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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning Oct 1, 2009, and ending Sep 30, 2010G 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 THE AILEEN AND JACK PRATT FOUNDATION		A Employer identification number 82-0576238
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 13355 NOEL ROAD 1865		B Telephone number (see the instructions) (972) 980-5850
	City or town State ZIP code DALLAS TX 75240		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 3,140,089.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	22,331.	22,331.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	223,226.			
	b Gross sales price for all assets on line 6a	3,751,722.			
	7 Capital gain net income (from Part IV, line 2)		223,226.		
	8 Net short-term capital gain/loss				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	245,557.	245,557.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	27,330.			27,330.
	15 Pension plans, employee benefits	11,752.			11,752.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	4,850.	2,425.		2,425.
	c Other prof fees (attach sch) L-16c Stmt	9,241.	9,241.		
	17 Interest				
	18 Taxes (attach schedule) (see instr) See Line 18 Stmt	2,732.	576.		2,156.
	19 Depreciation (attach sch) and depletion L-19 Stmt	1,183.			
	20 Occupancy	24,657.			24,657.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	9,286.	2,887.		6,399.
	24 Total operating and administrative expenses. Add lines 13 through 23	91,031.	15,129.		74,719.
	25 Contributions, gifts, grants paid	196,171.			196,171.
26 Total expenses and disbursements. Add lines 24 and 25	287,202.	15,129.		270,890.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-41,645.				
b Net investment income (if negative, enter -0-)		230,428.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing		4,981.	4,981.
	2 Savings and temporary cash investments	103,553.	43,045.	43,045.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) L-10a Stmt	704,357.	0.	0.
	b Investments — corporate stock (attach schedule) L-10b Stmt	0.	459,817.	487,482.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	165,083.	0.	0.
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13. Stmt	2,010,300.	2,434,988.	2,604,581.	
14 Land, buildings, and equipment basis	29,928.			
Less accumulated depreciation (attach schedule) L-14 Stmt	29,928.	1,183.	0.	
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	2,984,476.	2,942,831.	3,140,089.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,984,476.	2,942,831.	
	30 Total net assets or fund balances (see the instructions)	2,984,476.	2,942,831.	
	31 Total liabilities and net assets/fund balances (see the instructions)	2,984,476.	2,942,831.	

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	2,984,476.
2 Enter amount from Part I, line 27a	2	-41,645.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,942,831.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,942,831.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SALES OF PUBLICLY TRADED SECURITIES	P	Various	Various
b SHORT-TERM GAIN FROM ADVANTAGE ADVISERS AUGUSTA FUND	P	Various	Various
c LONG-TERM LOSS FROM ADVANTAGE ADVISERS AUGUSTA FUND	P	Various	Various
d SHORT-TERM GAIN FROM ISHARES S&P GSCI COMMODITY INDEXED FD	P	Various	Various
e LOSS ON PARTNERSHIP DISPOSITIONS	P	Various	Various

(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 3,410,434.		3,159,694.	250,740.
b 1,985.		0.	1,985.
c 0.		1,239.	-1,239.
d 6.		0.	6.
e 339,303.		367,569.	-28,266.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a 0.	0.	0.	250,740.
b 0.	0.	0.	1,985.
c			-1,239.
d 0.	0.	0.	6.
e			-28,266.

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	223,226.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☐ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	307,151.	2,972,198.	0.103341
2007	269,874.	4,639,494.	0.058169
2006	276,022.	5,165,472.	0.053436
2005	283,798.	4,903,331.	0.057879
2004	287,476.	4,563,830.	0.062990

2 Total of line 1, column (d)	2	0.335815
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.067163
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,824,295.
5 Multiply line 4 by line 3	5	189,688.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,304.
7 Add lines 5 and 6	7	191,992.
8 Enter qualifying distributions from Part XII, line 4	8	270,890.

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

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

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,304.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,304.
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	2,304.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,500.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	23.	
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	173.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 173. Refunded	11		

Part VIIA Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If 'Yes,' attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX - Texas		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	X	

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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 JACK E. PRATT, SR. Telephone no. (972) 980-5855
 Located at 13355 NOEL RD, STE. 1865, DALLAS, TX ZIP + 4 75240-6835

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year 15

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

... ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

6b

If 'Yes' to 6b, file Form 8870

X

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

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JACK E. PRATT, SR. 13355 NOEL RD, #1865, DALLAS, TX 75240	DIR, PRES. 3.00	0.	0.	0.
AILEEN PRATT 13355 NOEL RD, #1865, DALLAS, TX 75240	DIR, SEC/TREAS 3.00	0.	0.	0.

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

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

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

None

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

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

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

Total number of others receiving over \$50,000 for professional services None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	0.
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	2,145,190.
b	Average of monthly cash balances	1b	148,708.
c	Fair market value of all other assets (see instructions)	1c	573,407.
d	Total (add lines 1a, b, and c)	1d	2,867,305.
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	2,867,305.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	43,010.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,824,295.
6	Minimum investment return. Enter 5% of line 5	6	141,215.

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	141,215.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,304.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,304.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,911.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	138,911.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	138,911.

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	270,890.
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	270,890.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,304.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	268,586.

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				138,911.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009.				
a From 2004	0.			
b From 2005	0.			
c From 2006	280,761.			
d From 2007	0.			
e From 2008	160,051.			
f Total of lines 3a through e	440,812.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 270,890.				
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)				
d Applied to 2009 distributable amount				138,911.
e Remaining amount distributed out of corpus	131,979.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	572,791.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	572,791.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	280,761.			
c Excess from 2007	0.			
d Excess from 2008	160,051.			
e Excess from 2009	131,979.			

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

N/A

1 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): <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2 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	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
- 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.
- 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:
- 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
<i>a Paid during the year</i>				
AMERICAN RED CROSS INTL P.O. BOX 37243 WASHINGTON DC 20013	N/A	PUBLIC CHAR	HAITI VICTIMS	1,000.
ARTHUR ALANIZ BENEFIT 5600 GREGORY LANE PARKER TX 75200	N/A	PUBLIC CHAR	GENERAL BENEFIT	500.
BARNARD COLLEGE 3009 BROADWAY NEW YORK NY 10027	N/A	PUBLIC CHAR	LIBERAL ARTS SCHOOL FOR WOMEN	2,500.
BAYLOR HEALTH CARE SYSTEM 3600 GASTON, #100 DALLAS TX 75246	N/A	PUBLIC CHAR	GENERAL BUDGET	3,500.
BISHOP DUNNE CATHOLIC SCHOOL 3900 RUGGED DRIVE DALLAS TX 75224	N/A	PUBLIC CHAR	FINANCIAL ASSISTANCE FOR LOW INCOME STUDENTS	1,000.
BISHOP GORMAN HIGH SCHOOL 5959 S. HUALAPAI WAY LAS VEGAS NV 89148	N/A	PUBLIC CHAR	GENERAL BUDGET	1,000.
BOYS & GIRLS CLUB OF GREATER DALLAS 4816 WORTH STREET DALLAS TX 75246	N/A	PUBLIC CHAR	GENERAL BUDGET	200.
CAMP GRADY SPRUCE/ YMCA 1720 REGAL ROW, #135 DALLAS TX 75235	N/A	PUBLIC CHAR	GENERAL BUDGET	500.
COALITION TO SALUTE AMERICA'S HEROS P.O. BOX 96440 WASHINGTON DC 20090	N/A	PUBLIC CHAR	GENERAL SUPPORT	196.
See Line 3a statement				185,775.
Total			3a	196,171.
<i>b Approved for future payment</i>				
Total			3b	

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 (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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					
4	Dividends and interest from securities			14	22,331.	
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			18	223,226.	
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)				245,557.	
13	Total. Add line 12, columns (b), (d), and (e)				13	245,557.

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

2009

Attachment
Sequence No 67

Name(s) shown on return

THE AILEEN AND JACK PRATT FOUNDATION

Business or activity to which this form relates

Identifying number

82-0576238

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	\$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$800,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	1,183.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C – Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations – see instructions	22	1,183.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed?					Yes	No	24b If 'Yes,' is the evidence written?					Yes	No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost					
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25					
26 Property used more than 50% in a qualified business use:													
27 Property used 50% or less in a qualified business use:													
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1										28			
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1										29			

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		
Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions):					
43 Amortization of costs that began before your 2009 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SEC 4940 EST. TAX				
PAYROLL TAXES	2,091.			2,091.
FOREIGN INCOME TAXES	576.	576.		
US TAXES WITHHELD THRU PARTNERSH				
UNEMPLOYMENT TAXES	65.			65.
Total	2,732.	576.		2,156.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INSURANCE	188.			188.
PARKING	1,407.			1,407.
BANK CHARGE	-45.			-45.
REPAIRS & MAINTNANCE	1,200.			1,200.
TELEPHONE	3,038.			3,038.
PARTNERSHIP EXPENSES	2,884.	2,884.		
SUBSCRIPTIONS	77.			77.
PROPERTY TAX EXPENSE	475.			475.
ADR FEES	3.	3.		
OFFICE EXPENSES	59.			59.
Total	9,286.	2,887.		6,399.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
COMMUNITY PARTNERS OF DALLAS				Person or <input type="checkbox"/>
1215 SKILES STREET	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS TX 75204			GENERAL BUDGET	3,500.
THE COOPER INSTITUTE				Person or <input type="checkbox"/>
12330 PRESTON ROAD	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS TX 75237			MITCHELL ENDOWED CHAIR	1,000.
COURT REPORTING SCHOOL OF DALLAS				Person or <input type="checkbox"/>
1341WEST MOCKINGBIRD LANE #200 EAST	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS TX 75247			GENERAL BUDGET	1,500.
CRYSTAL CHARITY BALL			GENERAL BUDGET	Person or <input type="checkbox"/>
30 HIGHLAND PARK VILLAGE, #206	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS, TX 75202			GENERAL BUDGET	3,000.
DALLAS CASA				Person or <input type="checkbox"/>
2815 GASTON AVE	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS, TX 75226			GENERAL BUDGET	500.

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

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CATHOLIC DIOCESE OF DALLAS P.O. BOX 190507 DALLAS, TX 75219	N/A	PUBLIC CH	ANNUAL PRIEST FUND	Person or Business <input checked="" type="checkbox"/> 1,500.
DALLAS MORNING NEWS CHARITIES 5500 CARUTH HAVEN LANE DALLAS TX 75225	N/A	PUBLIC CH	GENERAL BUDGET	Person or Business <input checked="" type="checkbox"/> 1,000.
DALLAS OPERA ASSN 8350 N. CENTRAL EXPWY, #210 DALLAS, TX 75206	N/A	PUBLIC CH	GENERAL BUDGET	Person or Business <input checked="" type="checkbox"/> 5,000.
EPISCOPAL SCHOOL OF DALLAS 4100 MERRELL ROAD DALLAS TX 75229	N/A	PUBLIC CH	ANNUAL FUND	Person or Business <input checked="" type="checkbox"/> 2,500.
FIRST BAPTIST CHURCH OF TOOL 1001 N. TOOL DRIVE TOOL TX 7143	N/A	PUBLIC CH	GENERAL BUDGET	Person or Business <input checked="" type="checkbox"/> 1,500.
FRATERNAL ORDER OF POLICE 4001 EAST 29TH ST, STE 107 BRYAN TX 77802	N/A	PUBLIC CH	GENERAL BUDGET	Person or Business <input checked="" type="checkbox"/> 25.
COMMUNITIES FOUNDATION OF TEXAS 5500 CARUTH HAVEN LANE DALLAS, TX 75237	N/A	PUBLIC CH	MEMORIAL FUND	Person or Business <input checked="" type="checkbox"/> 250.
INTERFAITH HOUSING COALITION P.O. BOX 750206 DALLAS TX 75372	N/A	PUBLIC CH	GENERAL BUDGET	Person or Business <input checked="" type="checkbox"/> 3,500.
JESUIT COLLEGE PREP SCHOOL 12345 INWOOD ROAD DALLAS, TX 75244	N/A	PUBLIC CH	ANNUAL FUND DRIVE	Person or Business <input checked="" type="checkbox"/> 53,000.
JESUIT COLLEGE PREP SCHOOL 12345 INWOOD ROAD DALLAS TX 75244	N/A	PUBLIC CH	SCHOLARSHIP FUND	Person or Business <input checked="" type="checkbox"/> 500.
JUNE SHELTON SCHOOL 15720 HILLCREST ROAD DALLAS TX 75248	N/A	PUBLIC CH	GENERAL BUDGET	Person or Business <input checked="" type="checkbox"/> 25,000.
MD ANDERSON CANCER CENTER P.O. BOX 301439 HOUSTON TX 77230	N/A	PUBLIC CH	MEMORIAL FUND	Person or Business <input checked="" type="checkbox"/> 500.
NETWORK OF COMMUNITY MINISTRIES 741 S. SHERMAN STREET RICHARDSON TX 75088-1	N/A	PUBLIC CH	GENERAL BUDGET	Person or Business <input checked="" type="checkbox"/> 4,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS TX 75236	N/A	PUBLIC CH	GENERAL BUDGET	Person or Business <input checked="" type="checkbox"/> 1,000.
PHOENIX HOUSE OF TEXAS 2345 REAGAN STREET DALLAS TX 75219	N/A	PUBLIC CH	GENERAL BUDGET	Person or Business <input checked="" type="checkbox"/> 3,500.

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

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>PLANNED LIVING ASSISTANCE OF NORTH TEXAS</u>				Person or <input type="checkbox"/>
<u>13151 EMILY, STE 240</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75240</u>			<u>GENERAL BUDGET</u>	<u>5,000.</u>
<u>RECONCILIATION OUTREACH MINISTRIES</u>				Person or <input type="checkbox"/>
<u>4311 BRYAN STREET</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75204</u>			<u>CONSTRUCTION OF YOUTH CT</u>	<u>3,500.</u>
<u>SKY RANCH</u>				Person or <input type="checkbox"/>
<u>600 N. PEARL ST, STE 640</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75201</u>			<u>GENERAL BUDGET</u>	<u>10,000.</u>
<u>SAINT ANTHONY CHAPEL AT VILLA DE SAN ANT</u>				Person or <input type="checkbox"/>
<u>8103 N. HOLLOW</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>SAN ANTONIO TX 78240</u>			<u>MEMORIUM</u>	<u>500.</u>
<u>ST. AUGUSTINE CATHOLIC CHURCH</u>				Person or <input type="checkbox"/>
<u>1064 N. ST. AUGUSTINE DRIVE</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75217</u>			<u>GENERAL BUDGET</u>	<u>10,000.</u>
<u>ST MONICA CHURCH</u>				Person or <input type="checkbox"/>
<u>9933 MIDWAY ROAD</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS, TX 75220</u>			<u>GENERAL BUDGET</u>	<u>500.</u>
<u>SOUTHWESTERN MEDICAL CENTER</u>				Person or <input type="checkbox"/>
<u>3963 MAPLE AVENUE, STE 100</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75219</u>			<u>GENERAL BUDGET</u>	<u>5,000.</u>
<u>TEXAS A&M HEALTH SCIENCE CENTER</u>				Person or <input type="checkbox"/>
<u>9202 ELAM ROAD</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75217</u>			<u>GENERAL BUDGET</u>	<u>3,500.</u>
<u>TEXAS LEGISLATIVE INTERNSHIP PROGRAM</u>				Person or <input type="checkbox"/>
<u>440 LOUISIANA, STE 575</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>HOUSTON TX 77002</u>			<u>GENERAL BUDGET</u>	<u>1,500.</u>
<u>TRINITY CHAPTER, THE LINKS, INC</u>				Person or <input type="checkbox"/>
<u>P.O. BOX 820534</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75382</u>			<u>GENERAL BUDGET</u>	<u>1,000.</u>
<u>URSULINE ACADEMY OF DALLAS</u>			<u>SCHOLARSHIP ENDOWMENT &</u>	Person or <input type="checkbox"/>
<u>4900 WALNUT HILL LN,</u>	<u>N/A</u>	<u>PUBLIC CH</u>	<u>CAMPUS RENEWAL</u>	Business <input checked="" type="checkbox"/>
<u>DALLAS, TX 75229</u>				<u>30,000.</u>
<u>YMCA PARK CITIES</u>				Person or <input type="checkbox"/>
<u>6000 PRESTON RD,</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS, TX 75205</u>			<u>GENERAL BUDGET</u>	<u>250.</u>
<u>YMCA TOWN NORTH</u>				Person or <input type="checkbox"/>
<u>4332 NORTHAVEN RD,</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS, TX 75229</u>			<u>GENERAL BUDGET</u>	<u>250.</u>
<u>UNITED WAY OF METROPOLITAN DALLAS</u>				Person or <input type="checkbox"/>
<u>1800 N. LAMAR</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75202</u>			<u>GENERAL BUDGET</u>	<u>2,500.</u>

Total

185,775.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BYRON A. PARKER, CPA	TAX RETURN PREP & MISC	4,850.	2,425.		2,425.
Total		<u>4,850.</u>	<u>2,425.</u>		<u>2,425.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OPPENHEIMER	INVESTMENT MANAGEMENT	7,398.	7,398.		
OPPENHEIMER	DUE DILIGENCE FEES	1,843.	1,843.		
Total		<u>9,241.</u>	<u>9,241.</u>		

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
COMPUTERS	04/08/03	3417	3417	200DB	5.00	0		
FURNITURE	05/01/03	17545	16762	200DB	7.00	783		
APPLIANCES	03/27/03	981	937	200DB	7.00	44		
OFFICE DECORATIVE ITEMS	06/18/03	3850	3678	200DB	7.00	172		
LEASEHOLD IMPROVEMENTS	04/03/03	4135	3951	200DB	7.00	184		
Total								

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
51 COOPER INDUSTRIES PLC	2,039.	2,495.
177 SMART MODULAR TECH INC	1,049.	1,067.
84 WILLIS GROUP HOLDINGS	2,288.	2,589.
65 ACE LTD	3,351.	3,786.
112 UBS AG	1,754.	1,907.
568 FLEXTRONICS INTL	3,792.	3,431.
72 ABBOTT LABS	3,640.	3,761.
71 AETNA INC	1,872.	2,244.
39 AKZO NOBEL NV SPONS ADR	2,279.	2,409.
152 ALLIANZ SE SP ADR	1,748.	1,725.
106 ALTRIA GROUP INC	1,950.	2,546.
29 AMAZON COM INC	3,426.	4,555.

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

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
31 AMERICAN CAMPUS CMNTYS INC REIT	955.	944.
51 AMERIPRISE FINL INC	1,807.	2,414.
165 AMKOR TECHNOLOGY INC	1,347.	1,084.
29 ANDERSONS INC	1,056.	1,099.
38 APACHE CORP	3,562.	3,715.
14 APPLE INCE	2,640.	3,973.
269 APPLIED MATERIALS	3,269.	3,142.
126 ARCHER DANIELS MIDLAND CO	3,875.	4,022.
81 AXA SA SPONS ADR	1,926.	1,418.
131 BB&T CORP	3,272.	3,154.
124 BANCO SANTANDER SA ADR	1,977.	1,570.
81 BANK OF NEW YORK MELLON CORP	2,137.	2,117.
77 BAXTER INTERNATIONAL INC	4,233.	3,674.
128 BEMIS INC	3,420.	4,064.
44 BERKSHIRE HATHAWAY INC	3,486.	3,638.
24 BHP BILLITON LTD SPONS ADR	1,602.	1,832.
55 BOEING	2,645.	3,660.
34 CLECO CORP	964.	1,008.
128 CRH PLC ADR	2,909.	2,130.
112 CVS CAREMARK CORP	3,839.	3,525.
66 CANON INC ADR	2,488.	3,084.
101 CARDINAL HEALTH INC	2,900.	3,337.
74 CATHAY GENERAL BANCORP	818.	880.
131 CENTER FINANCIAL CORP CALIF	763.	667.
73 CENTURY ALUMINUM CO	776.	961.
46 CHEVRON CORP	3,414.	3,728.
76 CLIFFS NATURAL RESOURCES INC	5,220.	4,858.
70 COEUR D'ALENE MINES CORP	1,340.	1,394.
33 COHERENT INC	822.	1,320.
44 COLGATE PALMOLIVE CO	3,427.	3,382.
57 COLONIAL PPTYS TR	950.	923.
64 COMPLETE PRODUCTION SERVICES	953.	1,309.
72 CONOCOPHILLIPS	3,797.	4,135.
196 CORNING INC	3,599.	3,583.
119 CROCS INC	1,245.	1,547.
36 DST SYS INC	1,518.	1,614.
133 DANSKE BK A/S ADR	1,563.	1,607.
54 DEVON ENERGY CORP	3,489.	3,496.
50 DIAGEO PLC SPON ADR	3,284.	3,451.
156 DIAMONDROCK HOSPITALITY CO REIT	1,270.	1,480.
110 DIRECTV	2,903.	4,579.
135 DOW CHEMICAL	3,228.	3,707.
31 DRESS BARN INC	870.	736.
194 E M C CORP MASS	3,184.	3,940.
58 ENI S P A SPON ADR	2,898.	2,504.
48 EAST WEST BANCORP INC	550.	781.
58 EATON CORP	3,670.	4,784.
48 EMPIRE DIST ELEC CO	962.	967.
180 ERICSSON L M TEL CO	1,911.	1,975.
147 ESPRIT HLDGS LTD ADR	1,650.	1,594.
57 EXXON MOBIL CORP	3,533.	3,522.
111 FIRST POTOMAC RLTY TR REIT	1,322.	1,665.
45 FLOWERS FOODS INC	1,171.	1,118.

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

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
72 FOOT LOCKER INC	938.	1,046.
342 FORD MTR CO	2,579.	4,186.
119 FRANCE TELECOM SPON ADR	2,876.	2,562.
40 GENESEE & WYO INC	1,209.	1,736.
234 GENWORTH FINANCIAL INC	3,032.	2,859.
96 GIVAUDAN SA ADR	1,642.	1,956.
75 GLAXOSMITHKLINE PLC SPON ADR	3,024.	2,964.
35 GRACE W R & CO	978.	978.
51 HSBC HLDGS PLC SPON ADR	2,835.	2,580.
32 HATTERAS FINANCIAL CORP REIT	912.	911.
65 HESS CORP	3,639.	3,843.
80 HEWLETT PACKARD CO	3,819.	3,366.
14 HOLLY CORP	412.	403.
119 HOME DEPOT INC	2,979.	3,770.
112 HONEYWELL INTL	4,126.	4,921.
56 HORACE MANN EDUCATORS CORP	985.	996.
44 HOSPIRA	2,099.	2,508.
27 IDACORP	930.	970.
36 IMPERIAL TOBACCO GROUP PLC SPON ADR	2,115.	2,152.
453 INTERNATIONAL COAL GRP	1,992.	2,410.
317 JDS UNIPHASE CORP	4,121.	3,928.
24 JO-ANN STORES INC	1,060.	1,069.
99 KBR INC	1,920.	2,439.
29 KAISER ALUMINUM INC	1,138.	1,241.
72 KAO CORP SPON ADR	1,829.	1,753.
61 KNIGHT TRANSIT INC	1,272.	1,179.
63 KORN FERRY INTL	1,083.	1,042.
247 LEXINGTON REALTY TRUST REIT	1,032.	1,769.
125 MFA FINANCIAL INC REIT	936.	954.
127 MF GLOBAL HLDGS LTD	942.	914.
123 MGIC INVEST CORP	1,172.	1,135.
77 MKS INSTRUMENT INC	1,621.	1,384.
98 MANITOWAC INC	956.	1,150.
119 MARATHON OIL	3,866.	3,939.
69 MEDTRONIC	2,190.	2,317.
47 MENS WEARHOUSE INC	933.	1,118.
92 METLIFE INC	3,329.	3,537.
351 MICRON TECHNOLOGY INC	3,938.	2,531.
22 MID AMER APT CMNTYS INC REIT	1,239.	1,282.
425 MITSUBISHI UFJ FINL GROUP SPON ADR	2,291.	1,968.
128 MODINE MFG INC	1,399.	1,660.
55 NATIONAL BEVERAGE CORP	779.	770.
22 NATIONAL HEALTH INVS INC REIT	955.	969.
89 NATIONAL OILWELL VARGO INC	3,476.	3,958.
53 NESTLE S A SPON ADR	2,451.	2,840.
13 NICOR INC	552.	596.
51 99 CENTS ONLY STORES	760.	963.
45 NINTENDO LTD ADR	1,431.	1,405.
67 NORFOLK SOUTHERN CORP	3,286.	3,987.
70 NOVARTIS A G SPON ADR	3,654.	4,037.
40 OM GROUP INC	1,198.	1,205.
48 OLIN CORP	987.	968.
306 ON SEMICONDUCTOR CORP	2,365.	2,206.

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

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
152 ORACLE CORP	3,163.	4,081.
78 OWENS ILL INC	2,217.	2,189.
35 PACTIV CORP	804.	1,154.
39 PAR PHARMACEUTICAL COS INC	1,073.	1,134.
44 PHILIP MORRIS INTL INC	2,107.	2,465.
33 PIEDMONT NAT GAS INC	911.	957.
60 PIONEER NAT RES CO	3,518.	3,902.
104 POLYONE CORP	1,014.	1,257.
108 RADIAN GROUP INC	1,104.	845.
37 RALCORP HLDGS INC	2,217.	2,164.
56 REED ELSEVIER P L C SPONS ADR	1,766.	1,890.
508 REGIONS FINANCIAL CORP	4,115.	3,693.
73 ROCHE HLDG LTD SPON ADR	2,874.	2,507.
44 ROYAL DUTCH SHELL PLC SPON ADR	2,637.	2,653.
39 SALESFORCE COM INC	3,543.	4,360.
84 SANDFI AVENTIS SPON ADR	3,049.	2,793.
60 SAP AG SPON ADR	2,786.	2,959.
246 SARA LEE CORP	2,797.	3,304.
19 SCHNITZER STL INDS CL A	1,031.	917.
46 SIGNATURE BAND NEW YORK	1,438.	1,787.
29 SMITH A O	1,474.	1,679.
143 SOCIETE GENERALE FRANCE SPON ADR	1,856.	1,650.
24 SOVRAN SELF STORAGE INC REIT	927.	910.
67 SUPERIOR WELL SVCS INC	1,140.	1,481.
132 SUSQUEHANNA BANCSHARES INC	1,168.	1,114.
43 SYNGENTA AG SPON ADR	2,064.	2,141.
130 SYSCO CORP	3,420.	3,708.
81 TNT N V SPON ADR	2,164.	2,180.
20 TANGER FACTORY OUTLET CTRS REIT	938.	943.
42 TARGET CORP	2,079.	2,244.
25 TELEFONICA SA SPON ADR	2,082.	1,854.
48 TEREX CORP	993.	1,100.
76 TEVA PHARMACEUTICAL INDS ADR	3,900.	4,009.
82 TIME WARNER INC	2,292.	2,513.
48 TOTAL S A SPON ADR	2,922.	2,477.
35 UAL CORP	314.	828.
28 UIL HLDG CORP	724.	788.
84 US AIRWAYS GROUP	831.	777.
104 UNILEVER PLC SPON ADR	3,105.	3,026.
83 UNILEVER N V NY SHS	2,528.	2,480.
33 UNION PACIFIC CORP	1,946.	2,699.
47 UNISOURCE ENERGY CORP	1,462.	1,571.
63 VODAFONE GROUP PLC SPONS ADR	1,397.	1,563.
54 WPP PLC ADR	2,412.	3,006.
65 WAL MART STORES INC	3,240.	3,479.
123 WALGREEN CO	4,530.	4,121.
51 WERNER ENTERPRISES INC	1,212.	1,045.
102 WESTERN DIGITAL CROP	3,492.	2,896.
214 WESTERN UNION CO	3,959.	3,781.
ROUNDING	9.	1.
191 BANK OF AMERICA CORP WARRANT	1,742.	1,238.
75 COOPER INDUSTRIES LPC	2,980.	3,670.
80 INGERSOLL-RAND PLC	2,634.	2,857.

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

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
255 NABORS INDUSTRIES LTD	5,493.	4,605.
15 PARTNERRE LTD	1,152.	1,203.
300 WEATHERFORD INTL	5,352.	5,130.
155 NOBLE CORP BAAR NAMEN	6,391.	5,237.
80 TRANSOCEAN	6,823.	5,143.
120 UBS	1,937.	2,044.
20 CORE LABORATORIES NV	1,061.	1,761.
45 AXA SA SPON ADR	1,096.	788.
70 BAE SYS PLC SPON ADR	1,450.	1,510.
40 BASF SPON ADR	2,144.	2,539.
75 BHP BILLITON LTD SPON ADR	4,968.	5,724.
35 BRITISH AMER TOBACCO PLC SPON ADR	2,209.	2,615.
45 BROOKFIELD ASSET MGMT INC	931.	1,277.
40 CANADIAN NATL RAILWAY CO	2,001.	2,561.
50 CANADIAN NAT RES LTD	1,608.	1,730.
65 CANADIAN PACIFIC RWY LTD	3,288.	3,960.
40DIAGEO PLC SPON ADR	2,621.	2,760.
50 MANULIFE FINL CORP	942.	631.
110 NESTLE SA SPON ADR	5,172.	5,894.
45 NOVARTIS AG SPON ADR	2,343.	2,595.
50 POTASH CORP SASK INC	4,661.	7,202.
10 RWE AG SPON ADR	871.	678.
120 RIO TINTO PLC SPON ADR	5,558.	7,048.
65 SCHLUMBERGER LTD	5,450.	5,237.
145 SUNCOR ENERGY INC	4,743.	4,720.
60 TALISMAN ENERGY INC	1,020.	1,049.
115 TENARIS SA SPON ADR	4,450.	4,418.
85 UNILEVER NV	2,586.	2,540.
165 VALE SA ADR	4,354.	5,160.
5 YARA INTL ASA SPON ADR	163.	227.
Total	459,817.	487,482.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
JACKSON LIFE INS CO ANNUITY	750,000.	795,569.
.19% INTEREST ADVANTAGE ADVISERS AUGUSTA FUND, L.L.C.	79,709.	80,439.
1999 ISHARES TR FTSE XNHUA INDEX CLOSED END FUND	60,779.	85,597.
AA GLOBAL GROWTH LTD	646,000.	717,007.
PEAK SELECT ACCESS FUND, LTD	250,000.	238,536.
ADVANTAGE ADVISERS WHISTLER INTL LTD	148,500.	153,766.
IRONWOOD INTL LTD	250,000.	271,816.
P & A DIVERSIFIED MANAGERS OFFSHORE FUND LTD	250,000.	261,851.
Total	2,434,988.	2,604,581.

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
COMPUTERS	3,417.	3,417.	0.
FURNITURE	17,545.	17,545.	0.
APPLIANCES	981.	981.	0.
OFFICE DECORATIVE ITEMS	3,850.	3,850.	0.
LEASEHOLD IMPROVEMENTS	4,135.	4,135.	0.
Total	<u>29,928.</u>	<u>29,928.</u>	<u>0.</u>

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-6

Description	Amount
OTHER DEDUCTIONS FROM ISHARES S&P GSCI COMMODITY INDEXED TRUST	297.
OTHER DEDUCTIONS FROM THE ENDOWMENT TEI FUND LP	2,177.
OTHER DEDUCTIONS FROM ADVANTAGE ADVISERS AUGUSTA FUND LLC	410.
Total	<u>2,884.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
OPPENHEIMER ACCOUNT G79-1347318	45,857.
OPPENHEIMER ACCOUNT G79-1347300	52,406.
MERRILL LYNCH ACCOUNT 2HH-04005	295.
CHECKING ACCOUNT	4,995.
Total	<u>103,553.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1c

Description	Amount
ACCRUED BOND INTEREST	327.
PERSPECTIVE II FIXED & VARIABLE ANNUITY	573,080.
Total	<u>573,407.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
DIVIDEND AND INCOME--OPPENHEIMER	22,036.
INTEREST INCOME--ISHARES S&P GSCI COMMODITY INDEXED TR	82.
PORTFOLIO INCOME--THE ENDOWMENT TEI FUND, LP	26.
INTEREST INCOME--ADVANTAGE ADVISERS AUGUSTA FUND, L.L.C.	43.
DIVIDEND INCOME--ADVANTAGE ADVISERS AUGUSTA FUND, L.L.C.	144.
Total	<u>22,331.</u>