KATHRYN HALL FOUNDATION 38-2275211 PAGE 3 OF 6

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	ZIONS BANCORPORATION	P	08/05/09	04/23/10
b	LAZARD FUNDS INC	P	04/15/08	07/07/10
c	THORNBURG INTL VALUE FUND	P	04/15/08	07/07/10
d	ASCENT MEDIA CORP	P	05/02/08	09/10/09
e	BOSTON SIENTIFIC CORP	P	05/02/08	08/13/10
f	COVIDIEN LTD	P	05/02/08	09/11/09
g	HOSPIRA INC	P	05/02/08	08/13/10
h	MONTPELIER RE HODGS	P	05/02/08	02/17/10
i	AKAMAI TECHNOLOGIES INC	P	07/30/09	08/27/10
j	ALCON INC	P	02/23/09	04/01/10
k	ALCON INC	P	04/18/08	01/29/09
l	ALLERGAN INC	P	05/18/08	02/04/10
m	ALLERGAN INC	P	03/16/10	05/24/10
n	AMAZON COM INC	P	05/28/08	10/26/09
o	AMAZON COM INC	P	07/28/09	10/26/09

	(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	5,547.		2,880.	2,667.
b	50,000.		63,948.	<13,948.>
c	160,000.		203,739.	<43,739.>
d	2,611.		3,838.	<1,227.>
e	33,269.		82,461.	<49,192.>
f	41,921.		47,550.	<5,629.>
g	107,275.		84,654.	22,621.
h	88,211.		82,410.	5,801.
i	46,601.		29,830.	16,771.
j	6,651.		4,341.	2,310.
k	35,317.		32,149.	3,168.
l	12,142.		11,427.	715.
m	1,969.		2,138.	<169.>
n	620.		398.	222.
o	12,580.		11,411.	1,169.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				2,667.
b				<13,948.>
c				<43,739.>
d				<1,227.>
e				<49,192.>
f				<5,629.>
g				22,621.
h				5,801.
i				16,771.
j				2,310.
k				3,168.
l				715.
m				<169.>
n				222.
o				1,169.

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

CONTINUATION FOR 990-PF, PART IV

CRAIG AND KATHRYN HALL FOUNDATION 38-2275211 PAGE 4 OF 6

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	AMERICA MOVIL S A B DE C V	P	04/29/08	07/19/10
b	APOLLO GROUP INC	P	02/17/09	02/04/10
c	APOLLO GROUP INC	P	01/24/09	04/06/10
d	APPLE INC	P	03/16/10	04/23/10
e	APPLE INC	P	04/18/08	09/25/09
f	CARNIVAL CORP	P	10/29/09	02/19/10
g	CARNIVAL CORP	P	05/30/08	02/19/10
h	CELGENE CORP	P	04/18/08	05/24/10
i	CME GROUP INC	P	04/18/08	05/24/10
j	COGNIZANT TECHNOLOGY SOLUTIONS	P	06/25/10	08/05/10
k	COSTCO WHSL CORP NEW	P	10/29/08	08/27/10
l	COSTCO WHSL CORP NEW	P	10/29/08	10/01/09
m	COVANCE INC	P	04/18/08	09/25/09
n	COVANCE INC	P	04/30/10	07/30/10
o	EMC CORP	P	01/05/10	03/08/10

	(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	47,168.		57,450.	<10,282.>
b	27,461.		31,315.	<3,854.>
c	20,785.		26,243.	<5,458.>
d	9,061.		8,466.	595.
e	17,616.		13,160.	4,456.
f	2,710.		2,442.	268.
g	29,655.		26,591.	3,064.
h	25,933.		26,917.	<984.>
i	9,163.		12,464.	<3,301.>
j	1,705.		1,491.	214.
k	2,947.		3,027.	<80.>
l	20,505.		20,174.	331.
m	24,577.		29,661.	<5,084.>
n	6,457.		9,584.	<3,127.>
o	6,692.		6,492.	200.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
	(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	
a				<10,282.>
b				<3,854.>
c				<5,458.>
d				595.
e				4,456.
f				268.
g				3,064.
h				<984.>
i				<3,301.>
j				214.
k				<80.>
l				331.
m				<5,084.>
n				<3,127.>
o				200.

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

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	EXPEDITORS INTL WASHINGTON INC	P	04/18/08	10/06/09
b	FIRST SOLAR INC	P	04/18/08	09/25/09
c	FMC TECHNOLOGIES INC	P	08/31/09	09/25/09
d	GAMESTOP CORP	P	03/31/09	10/01/09
e	GILEAD SCIENCES INC	P	04/18/08	06/07/10
f	GOOGLE INC	P	04/18/02	12/04/09
g	ILLUMINA INC	P	07/17/09	09/25/09
h	LULULEMON ATHLETICA INC	P	04/16/10	06/28/10
i	MASTERCARD INC	P	12/04/09	01/06/10
j	MEDCO HLTH SOLUTIONS INC	P	04/18/08	09/25/09
k	MOSAIC CO	P	07/01/09	01/05/10
l	NOVO-NORDISK AS	P	01/14/10	04/15/10
m	O REILLY AUTOMOTIVE INC	P	02/19/10	04/23/10
n	PRAXAIR INC	P	04/15/10	06/28/10
o	PRICE T ROWE GROUP INC	P	09/16/08	10/26/09

	(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	12,613.		15,815.	<3,202.>
b	30,032.		45,739.	<15,707.>
c	23,408.		15,583.	7,825.
d	37,722.		43,368.	<5,646.>
e	40,607.		53,288.	<12,681.>
f	9,265.		9,644.	<379.>
g	26,588.		19,981.	6,607.
h	2,960.		2,960.	0.
i	12,719.		12,542.	177.
j	14,713.		14,551.	162.
k	45,493.		32,177.	13,316.
l	7,029.		5,770.	1,259.
m	44,310.		36,543.	7,767.
n	6,225.		6,553.	<328.>
o	9,993.		10,306.	<313.>

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) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a				<3,202.>
b				<15,707.>
c				7,825.
d				<5,646.>
e				<12,681.>
f				<379.>
g				6,607.
h				0.
i				177.
j				162.
k				13,316.
l				1,259.
m				7,767.
n				<328.>
o				<313.>

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

CONTINUATION FOR 990-PF, PART IV
CRAIG AND KATHRYN HALL FOUNDATION 38-2275211 PAGE 6 OF 6

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	PRICELINE COM INC	P	07/27/09	09/25/09
b	QIAGEN NV	P	10/01/09	10/27/09
c	QUALCOMM INC	P	01/05/10	03/16/10
d	RESEARCH IN MOTION LTD	P	04/18/08	02/11/10
e	SALESFORCE COMM INC	P	12/29/09	04/23/10
f	ST JUDE INC	P	09/25/09	05/07/10
g	STAPLES INC	P	05/08/09	01/05/10
h	BARNES GROUP INC	P	04/22/10	08/25/10
i	CABOT MICROELECTRONICS CORP	P	04/08/20	07/29/10
j	COMMSCOPE INC	P	09/10/09	08/18/10
k	FORRESTER RESH INC	P	04/18/08	11/13/09
l	FTI CONSULTING INC	P	04/18/08	02/11/10
m	UNITED HEALTHCARE GROUP SETTLEMENT	P	01/01/08	08/31/10
n				
o				

	(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	37,239.		26,428.	10,811.
b	8,246.		8,452.	<206.>
c	26,517.		29,649.	<3,132.>
d	44,339.		64,683.	<20,344.>
e	10,670.		9,083.	1,587.
f	7,254.		7,534.	<280.>
g	5,948.		5,922.	26.
h	18,844.		24,811.	<5,967.>
i	18,222.		18,211.	11.
j	15,167.		21,001.	<5,834.>
k	6,814.		6,944.	<130.>
l	14,706.		23,354.	<8,648.>
m	1,041.			1,041.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				10,811.
b				<206.>
c				<3,132.>
d				<20,344.>
e				1,587.
f				<280.>
g				26.
h				<5,967.>
i				11.
j				<5,834.>
k				<130.>
l				<8,648.>
m				1,041.
n				
o				

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	<84,694.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
WELLS FARGO BANK	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
US TRUST	36,843.	0.	36,843.
TOTAL TO FM 990-PF, PART I, LN 4	36,843.	0.	36,843.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMNT FEES	48,402.	48,402.		0.
TO FORM 990-PF, PG 1, LN 16C	48,402.	48,402.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES REFUNDED	<242.>	<242.>		0.
PAYROLL TAX EXPENSE	4,208.	4,308.		0.
TO FORM 990-PF, PG 1, LN 18	3,966.	4,066.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	389.	0.		389.
DUES/MEMBERSHIP	1,090.	0.		1,090.
PAYROLL SERVICE FEE	1,031.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,510.	0.		1,479.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
EXCISE TAX	1,328.
NON DEDUCTIBLE EXPENSES	1,150.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,478.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - STOCKS	3,888,197.	3,847,530.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,888,197.	3,847,530.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRIJETTA HALL WALLER 6801 GAYLORD PKWY, STE 100 FRISCO , TX 75034	PRESIDENT 25.00	55,005.	0.	0.
DAVID CAIN 6801 GAYLORD PKWY, STE 100 FRISCO, TX 75034	SECRETARY 1.00	0.	0.	0.
DONAL BRAUN 6801 GAYLORD PKWY, STE 100 FRISCO, TX 75034	TREASURER 1.00	0.	0.	0.
MARK T. DEPKER 6801 GAYLORD PKWY, STE 100 FRISCO, TX 75034	ASSISTANT TREASURER 1.00	0.	0.	0.
LARRY E. LEVEY 6801 GAYLORD PKWY, STE 100 FRISCO, TX 75034	ASSISTANT TREASURER 1.00	0.	0.	0.
BRYAN TOLBERT 6801 GAYLORD PKWY, STE 100 FRISCO, TX 75034	VICE PRES OF FINANCE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		55,005.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BRIJETTA HALL WALLER
6801 GAYLORD PKWY, STE 100
FRISCO, TX 75034

TELEPHONE NUMBER

972-377-1100

FORM AND CONTENT OF APPLICATIONS

COMPLETE APPLICATION FORM OR SUBMIT WRITTEN MATERIALS. MATERIALS SHOULD INCLUDE GRANT AMOUNT, PURPOSE OF GRANT, ORGANIZATION MISSION AND ADDITIONAL DETAILS ABOUT REQUIEST (OTHER FUNDING SOURCES, ETC.)

ANY SUBMISSION DEADLINES

NO DEADLINES. GRANTS ARE REVIEWED ON A ROLLING BASIS APPROXIMATELY ONCE PER QUARTER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IS GIVEN TO SUBMISSIONS FROM NORTH TEXAS AND NAPA VALLEY, CA GEOGRAPHIC AREAS.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236-2028	NONE SUPPORT FOOD BANK AND HUNGER ELIMINATION PROGRAMS	501(C)(3)	20,000.
DALLAS CAN DO BETTER 6801 GAYLORD PARKWAY FRISCO, TX 75034	NONE SUPPORT FOR EXONEREES	501(C)(3)	2,000.
BOYS AND GIRLS CLUBS 1420 TAINTER ST. ST. HELENA, CA 94574	NONE SUPPORT FOR YOUTH OUTREACH PROGRAMS	501(C)(3)	10,000.
SMU PROGRAM SERVICES P.O. BOX 750402 DALLAS, TX 75275-0402	NONE SUPPORT FOR SCHOLARSHIPS AND EDUCATION	501(C)(3)	1,400.
NAPA VALLEY COMMUNITY HOUSING 5 FINANCIAL PLAZA, STE. 200 NAPA, CA 94558	NONE SUPPORT FOR AFFORDABLE HOUSING PROGRAMS	501(C)(3)	5,000.
FRISCO ASSOCIATION FOR THE ARTS 6827 W. MAIN ST. FRISCO, CA 75034	NONE SUPPORT FOR LOCAL ARTS PROGRAMS	501(C)(3)	1,000.
JEWISH FEDERATION OF GREATER DALLAS 7800 NORTHHAVEN RD. DALLAS, TX 75230	NONE SUPPORT FOR OVER 40 SOCIAL JUSTICE ORGANIZATIONS	501(C)(3)	80,000.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD ST. DALLAS, TX 75201	SUPPORT FOR MUSEUM AND ARTS PROGRAMS	501(C)(3)	15,000.

HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA, SUITE 320 ALEXANDRIA, VA 22314	SUPPORT FOR SCHOLARSHIPS AND EDUCATION	501(C)(3)	20,000.
LAND TRUST OF NAPA COUNTY 1700 SOSCAL AVE. SUITE 20 NAPA, CA 94559	SUPPORT FOR LAND PRESERVATION AND EDUCATION	501(C)(3)	5,000.
NFTE OF GREATER DALLAS 7557 RAMBLER ROAD, SUITE 700 DALLAS, TX 75231	SUPPORT FOR YOUTH ENTREPRENEURSHIP PROGRAMS	501(C)(3)	5,000.
NFTE OF GREATER DALLAS 7557 RAMBLER ROAD, SUITE 700 DALLAS, TX 75231	SUPPORT FOR YOUTH ENTREPRENEURSHIP PROGRAMS	501(C)(3)	5,000.
COMMUNITIES FOUNDATION OF TEXAS/JODY YOUNG CHARITABLE FUND 5500 CARUTH HAVEN LANE DALLAS, TX 75225	SUPPORT FOR YOUTH ENTREPRENEURSHIP PROGRAMS	501(C)(3)	12,500.
DALLAS CAN DO BETTER 6801 GAYLORD PARKWAY FRISCO, TX 75034	SUPPORT FOR EXONEREES	501(C)(3)	500.
VOGEL ALCOVE 7757 RAMBLER RD. #262 DALLAS, TX 75231-2318	NONE SUPPORT FOR HOMELESS YOUTH AND FAMILES	501(C)(3)	5,000.
HASTINGS COLLEGE OF LAW: 1066 FOUNDATION 200 MCALLISTER ST SAN FRANCISCO, CA 94102	NONE SUPPORT FOR EDUCATION PROGRAMS	501(C)(3)	2,500.
NAPA VALLEY EMERGENCY WOMEN'S SERVICES 1141 PEAR TREE LANE, SUITE 220 NAPA, CA 94558	NONE SUPPORT FOR DISADVANTAGED WOMEN AND CHILDREN PROGRAMS	501(C)(3)	1,000.
THE WOMEN'S MUSEUM: AN INSTITUTE FOR THE FUTURE 3800 PARRY AVENUE DALLAS, TX 75226	NONE SUPPORT WOMEN'S LEADERSHIP PROGRAMS	501(C)(3)	2,000.

COMMUNITIES FOUNDATION OF TEXAS/JODY YOUNG CHARITABLE FUND 5500 CARUTH HAVEN LANE DALLAS, TX 75225	NONE SUPPORT FOR YOUTH ENTREPRENEURSHIP PROGRAMS	501(C)(3)	12,500.
LEGAL AID OF NAPA VALLEY 1001 SECOND ST. SUITE 335 NAPA, CA 94559	NONE SUPPORT TO PROVIDE LEGAL SERVICES FOR UNDERSERVED	501(C)(3)	6,000.
HORATIO ALGER ASSOCIATION - 99 CANAL CENTER PLAZA, SUITE 320 ALEXANDRIA, VA 22314 ALEXANDRIA, VA 22314	NONE SUPPORT FOR YOUTH ENTREPRENEURSHIP PROGRAMS	501(C)(3)	20,000.
UNIVERSITY OF CALIFORNIA, BERKELEY FOUNDATION 2080 ADDISON ST. BERKELEY, CA 94704	NONE SUPPORT FOR EDUCATION AND RESEARCH	501(C)(3)	20,000.
WESTMOUNT FOUNDATION 1201 ELM ST. SUITE 4242 DALLAS, TX 75270	NONE SUPPORT FOR YOUTH AND ENVIRONMENTAL ORGANIZATIONS AND PROGRAMS	501(C)(3)	1,000.
FRISCO FAMILY SERVICES 8780 THIRD ST. FRISCO, TX 75034	NONE SUPPORT TO PREVENT HUNGER AND HOMELESSNESS	501(C)(3)	1,400.
CLINIC OLE FOUNDATION 1141 PEAR TREE LANE, SUITE 260 NAPA, CA 94558	NONE SUPPORT FOR COMMUNITY HEALTH PROGRAMS	501(C)(3)	10,000.
HOGAR DE CHRISTO 318 INDIAN TRACE NO. 128 WESTON, FL 33326	NONE SUPPORT FOR RELIEF EFFORT IN CHILE'	501(C)(3)	9,100.
CHILDREN'S ADVOCACY CENTER OF COLLIN COUNTY 2205 LOS RIOS BLVD. PLANO, TX 75074	NONE SUPPORT FOR CHILD VICTIMS OF ABUSE	501(C)(3)	1,000.
COMMUNITIES FOUNDATION OF TEXAS/JODY YOUNG CHARITABLE FUND 5500 CARUTH HAVEN LANE DALLAS, TX 75225	NONE SUPPORT FOR YOUTH ENTREPRENEURSHIP PROGRAMS	501(C)(3)	12,500.

AMVETS P.O. BOX 660415 AUSTIN, TX 78766	NONE SUPPORT FOR VETERANS PROGRAMS	501(C)(3)	1,000.
CITIZENS UNITED FOR RESEARCH IN EPILEPSY (CURE) 223 W. ERIE, SUITE 2SW CHICAGO, IL 60654	NONE SUPPORT FOR RESEARCH FOR FIND A CURE FOR EPILEPSY	501(C)(3)	10,000.
SOUTHWEST JEWISH CONGRESS 11311 N. CENTRAL EXPRESSWAY, SUITE 300 DALLAS, TX 75243	NONE SUPPORT FOR SOCIAL JUSTICE PROGRAMS	501(C)(3)	19,850.
WOODALL RODGERS PARK FOUNDATION 1909 WOODALL RODGERS FWY, SUITE 100 DALLAS, TX 75201	NONE SUPPORT FOR PUBLIC PARK AND ARTS PROGRAMS	501(C)(3)	125,000.
THE ROOSEVELT INSTITUTE 570 LEXINGTON AVE. 18TH FLOOR NEW YORK, NY 10022	NONE SUPPORT FOR EDUCATION PROGRAMS AND RESEARCH	501(C)(3)	10,000.
JDRF 9400 N. CENTRAL EXPRESSWAY, SUITE 1201 DALLAS, TX 75231	NONE SUPPORT FOR DIABETES MEDICAL RESEARCH	501(C)(3)	2,500.
MADISON COMMUNITY FOUNDATION 2 SCIENCE ST PO BOX 5010 MADISON, WI 53705-0010	NONE SUPPORT FOR YOUTH ORGANIZATIONS AND PROGRAMS	501(C)(3)	1,410.
LIFT 800 7TH ST. NW SUITE 300 WASHINGTON, DC 20001	NONE SUPPORT FOR POVERTY AND HOMELESS PROGRAMS	501(C)(3)	2,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			458,660.

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 ▶ ☒
- 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 CRAIG AND KATHRYN HALL FOUNDATION	**Employer identification number** 38-2275211
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. 6801 GAYLORD PKWY, SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. FRISCO, TX 75034	

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
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ DONALD BRAUN
  6801 GAYLORD PKWY, STE 100 - FRISCO, TX 75034
  Telephone No. ▶ 972-377-1100 FAX No. ▶ 972-377-1108
- 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 APRIL 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

▶ ☒ tax year beginning SEP 1, 2009 , and ending AUG 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	$ 0.
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	$ 15.
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.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**