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Form 990-PF

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

2009

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

Department of the Treasury Internal Revenue Service

For calendar year 2009, or tax year beginning 10-01-2009, and ending 09-30-2010

G Check all that apply Initial return Initial return of a former public charity Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions. Name of foundation HUMPFREYS FOUNDATION % Donor Peters Number and street (or P O box number if mail is not delivered to street address) PO BOX 550 Room/suite City or town, state, and ZIP code LIBERTY, TX 77575 A Employer identification number 74-6061381 B Telephone number (see page 10 of the instructions) (936) 336-3321 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) \$ 16,234,288 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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26). Summary rows 27-29 show Excess of revenue over expenses and disbursements, Net investment income, and Adjusted net income.

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		25		25		25
	2 Savings and temporary cash investments		2,479,054		1,931,247		1,931,247
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)		2,465,321 <input type="checkbox"/>		1,839,075		1,917,979
	b Investments—corporate stock (attach schedule)		7,643,191 <input type="checkbox"/>		8,519,814		8,824,718
	c Investments—corporate bonds (attach schedule)		2,193,376 <input type="checkbox"/>		2,728,267		2,902,852
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ 169,659 Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____		169,659 <input type="checkbox"/>		169,659		657,467
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
15 Other assets (describe <input type="checkbox"/> _____)		<input type="checkbox"/> 447		<input type="checkbox"/> 447			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		14,951,073		15,188,534		16,234,288	
Liabilities	17 Accounts payable and accrued expenses		9,338		6,112		
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe <input type="checkbox"/> _____)						
23 Total liabilities (add lines 17 through 22)		9,338		6,112			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted		12,452,429		12,693,116		
	25 Temporarily restricted						
	26 Permanently restricted		2,489,306		2,489,306		
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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)		14,941,735		15,182,422			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		14,951,073		15,188,534			

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	14,941,735
2	Enter amount from Part I, line 27a	2	240,687
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	
4	Add lines 1, 2, and 3	4	15,182,422
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,182,422

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 Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-22,175
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		}	3

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

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

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

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	884,932	16,952,227	000 052202
2007	1,031,351	20,011,555	000 051538
2006	976,928	18,942,419	000 051574
2005	816,758	15,978,891	000 051115
2004	515,169	11,604,121	000 044395
2	Total of line 1, column (d).		2 000 250824
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		3 000 050165
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.		4 16,486,060
5	Multiply line 4 by line 3.		5 827,023
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 7,552
7	Add lines 5 and 6.		7 834,575
8	Enter qualifying distributions from Part XII, line 4.		8 477,240

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	15,104
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	15,104
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	15,104
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	9,000
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	9,000
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,112
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	

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?		No
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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
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? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • 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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of _____ Telephone no (936) 336-3321 Located at 1901 COS STREET LIBERTY TX ZIP+4 77575			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	1b	No
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? <input type="checkbox"/>	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions). <input type="checkbox"/>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	No

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA BERTMAN PO BOX 572071 HOUSTON, TX 77257	P 000 00	0		
ROBERT WALL 315 TEAKWOOD LANE HOUSTON, TX 77024	VP, T 000 00	0		
LOUIS B PAINE 173 SAGE ROAD HOUSTON, TX 77056	VP, S 000 00	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

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

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	0

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

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

Total. Add lines 1 through 3. **▶**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	14,300,944
b	Average of monthly cash balances.	1b	1,040,396
c	Fair market value of all other assets (see page 24 of the instructions).	1c	1,395,777
d	Total (add lines 1a, b, and c).	1d	16,737,117
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	16,737,117
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input type="checkbox"/>	4	251,057
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,486,060
6	Minimum investment return. Enter 5% of line 5.	6	824,303

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	824,303
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	15,104
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,104
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	809,199
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	809,199
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	809,199

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 <input type="checkbox"/>	1a	477,240
b	Program-related investments—total from Part IX-B.	1b	
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	477,240
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	477,240

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				809,199
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.				
c From 2006.				50,022
d From 2007.				71,503
e From 2008.				55,441
f Total of lines 3a through e.	176,966			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>477,240</u>				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2009 distributable amount.				477,240
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	176,966			176,966
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				154,993
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).				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2005.				
b Excess from 2006.				
c Excess from 2007.				
d Excess from 2008.				
e Excess from 2009.				

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

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

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

1 Information Regarding Foundation Managers:

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

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

DORIS PETERS MANAGER
PO BOX 550
LIBERTY, TX 77575
(936) 336-3321

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

SEE STATEMENT 5

c Any submission deadlines

ANNUAL MEETING IN SEPTEMBER

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

SEE STATEMENT 5A

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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 456,000
b <i>Approved for future payment</i>				
Total				▶ 3b

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			24,614
			1,766
			14,732
			-5,880
			12,932
			-30,807
			-7,884
			-23,322
			-2,054
			-672
			-4,364
			35,481
			-4,400
			-12,135
			11,457
			27,627
			24,285
			-9,718
			17,909
			-927
			-680
			768
			-22,581
			-7
			-34,018
			-10,500
			-17,409
			-14,418
			7,995
			-18,680

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2,275 Shares-Annaly Capital Mgmt Reit	P	2008-09-08	2010-08-16
3,400 Shares-Annaly Capital Mgmt Reit	P	2008-09-08	2010-08-17
6,125 Shares-TD Ameritrade Holding CP	P	2009-06-23	2010-08-25
5,325 Shares-US Bancorp Del New	P	2008-07-23	2010-08-25
115,000 Allstate Corp Notes	P	2008-10-22	2010-09-21
250,000 UTD Parcel Svc Debenture	P	2010-03-03	2010-09-23
925 Sh - United Parcel Service B	P	2007-03-01	2010-09-14
1,950 Shares-Tyco Electronics LTD F	P	2010-01-04	2010-09-15
1,000 Shares - Wal Mart Stores Inc	P	2010-06-30	2010-09-16
825 Shares-Microsoft Corp	P	2008-06-20	2010-09-24
2,950 Shares-Exxon Mobil Corp	P	2010-08-09	2010-09-29
550 Shares-IBM	P	2006-09-12	2010-09-29
1,225 Shares-Wal Mart Stores Inc	P	2010-07-02	2010-09-29
Fraction Share-Valeant Pharma Intl F	P	2010-08-24	2010-09-29
2,200 Shares-BBT Corp	P	2010-08-24	2010-09-30
FNMA and FHLMC Redemptions	P	2007-03-01	2010-09-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
39,396		33,937	5,459
59,051		50,719	8,332
91,926		105,997	-14,071
111,921		142,587	-30,666
137,424		129,143	8,281
356,593		338,192	18,401
62,524		63,194	-670
51,316		50,033	1,283
52,301		49,830	2,471
20,772		22,691	-1,919
182,714		188,424	-5,710
73,471		55,504	17,967
66,545		60,375	6,170
11		14	-3
53,010		72,092	-19,082
45,219		44,156	1,063

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,459
			8,332
			-14,071
			-30,666
			8,281
			18,401
			-670
			1,283
			2,471
			-1,919
			-5,710
			17,967
			6,170
			-3
			-19,082
			1,063

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Rice University Shepard School of PO Box 1892 Houston, TX 77251	N/A	501(c)(3)	Presentation of A Light Night Music	15,000
Houston Symphony 615 Louisiana Suite 102 Houston, TX 77002	N/A	501(c)(3)	Presentation of The Planets	40,000
Cantare Houston PO Box 667457 Houston, TX 77266	N/A	Sec 509(A) (1), (2),	Presentation of Our American Neighbors	7,500
Opera in the Heights PO Box 7887 Houston, TX 77270	N/A	501(c)(3)	Presentation of Un Bailo in Maschera	5,000
Express Children' s Theatre PO Box 980817 Houston, TX 77098	N/A	501(c)(3)	Presentation of Rudolph	5,000
University of Houston Theater Dept 133 Wortham Houston, TX 77204	N/A	Sec 170(C) (1)	Drama Scholarships	16,000
The Masquerade Theatre 3552 East TC Jester Houston, TX 77018	N/A	501(c)(3)	Presentation of A Christmas Carol	10,000
University of Texas at Austin 1 University Station Austin, TX 78712	N/A	Sec 170(C) (1)	Drama Scholarships	10,000
University of Houston Moores School 133 Wortham Houston, TX 77204	N/A	Sec 170(C) (1)	Presentation of The Cunning Little Vixen	5,000
The Gilbert Sullivan Society of H PO Box 741267 Houston, TX 77274	N/A	501(c)(3)	Presentation of Patience	4,500
Dominic Walsh Dance Theatre 2311 Dunlavy Suite 210 Houston, TX 77006	N/A	Sec 509(A) (1), (2),	Presentation of The Firebird the Dying Swan	5,000
Main Street Theatre 2540 Times Blvd Houston, TX 77005	N/A	501(c)(3)	Presentation of Tom Foolery	25,000
Sam Houston State University 1806 Ave J Huntsville, TX 77340	N/A	Sec 170(C) (1)	Drama Scholarships	16,000
University of St Thomas 3812 Montrose Blvd Houston, TX 77006	N/A	501(c)(3)	Drama Scholarships	16,000
Lee college PO Box 818 Baytown, TX 77522	N/A	Sec 170(C) (1)	Drama Scholarships	16,000
Total				456,000

Additional Data**Software ID:** 09000123**Software Version:****EIN:** 74-6061381**Name:** HUMPHREYS FOUNDATION**Part VI Line 7 - Tax Paid Original Return:** 9000**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2,925 Shares-Ace Limited	P	2008-07-16	2010-01-15
1,325 Shares-Ace Limited	P	2008-07-22	2010-04-26
1,375 Shares-Aetna Inc -New	P	2006-12-19	2010-03-26
3,700 Shares-Aetna Inc -New	P	2007-10-12	2010-04-21
250 Shares-Albemarle Corp Com	P	2007-07-10	2010-03-30
1,975 Shares-Albemarle Corp Com	P	2007-10-12	2010-03-31
4,325 Shares-Altria Group Inc	P	2008-10-01	2010-05-06
500 Shares-Anadarko Petroleum Corp	P	2008-07-15	2009-10-19
3,425 Shares-Anadarko Petroleum Corp	P	2008-10-23	2010-06-15
4,925 Shares-Annaly Capital Management Inc	P	2008-09-09	2009-12-24
4,650 Shares-Annaly Capital Management Inc	P	2008-09-12	2010-02-05
1,300 Shares-Annaly Capital Management Inc	P	2008-09-18	2010-03-26
1,075 Shares-Archer Daniels Midland Co	P	2007-01-30	2009-11-24
3,225 Shares-Archer Daniels Midland Co	P	2008-07-15	2010-05-07
50 Shares-Archer Daniels Midland Co	P	2008-07-15	2010-05-10
1,775 Shares-Archer Daniels Midland Co	P	2008-09-22	2010-05-10
650 Shares-Bard C R Inc	P	2008-10-22	2010-01-11
600 Shares-Becton Dickinson Co	P	2008-11-21	2010-03-26
160,000 Shares-Bellsouth Corp	P	2008-05-15	2009-10-30
7,725 Shares-Calpine Corp/New	P	2008-07-15	2010-03-17
1,175 Shares-Capital One Financial Corp	P	2009-05-08	2010-03-26
600 Shares-Davita Inc	P	2007-04-09	2010-02-03
1,050 Shares-Emerson Electric Co	P	2008-09-18	2010-04-01
200,000 Shares-Fed Home Ln Bk	P	2007-10-15	2010-04-23
300,000 Shares-Fed Natl Mtg Assn	P	2007-05-01	2010-03-05
2,750 Shares-Fifth Third Bancorp	P	2009-05-29	2010-03-26
1,275 Shares-Fiserv Inc	P	2008-06-10	2009-10-06
200,000 Units-General Electric Co	P	2009-04-14	2010-04-09
3,025 Shares-Mattel Inc	P	2009-05-29	2010-01-07
1,975 Shares-Mattel Inc	P	2009-05-29	2010-02-09

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
140,194		138,236	1,958
69,464		62,620	6,844
47,432		57,278	-9,846
114,126		154,129	-40,003
10,646		10,271	375
81,885		81,137	748
91,804		86,955	4,849
34,229		23,975	10,254
130,910		169,976	-39,066
91,890		73,468	18,422
81,479		69,365	12,114
23,553		19,392	4,161
33,845		33,740	105
84,537		101,220	-16,683
1,310		1,569	-259
46,317		55,710	-9,393
51,206		50,756	450
47,747		35,431	12,316
170,634		160,827	9,807
90,168		138,560	-48,392
47,799		33,001	14,798
36,030		32,600	3,430
52,423		44,313	8,110
212,194		201,390	10,804
300,000		299,793	207
36,621		22,113	14,508
60,252		67,867	-7,615
208,942		198,562	10,380
60,531		46,446	14,085
40,073		30,324	9,749

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,958
			6,844
			-9,846
			-40,003
			375
			748
			4,849
			10,254
			-39,066
			18,422
			12,114
			4,161
			105
			-16,683
			-259
			-9,393
			450
			12,316
			9,807
			-48,392
			14,798
			3,430
			8,110
			10,804
			207
			14,508
			-7,615
			10,380
			14,085
			9,749

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1,325 Shares-Metlife Inc	P	2007-07-26	2010-01-15
1,950 Shares-Monsanto Co New	P	2008-12-29	2010-04-19
400 Shares-Occidental Pete Corp	P	2008-05-01	2009-10-19
650 Shares-Owens Inc Com New	P	2008-08-19	2009-10-30
100,000 Shares-Sysco Corporation	P	2008-04-22	2010-03-08
1,050 Shares-Thermo Fisher Scientific Inc	P	2008-10-03	2009-10-29
115,000 Units-US Treasury Bond	P	2003-07-29	2010-03-26
50,000 Units-US Treasury Note	P	2010-03-15	2010-03-26
300,000 Units-US Treasury Note	P	2010-03-04	2010-03-26
650 Shares-V F Corp	P	2009-07-16	2010-04-28
1,350 Shares-Wal Mart Stores Inc	P	2008-03-25	2009-10-19
1,125 Shares-Wal Mart Stores Inc	P	2008-10-01	2010-02-03
800 Shares-Wal Mart Stores Inc	P	2008-10-01	2010-02-16
775 Shares-Wal Mart Stores Inc	P	2008-01-01	2010-02-18
4,350 Shares-XTO Energy Inc	P	2008-11-21	2010-03-08
FNMA and FHLMC Redemptions	P	2008-06-01	2010-03-31
5,525 Shares-Corning Inc	P	2010-02-03	2010-06-24
8,850 Shares-Dell Inc	P	2009-10-06	2010-06-24
5,725 Shares-Donnelley R R Sons Co	P	2008-06-20	2010-06-24
15,800 Shares-Fifth Third Bancorp	P	2008-06-10	2010-06-24
60 Shares-Medtronic Inc	P	2007-03-30	2010-06-24
750 Shares-Procter Gamble	P	2008-06-15	2010-06-24
1,800 Shares-Raytheon Company New	P	2008-03-15	2010-06-24
3,925 Shares-Lowes Companies Inc	P	2008-03-20	2010-06-28
1,550 Shares-Celanese Corp	P	2007-02-01	2010-06-29
1,950 Shares-Owens Illinois Inc New	P	2008-02-25	2010-06-29
625 Shares-Bally Technologies Inc	P	2010-02-09	2010-06-30
2,825 Shares-Best Buy Inc	P	2007-02-25	2010-06-30
2,450 Shares-Ishare Russell 1000 Val	P	2010-06-24	2010-06-29
300,000-Fed Home Ln Bk Bonds	P	2008-06-30	2010-07-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
51,579		72,227	-20,648
130,083		143,243	-13,160
32,527		24,118	8,409
23,340		22,024	1,316
107,357		101,709	5,648
48,866		49,487	-621
145,713		141,898	3,815
49,707		49,934	-227
290,684		294,000	-3,316
56,195		37,755	18,440
67,789		74,058	-6,269
60,355		61,715	-1,360
42,376		43,886	-1,510
40,987		42,515	-1,528
200,642		173,359	27,283
136,367		136,163	204
102,439		111,704	-9,265
123,977		138,803	-14,826
105,100		108,182	-3,082
215,852		127,051	88,801
23,187		28,032	-4,845
45,958		42,050	3,908
96,042		101,054	-5,012
84,456		102,219	-17,763
42,121		35,185	6,936
55,273		66,066	-10,793
21,755		24,188	-2,433
101,306		129,630	-28,324
138,071		145,323	-7,252
355,313		343,647	11,666

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-20,648
			-13,160
			8,409
			1,316
			5,648
			-621
			3,815
			-227
			-3,316
			18,440
			-6,269
			-1,360
			-1,510
			-1,528
			27,283
			204
			-9,265
			-14,826
			-3,082
			88,801
			-4,845
			3,908
			-5,012
			-17,763
			6,936
			-10,793
			-2,433
			-28,324
			-7,252
			11,666

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
150,000 Shares-Coca Cola	P	2008-06-20	2010-07-12
130,000-Fed Ntl Mtg Redemption	P	2007-05-20	2010-07-12
185,000-US Treasury Note	P	2010-03-29	2010-07-16
1,775 Shares-Bally Technologies Inc	P	2010-02-09	2010-07-01
1,000 Shares-Capital One Financial CP	P	2008-05-20	2010-07-02
1,500 Shares-General Electric Company	P	2007-03-20	2010-07-02
1,250 Shares-Honeywell International	P	2007-08-20	2010-07-02
1,425 Shares-Metlife Inc	P	2008-08-10	2010-07-02
500 Shares-Microsoft Corp	P	2008-06-20	2010-07-02
175 Shares-United Technologies Corp	P	2009-08-20	2010-07-02
1,425 Shares-Weyerhaeuser Co	P	2008-05-20	2010-07-02
2,825 Shares-Capital One Financial Corp	P	2008-05-02	2010-07-22
825 Shares-Owens Illinois Inc New	P	2007-04-20	2010-07-22
1,025 Shares-Zimmer Holdings Inc	P	2008-04-15	2010-07-22
3,000 Shares-Davita Inc	P	2007-03-20	2010-07-27
3,425 Shares-Express Scripts Inc	P	2008-01-22	2010-07-27
3,675 Shares-XL Group PLC	P	2008-11-20	2010-07-27
650 Shares-Zimmer Holdings Inc	P	2008-04-15	2010-07-27
5,300 Shares-Host Hotel Resort	P	2008-10-22	2010-07-16
975 Shares-Analog Devices Inc	P	2010-04-23	2010-07-29
550 Shares-Babcock Wilcox Co	P	2010-07-22	2010-08-11
1,100 Shares-McDermott Intl Inc	P	2010-07-22	2010-08-11
5,875 Shares-Wells Fargo Co New	P	2010-06-21	2010-08-19
0 5 Share-Babcock Willcox Co	P	2007-01-17	2010-08-02
7 275 Shares-Weatherford Intl LTD F	P	2008-05-01	2010-08-04
50,000 Shares-Atlantic Richfield Debenture	P	2006-01-31	2010-08-05
1,162 Shares-Babcock Wilcox Co	P	2007-01-17	2010-08-11
2,325 Shares-McDermott Intl Inc	P	2007-01-17	2010-08-11
1,800 Shares-Celanese Corp	P	2009-06-01	2010-08-12
2,300 Shares-Range Resources Corp	P	2009-06-25	2010-08-12

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Texas Christian University 2800 S University Drive Ft Worth, TX 76129	N/A	501(c)(3)	Drama Scholarships	10,000
City of Liberty Texas 1829 Sam Houston Liberty, TX 77575	N/A	Sec 170(C) (1)	Geraldine D Humphreys Cultural Center, Expansion	250,000
Total ▶ 3a				456,000

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
190,090		165,476	24,614
130,000		128,234	1,766
196,596		181,864	14,732
62,823		68,703	-5,880
41,022		28,090	12,932
21,516		52,323	-30,807
49,279		57,163	-7,884
54,355		77,677	-23,322
11,696		13,750	-2,054
11,331		12,003	-672
50,294		54,658	-4,364
114,821		79,340	35,481
23,551		27,951	-4,400
57,145		69,280	-12,135
174,456		162,999	11,457
144,077		116,450	27,627
64,490		40,205	24,285
34,216		43,934	-9,718
78,064		60,155	17,909
28,774		29,701	-927
12,614		13,294	-680
14,113		13,345	768
144,337		166,918	-22,581
12		19	-7
119,881		153,899	-34,018
54,350		64,850	-10,500
26,650		44,059	-17,409
29,830		44,248	-14,418
48,847		40,852	7,995
83,473		102,153	-18,680

TY 2009 Accounting Fees Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WIGGINS SMITH	7,850	3,925		3,925

**TY 2009 Investments Corporate
Bonds Schedule**

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds, Various	2,728,267	2,902,852

**TY 2009 Investments Corporate
Stock Schedule**

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Equity Securities, Various	8,519,814	8,824,718

**TY 2009 Investments Government
Obligations Schedule**

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

**US Government Securities - End of
Year Book Value:** 1,839,075

**US Government Securities - End of
Year Fair Market Value:** 1,917,979

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2009 Investments - Land Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
A-34, Und. 1/4 int. - 5 acres	188		188	1,000
1/8 int. in 87.5 ac.	1,094		1,094	8,750
A-159, 0.14 acre	10		10	
undivided 1/3 interest in 68.382 acres	32,935		32,935	286,300
Producing Mineral and Royalty Interests	77,223		77,223	326,417
Non-Producing Mineral/Royalty Interests	58,209		58,209	35,000

TY 2009 Legal Fees Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GLAST, PHILLIPS, MURRAY PC	8,891	8,891		

TY 2009 Other Assets Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARGCA Patronage Equity	447	447	

TY 2009 Other Expenses Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	1,015	508		507
Telephone	1,871	935		936
Management Fees	25,920	12,960		12,960
Office rent	4,355	2,178		2,177
Miscellaneous	1,469	734		735

TY 2009 Other Income Schedule**Name:** HUMPHREYS FOUNDATION**EIN:** 74-6061381**Software ID:** 09000123**Software Version:** 2009.0.12

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	331,351	331,351	
OIL GAS LEASE BONUS	83,025	83,025	
SETTLEMENTS JUDGEMENTS	11,852	11,852	

TY 2009 Other Professional Fees Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wells Fargo Trust	18,987	18,987		
Vaughn, Nelson Scarborough	61,545	61,545		
Lee Real Estate	2,400	2,400		
Larry Forney, P E	2,155	2,155		

TY 2009 Taxes Schedule

Name: HUMPHREYS FOUNDATION

EIN: 74-6061381

Software ID: 09000123

Software Version: 2009.0.12

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Real estate tax not included in line 20	10,721	10,721	0	0
Tax on investment income withheld	985	985	0	0
Excise tax	15,112	0	0	0

THE HUMPHREYS FOUNDATION
74-6061381
P.O. BOX 550
LIBERTY, TEXAS 77575

September 30, 2010

FORM 990-PF SCHEDULE

PART XV, PAGE 9 – SUPPLEMENTARY INFORMATION, LINE 2 (b) AND (d)

GUIDELINES FOR WRITING A GRANT REQUEST

Grants are restricted to the **PRODUCTION COSTS ONLY** of plays and performances in the field of dramatic arts

- I Brief Statement summarizing grant requests
 - a Name of the specific project for which grant is requested
 - b Funds on hand or pledged and any matching grants
 - c Specific amount of requested grant
 - d List of scheduled performances

- II Background information on organization requesting funds
 - a Name and purpose of organization
 - b Financial information
 - 1 Current operating budget
 - 2 Copy of latest tax return
 - c An I R S statement indicating the type of exempt classification the organization holds and all subsequent communication concerning exempt status
 - d Statement from administrator that no funds granted to the organization will be used for prohibited activities
 - e List of Board of Directors and Artistic Director (No resumes please)

- III Please be as brief and precise as possible and submit grant request in **QUADRUPLICATE** (4) copies

- IV Do Not Send any press releases, play bills, magazines, etc

- V Grant requests must be received between July 1st and August 15th each year in order to be considered at our annual Trustees meeting held in September. All approved grants will be funded during our fiscal year, October 1 through September 30, of each year

Mail requests to The Humphreys Foundation
 P O Box 550
 Liberty, Texas 77575

THE HUMPHREYS FOUNDATION
74-6061381
P.O. BOX 550
LIBERTY, TEXAS 77575

September 30, 2010

FORM 990-PF SCHEDULE

PART XV, PAGE 9 – SUPPLEMENTARY INFORMATION, LINE 2 (b) AND (d)

STATEMENT REGARDING
NEW CONDITION ON FOUNDATION GRANTS
TO COLLEGES AND UNIVERSITIES

Taxpayer The Humphreys Foundation

Employer ID Number 74-6061381

Attachment To Form 990-PF for Fiscal Year Ended September 30, 2010

The Humphreys Foundation (the "Foundation") makes some of its grants to colleges and universities which, in turn, use the grant money to award scholarships to students studying drama or dance under the supervision of the grantee educational institutions. The Foundation does not participate in the selection of the ultimate student recipients of the scholarships, nor is there any agreement whereby the Foundation may cause the selection of an individual grantee by a college or university.

The Trustees of the Foundation recently decided to impose a condition on grants to colleges and universities that any scholarships awarded by the colleges and universities will be made only to students who are citizens of the United States, unless the Foundation's written approval of a waiver of this condition is obtained. This condition is to be effective commencing with grants made to colleges and universities for the 1988-1989 school year.