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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning 12/01 **, 2009, and ending** 11/30, 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 ELEANOR CROOK FOUNDATION	A Employer identification number 74-2857866
Number and street (or P O box number if mail is not delivered to street address) / Room/suite 227 NORTH MITCHELL	B Telephone number (see page 10 of the instructions) (512) 392-5205
City or town, state, and ZIP code SAN MARCOS, TX 78666	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 ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 10,346,399.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify) ________________
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	6,570.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	169,788.	169,788.	0.	ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-10,637.			
	b Gross sales price for all assets on line 6a 2,032,586.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	165,721.	169,788.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	2,125.	2,125.	0.	0.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	441.	441.	0.	0.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	30,443.	30,443.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	33,009.	33,009.	0.	0.
	25 Contributions, gifts, grants paid	702,420.			702,420.
	26 **Total expenses and disbursements** Add lines 24 and 25	735,429.	33,009.	0.	702,420.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-569,708.			
	b **Net investment income** (if negative, enter -0-)		136,779.		
	c **Adjusted net income** (if negative, enter -0-)			-0-.	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	21,645.	141,040.	141,040.
	2 Savings and temporary cash investments	10,645,007.	284,066.	284,066.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 4	4,000.	2,668.	2,668.
	10 a Investments - U S and state government obligations (attach schedule) **		4,460,215.	4,451,330.
	b Investments - corporate stock (attach schedule) ATCH 6		3,174,861.	3,407,550.
	c Investments - corporate bonds (attach schedule) ATCH 7		2,036,762.	2,059,745.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,670,652.	10,099,612.	10,346,399.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	1,000.	1,000.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	10,669,652.	10,098,612.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	10,670,652.	10,099,612.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,670,652.	10,099,612.	

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	10,670,652.
2	Enter amount from Part I, line 27a	2	-569,708.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,100,944.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 8	5	1,332.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,099,612.

**ATCH 5

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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	-10,637.
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	1,000.	9,228,803.	0.000108
2007	17,000.	7,763,350.	0.002190
2006	9,000.	122,784.	0.073299
2005	370,102.	319,293.	1.159130
2004	26,172.	256,657.	0.101973

2	**Total** of line 1, column (d)	2	1.336700
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	0.267340
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,548,362.
5	Multiply line 4 by line 3	5	2,819,999.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,368.
7	Add lines 5 and 6	7	2,821,367.
8	Enter qualifying distributions from Part XII, line 4	8	702,420.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,736.
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	2,736.
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	2,736.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a 2,668.		
b	Exempt foreign organizations-tax withheld at source — 6b 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 6,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	8,668.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,932.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 5,932. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOYE BLANKENSHIP Telephone no ▶ 512-392-5205

Located at ▶ 227 N MITCHELL SAN MARCOS, TX ZIP + 4 ▶ 78666

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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 NONE	
2	
3	
4	

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 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
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	9,313,868.
b	Average of monthly cash balances	1b	1,392,461.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,668.
d	**Total** (add lines 1a, b, and c)	1d	10,708,997.
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	0.
3	Subtract line 2 from line 1d	3	10,708,997.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	160,635.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,548,362.
6	**Minimum investment return.** Enter 5% of line 5	6	527,418.

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	527,418.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,736.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,736.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	524,682.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	524,682.
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	524,682.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	702,420.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	702,420.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	702,420.

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

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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				524,682.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			95,949.	
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 702,420.				
a Applied to 2008, but not more than line 2a			95,949.	
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				524,682.
e Remaining amount distributed out of corpus	81,789.			
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	81,789.			
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				
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	81,789.			
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 81,789.				

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Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

ELEANOR CROOK

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

N/A

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

ATTACHMENT 10

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

LETTER REQUESTING CONTRIBUTION AND INFORMATION REGARDING USE OF FUNDS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 11				
Total . . . . ▶ **3a**				702,420.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	169,788.	
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	-10,637.	
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)				159,151.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 159,151.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Eleanor B. Crook 8-9-11 Pres.

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature: Christine Salch	Date: 8-4-11	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions): P00188210
Firm's name (or yours if self-employed), address, and ZIP code	SWANK & SALCH, P.C. 802 N. CARANCAHUA, SUITE 310 CORPUS CHRISTI, TX 78401	EIN ▶ 74-2727608	Phone no 361-883-8151

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization
ELEANOR CROOK FOUNDATION

Employer identification number
74-2857866

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: ELEANOR CROOK FOUNDATION

Employer identification number: 74-2857866

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RICHARD AND NOEL MOORE 3385 CHARLIE GRISSOM KITTRELL, NC 27544	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS		64,765.	64,765.	0.
INTEREST		105,023.	105,023.	0.
	TOTAL	169,788.	169,788.	0.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SWANK & SALCH, P.C.	2,125.	2,125.	0.	0.
TOTALS	2,125.	2,125.	0.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	30,253.	30,253.	0.	0.
BANK FEES	190.	190.	0.	0.
TOTALS	30,443.	30,443.	0.	0.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

ATTACHMENT 4

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID INCOME TAX	2,668.	2,668.
TOTALS	2,668.	2,668.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FROST BROKERAGE	4,460,215.	4,451,330.
US OBLIGATIONS TOTAL	4,460,215.	4,451,330.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALAMO ADVISORS *603	910,848.	927,288.
ALAMO ADVISORS *756	2,014,013.	2,225,431.
FROST BROKERAGE	250,000.	254,831.
TOTALS	3,174,861.	3,407,550.

ELEANOR CROOK FOUNDATION 74-2857866

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALAMO ADVISORS *757	2,036,762.	2,059,745.
TOTALS	2,036,762.	2,059,745.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PRIOR YEAR EXCISE TAX`		1,332.
	TOTAL	1,332.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELEANOR CROOK 227 N. MITCHELL SAN MARCOS, TX 78666	PRES, TREA 0.00	0.	0.	0.
WILLIAM H. CROOK, JR. 6433 LONG MEADOW CORPUS CHRISTI, TX 78413	VP, SEC 0.00	0.	0.	0.
MARY ELIZABETH CROOK 1510 WEST 24TH STREET AUSTIN, TX 78703	VP 0.00	0.	0.	0.
NOEL C. MOORE ASHBURN HALL 3385 CHARLIE GRISSOM KITTRELL, NC 27544	VP 0.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE DETAILS ATTACHED	NONE TAX EXEMPT	GENERAL GRANT	702,420
		TOTAL CONTRIBUTIONS PAID	702,420.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: ÈLEANOR CROOK FOUNDATION

Employer identification number: 74-2857866

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-10,640.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-10,640.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	3.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	3.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-10,640.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			3.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-10,637.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 — **16** (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: ELEANOR CROOK FOUNDATION

Employer identification number: 74-2857866

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a PUBLICLY TRADED SECURITIES			99,965.	97,295.	2,670.
PUBLICLY TRADED SECURITIES			26,048.	25,502.	546.
PUBLICLY TRADED SECURITIES			1,906,570.	1,920,426.	-13,856.
1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b					-10,640.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PUBLICLY TRADED SECURITIES			3.		3.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					3.

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ELEANOR CROOK FOUNDATION
EIN 74-2857866
FYE 11/30/10
PART XV – GRANTS PAID DURING THE YEAR

All of the following grants were to charitable organizations not related to this foundation.

Charity	Amount	Purpose
A Glimmer of Hope 3600 N Capital of Texas Highway Bldg. B, Ste 330 Austin, TX 78746	16,500	General operations
Accion 56 Roland Street, Suite 300 Boston, MA 02129	1,000	General operations
Alex Fund 211 West 106th Street #4A New York, NY 10025	2,500	General operations
Alliance to End Hunger 50 F Street NW, Suite 500 Washington, DC 20001	25,000	Fight world hunger
American Heart Association P.O. Box 15186 Austin, TX 78761	200	General operations
American Red Cross PO Box 143418 Austin, TX 78714-3418	250	General operations
Americares 88 Hamilton Ave. Stamford, CT 06902	2,000	General operations
Amnesty International 730 Peachtree Street, NE Suite 1060 Atlanta, GA 30308	5,000	General operations
Austin Area Interreligious Ministries 701 Tilery St., Ste 8 Austin, Texas 78702	5,000	General operations
Austin Playhouse PO Box 50533 Austin, Texas 78763-0533	100	General operations
Austin Project 5221 Ledesma Austin, Texas 78721-2647	1,000	Rostow Awards
Banco International De Alimentos Marisa Faz de Valdes Chaparral Townhouses, 16C 100 Royal Way Del Rio, Texas 78840-3087	10,000	General operations
Baptist Joint Committee Operating Expenses 200 Maryland Ave, NE Washington DC 20002-5797	500	General operations

Bat Conservation International P.O. Box 162603 Austin, TX 78716	100	General operations
Bread for the World Institute 50 F Street NW Washington, DC 20090-6416	333,000	Fight world hunger
Camp Dreamcatcher Ms. Patty Hillkirk, Ex Dir 617 W South St. Kennett Square, PA 19348	500	General operations
CARE 151 Ellis Street NE Atlanta, GA 30303	1,000	General operations
Carter Center One Copenhill 453 Freedom Road Atlanta, GA 30307	1,000	General operations
CASA of Central Texas Ms. Norma Blackwell, Ex. Dir. P O. Box 1267 San Marcos, TX 78667-1267	500	General operations
Center for Public Policy Priorities 900 Lydia St. Austin, TX 78702	5,000	General operations
Charity Navigator 1200 McArthur Blvd, Second Floor Mahwah, NJ 07430	150	General operations
Christian Life Commission 333 N. Washington Dallas, TX 75246	500	General operations
Church World Services Mr. Howard Hartmann Texas Director 6633 Highway 290 East, #200 Austin, Texas 78723-1157	3,500	General operations
Common Cause Education Fund 1133 19th St. NW Ste 900 Washington, DC 20036	1,000	General operations
Concern Worldwide 104 E 40th St., Ste 903 New York, NY 10157-1943	3,500	Foreign aid
Corpus Christi Metro Ministries PO Box 4899 Corpus Christi, TX 78649-4899	250	General operations
Cradles to Crayons Mr Reed Buchholz 167 North Street Norfolk, MA 02056	100	General operations

PART XV – GRANTS PAID DURING THE YEAR

CTMC Central Texas Medical Center Foundation Clay DeStefano, Exec. Dir. P O 912 San Marcos, Texas 78667	3,000	Research & hospice
Doctors Without Borders P O. Box 5022 Hagerstown, MD 21741-5022	7,500	Medical aid
Earthjustice 426 17th Street, 6th Floor Oakland, CA 94612	500	General operations
Environmental Defense 257 Park Avenue South New Yrok, Y 10010	100	General operations
First Baptist Church NBC Rev. A.D Dillard, Pastor 420 South Mitchell San Marcos, Texas 78666	500	Religious
First Baptist Church, Austin Rev. Roger Paynter, Sr. Pastor 901 Trinity Street Austin, Texas 78701	1,000	Religious
First Baptist Church, Jasper, TX 314 N. Main Jasper, Texas 75951	10,000	Honduras Mission Trip
First Baptist Church, San Marcos Rev Mark Newton 325 West McCarty Lane San Marcos, Texas 78666	500	Youth Fund
First Presbyterian Church Rev David Barker 410 West Hutchinson San Marcos, Texas 78666	500	Emergency Help Fund
Five Talents International Mr. Craig Cole, P O. Box 331 Vienna, Va. 22183	20,000	General operations
Forward Texas Foundation 221 East 9th St., Ste 403 Austin, TX 78701	1,000	General operations
Foundation Fighting Blindness 11435 Cronhill Drive Owings Mills, MD 21117-9873	2,500	General operations
Franciscan Education Project or Casa de Asis c/o Sister Frances Alonzo, OSF P.O. Box 3543 El Paso, TX 79903	500	General operations
Friends of the Lyndon B. Johnson Library 2313 Red River Austin, Texas 78705	5,000	General operations

ELEANOR CROOK FOUNDATION
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PART XV – GRANTS PAID DURING THE YEAR

Friends of the San Marcos Public Library Attn: Ms. Stephanie Langenkamp, Library Director 625 East Hopkins San Marcos, Texas 78666	1,000	General operations
Global Food Banking Network Catherine A. Wood, Dir. Development 203 LaSalle Street Chicago, IL 60601 (mem-Bob Forney)	1,000	General operations
Greater San Marcos Youth Council P.O Box 1455 San Marcos TX 78667	1,000	Aid for shelter
Greater San Marcos Youth Shelter P O. Box 1455 San Marcos, Texas 78667	1,000	Budget deficit
Habitat for Humanity 121 Habitat Street Americus, GA 31709-3498	5,000	General operations
Habitat for Humanity-San Marcos PO Box 1594 San Marcos, Texas 78667 512-754-8142	2,000	General operations
Hays County Area Food Bank 220 Herndon Street San Marcos, TX 78666	2,000	General operations
Hays County Brown Santa Program Att: Sgt Dennis Gutierrez 1307 Uhland Road, San Marcos TX	250	General operations
Hays-Caldwell Women's Center P.O. Box 234 San Marcos, TX 78667	11,500	Capital building fund and general operations
HCCADA Hays-Caldwell Council on Alcohol and Drug Abuse Attn Sue Cohen, Ex. Director 1901 Dutton Drive, Suite E San Marcos, Texas 78666	250	General operations
Heifer International 1 World Ave. Little Rock, AR 72202	1,000	General operations
Heritage Assn of San Marcos, PO Box 1806 San Marcos, TX 78667	100	General operations
His Hands Ministry % Mr. Ron Whyte PO Box 1284 17214 Salida del Sol Penitas, TX 78756 to complete home	2,500	General operations

PART XV – GRANTS PAID DURING THE YEAR

Holy Name Church Ken Holtsnider 1527 Freemon Ave. South Pasedena, CA 91030-3736	5,000	Aid to Haiti
Humanities Texas Mr. Michael Gillette 1410 Rio Grande Austin, Texas	500	General operations
Institute for Civility in Government P.O. Box 41804 Houston, Tx 77241-1804	500	General operations
Interfaith Alliance 1212 New York Ave., 7th Floor Washington, DC 20005-4706 (Chg'd as Democracy in Action)	150	General operations
International Action 808 L Street, SE Washington, DC 20003	3,500	Restore public water in Haiti
International Justice Mission PO Box 58147 Washington, DC 20037	10,000	General operations
International Rescue Comm (IRC) 12 East 42nd St. New York, NY 10168-3183	20,000	Aid for Pakistan
Jackson Chapel UMC Attn: Pastor Anthony Brown P.O Box 109 San Marcos, Texas 78667	500	General operations
John Wesley United Methodist Church %Mr. Lonnie Diedering Helping Hands Program 8300 N.E. Zac Lentz Parkway Victoria, Texas 77904	3,000	Build wheelchair ramp
Khabele School 801 Rio Grande Street Austin, Texas 78701	1,200	General operations and scholarship fund
KLRU Public Television PO Box 7158 Austin, TX 78713-7158	250	Public broadcasting
KUT Radio 1 University Station AO704 Austin, TX 78712-0107 also PO Box 2569 San Antonio, TX 78299-2569	100	General operations
Laity Renewal Foundation Mr. David Rogers P. O. Box 290670 Kerrville TX 78029-0670	10,000	General operations
LBJ Museum of San Marcos 131 N. Guadalupe St. San Marcos, TX 78666	1,000	General operations

PART XV – GRANTS PAID DURING THE YEAR

League of Women Voters PO Box 98050 Washington, DC 20090-8050	120	General operations
Lyndon Baines Johnson Foundation 2313 Red River Austin, TX 78705	25,000	General operations
Macular Degeneration Research 22512 Gateway Center Drive Clarksburg, MD 20871	25	Medical research
Magic Mirror (children w/dyslexia) 824 Lago Vista San Marcos, Texas 78666	500	General operations
March of Dimes P.O. Box 226358 Dallas, TX 75222-6585	50	General operations
National Center on Addiction and Substance Abuse at Columbia University (CASA) 633 Third Avenue New York, NY 10017-6706	1,000	General operations
National Federation of the Blind 6800 West Gate Blvd., Ste 12 Austin, Texas 78745	25	General operations
Natural Resources Defense Council P O Box 1830 Merrifield, VA 22116-8030	100	General operations
Nature Conservancy 4245 Fairfax Drive, Suite 100 Arlington, VA 22203	250	General operations
New Forests Project - International Center (chg'd "Groundspring") 1025 Vermont Ave. NW Suite 300 Washington, DC 20005 also PO Box 70272 20024-0272	2,500	General operations
NTHP National Trust for Historic Preservation Villa Finale San Antonio 122 Madison Street San Antonio TX 78204	500	General operations
Oxfam America 226 Causeway St, 5th Flr Boston MA 02114-2206	1,000	General operations
Pan American Health Services P O Box 888 Keene, Texas 76059-0888	2,500	General operations
Presidio La Bahia PO Box 57 Goliad, TX 77963-0057 (Friends of the Fort)	250	General operations
Prevent Child Abuse Texas 13740 Research Blvd, #R-4 Austin, Texas 78750	1,000	General operations

ELEANOR CROOK FOUNDATION
EIN 74-2857866
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PART XV – GRANTS PAID DURING THE YEAR

Prison Fellowship – Angel Tree PO Box 1550 Merrifield, VA 22116-1550	250	Prison ministry
Redwood Baptist Church 2050 Poplar San Marcos, TX 78666	500	General operations
Rotary Club of San Marcos P.O Box 581 San Marcos, TX 78667	100	General operations
Salvation Army Texas Division 6500 Harry Hines Blvd Dallas, Texas 75235 also Donation Processing Center PO Box 2389 Stafford, TX 77497-2389	500	Summer camps
Salvation Army – San Marcos Attn. Ms Dolores Crittendon P O Box 1692 San Marcos TX 78667-1692	1,800	Heaters and school supplies
San Marcos 912 Patriots 700 Valley View West San Marcos, TX 78666	150	General operations
San Marcos Police Blue Santa Program Attn· Danny Arredondo Community Services 2300 IH 35 South San Marcos, Texas 78666	250	Christmas gifts for children
San Marcos Youth Service Bureau Attn: Ms. Julie Hollar, Ex. Dir. 518 South Guadalupe San Marcos, Texas 78666	500	General operations
Save the Children P.O Box 41534 Boston, MA 02241-5314 gift quadrupled w/matching grant	5,000	General operations
Scheib Opportunity Center Attn· Mr James Fite, President 1200 North Bishop Street San Marcos, TX 78666	5,000	General operations
ServLife Int'l (Joel Vestal) P.O Box 20596 Indianapolis, ID 46220-0596	1,000	General operations
Seton Fund Sister Gertrude Levy Endowment 1201 West 38th Street Austin, TX 78705-1056 (honoring Luci Baines Johnson)	250	Endowment
Seton Hays Foundation 6001 Kyle Parkway Kyle, Texas 78640	200	General operations

Sights and Sounds P O Box 1896 San Marcos, TX 78666	150	General operations
Southern Poverty Law Center PO Box 5632. Montgomery, AL 36103-5362	250	Legal aid
Southside Community Center Attn: Mr. Reuben Garza 518 South Guadalupe San Marcos, Texas 78666	2,500	General operations
St. Mark's Episcopal Church 3039 RR-12 San Marcos, TX 78666-2488	29,500	Religious
Sunshine Kids 2814 Virginia Houston, Texas 77098	500	General operations
Susan G. Komen Foundation P.O Box 224523 Dallas, TX 75222-4523	150	Cancer research
Texans Care for Children 814 San Jacinto, Suite 201 Austin, Texas 78701	10,000	Genera operations
Texas Association for Infant Mental Health, Ex Dir· Susan Craven 1199 So. Belt 100 Coppell, TX 75019	2,500	General operations
Texas Book Festival 610 Brazos, Suite 200 Austin, TX 78701 (10,000.less 1,000. non td given personally)	9,000	General operations
Texas Public Radio 8401 Datapoint Drive, Ste 800 San Antonio, TX 78229-5903	250	Public broadcasting
Texas State Historical Association PO Box 28527 Austin, Texas 78755 (250.00-35.00)	250	Historical preservation
Texas State University Friends of Fine Arts & Communication 601 University Drive San Marcos TX 78666-4615	100	General operations
Texas Tribune 823 Congress Ave., Ste 210 Austin, Texas 78701	500	General operations
TMI- The Episcopal School of Texas Tribute to Bishop Folts 20955 West Tejas Trail San Antonio, TX 78257-9988	1,000	General operations
Trees, Water and People (chg'd as Give Direct) 633 Remington Street Fort Collins, CO 80524	500	General operations

True Vineyard Ministries 102 Wonder World Drive Ste. 304-112 San Marcos, TX 78666	10,000	General operations
UNICEF 125 Maiden Lane New York, NY 10038	2,500	General operations
United Way of San Marcos Attn: Ms Bobbi Carmichael, Executive Director P O. Box 1728 San Marcos, Tx 78667	1,500	General operations
UT Development Ofc - Ransom Center 2901 North IH 35, Suite 4.100 Austin, Texas 78722	500	Fund Ransom Center
UT Lady Bird Johnson Wildflower Center 4801 La Crosse Ave. Austin, Texas 78739	5,900	General operations
Vida Neuva Ministries Marisa Faz de Valdes Chaparral Townhouses, 16C 100 Royal Way Del Rio, Texas 78840-3087	5,000	General operations
Wesley Chapel AME Pastor James Greene 224 South Fredericksburg San Marcos, Texas 78666	500	General operations
World Vision P.O. Box 70102 Tacoma, WA 98481-0102	7,500	Haiti Earthquake Relief
Yield International Outreach Ms. Marie Frasure P.O. Box 4161 Kansas City, KS 66104	5,000	General operations
Yorktown Baptist Church 5025 Yorktown Blvd Corpus Christi, TX 78413	500	Religious
	702,420	

Expenditure Responsibility and Qualifying Distribution Report for The Eleanor Crook Foundation

This report summarizes grant activities as of the end of A Glimmer of Hope Foundation's fiscal years ended December 31, 2009 and December 31, 2010

I. Grant summary

Grantor:	The Eleanor Crook Foundation ("Grantor") 227 N. Mitchell San Marcos, TX 78666
Grantee:	A Glimmer of Hope Foundation ("Glimmer") 3600 North Capital of Texas Highway Building B, Suite 330 Austin, TX 78746
Total grant amount provided by Grantor to Glimmer during 2009:	$17,000.00
Total grant amount expended by Glimmer as of December 31, 2010:	$17,000.00
Grant amount remaining to be spent by Glimmer as of December 31, 2010:	$0.00
Grant purpose:	Glimmer is to use the grant from Grantor for charitable activities consistent with Glimmer's tax-exempt status and purposes as stated in its organizational documents.

II. Progress made in accomplishing the grant purpose:

Glimmer pooled the Grantor's funds with those of other donors to fund two integrated community development programs, one in Burbax and one in Girargie, both of which are small, rural communities in northern Ethiopia. Prior to Glimmer's programs in Burbax and Girargie, the residents of those communities suffered from a lack of access to clean water, adequate schools and serviceable health facilities. Glimmer's integrated community development programs in Burbax and Girargie have constructed 28 water projects, 6 primary schools, 1 large health clinic, and 1 small health clinic. Today, these projects are benefitting the nearly 13,000 residents of Burbax and Girargie.

III. Use of, and expenditures made from, the Grantor's funds:

Projects Funded with the Grantor's Funds	Expenditures from Grant Funds to Fund This Project
Construction and furnishing of a classroom in Girargie, Ethiopia	$15,000.00
Partial construction and furnishing of a classroom in Burbax, Ethiopia (remainder funded by other donors)	$2,000.00
Total:	$17,000.00

IV. Compliance with the terms of the grant:

Glimmer confirms that it has made all expenditures of the Grantor's funds in furtherance of the stated purpose of the grant and hereby certifies that the grant has been used by Glimmer solely for charitable purposes as specified in section 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended (the "Code"), and that no portion of the grant or the income therefrom was used by Glimmer to carry on propaganda or otherwise attempt to influence legislation; to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drive; to make any grant which did not comply with the requirements of section 4945(d)(3) or (4) of the Code; or to undertake any activity for any purpose other than one specified in section 170(c)(2)(B) of the Code.

V. Confirmation of out of corpus distribution of grant funds

Glimmer was required to distribute the entire amount of the grant paid by Grantor to Glimmer during Glimmer's fiscal year ended December 31, 2009 (the "Required Distribution Amount") "out of corpus" in accordance with the provisions of Section 4942(g)(3) of the Code and the Treasury Regulations issued thereunder no later than the close of Glimmer's fiscal year ending December 31, 2010. All such distributions must constitute "qualifying distributions" within the meaning of Section 4942(g) of the Code.

By signing this report, Glimmer certifies that it expended an amount equal to the Required Distribution Amount "out of corpus" no later than the end of Glimmer's fiscal year ending December 31, 2010, i.e., Glimmer made such qualifying distributions in addition to satisfying Glimmer's minimum distribution requirement for the fiscal year ended December 31, 2009 and December 31, 2010.

I certify that I am authorized to sign this report on behalf of Glimmer, that I have examined the foregoing statements and to the best of my knowledge they are true, correct and complete.

BY: ____________________ DATE: 1-6-11

TITLE: Director of Operations

GRANT AND EXPENDITURE RESPONSIBILITY AGREEMENT

This Grant and Expenditure Responsibility Agreement (this "**Agreement**") is dated as of November 1, 2010, and is made by and between the Eleanor Crook Foundation, a Texas non-profit corporation, as grantor ("**Grantor**"), and A Glimmer of Hope Foundation, a Texas non-profit corporation, as grantee ("**Grantee**").

RECITALS:

The following recitals are a part of and form the basis for this Agreement:

a. The Internal Revenue Service has determined that each of Grantor and Grantee is exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "**Code**"), as an organization described in Section 501(c)(3) of the Code and is treated as a private foundation described in Section 509(a) of the Code.

b. Grantor has investigated Grantee within the meaning of Treasury Regulation §53.4945-5(b)(2) promulgated under the Code, and Grantor desires to make the Grant (as defined below) to Grantee.

AGREEMENT:

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter set forth, and upon the terms and subject to the conditions set forth in this Agreement, Grantor and Grantee hereby agree to the following:

1. Applicability of Code Section 4945(h). The Grant made pursuant to this Agreement shall be subject to the exercise of expenditure responsibility as defined in Section 4945(h) of the Code and the Treasury Regulations promulgated thereunder.

2. The Grant. Grantor agrees to make a grant to Grantee on November 1, 2010 in the amount of US$15,000.00 (the "**Grant**"), which Grantee agrees shall be used exclusively for the Purpose set forth in Section 3 of this Agreement and which shall be subject to the terms and conditions of this Agreement.

3 Purpose of the Grant. The purpose of the Grant (the "**Purpose**") is to provide funding for the charitable objectives of Grantee as stated in Grantee's organizational documents, and the Grant will be used solely for any one or more of the charitable purposes specified in Section 170(c)(2)(B) of the Code.

4 Expenditure Responsibility. Grantee agrees:

(a) To repay any portion of the Grant that is not used for the Purpose of the Grant;

(b) To submit full and complete annual reports in accordance with Section 6(a) on the manner in which the Grant has been spent and the progress made in accomplishing the Purpose of the Grant;

(c) To maintain records of receipts and expenditures and to make its books and records available to Grantor at reasonable times; and

(d) Not to use any portion of the Grant:

(i) To carry on propaganda, or otherwise to attempt, to influence legislation (within the meaning of Section 4945(d)(1) of the Code),

(ii) To influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drive (within the meaning of Section 4945(d)(2) of the Code),

(iii) To make any grant that does not comply with the requirements of Section 4945(d)(3) or (4) of the Code, or

(iv) To undertake any activity for any purpose other than one specified in Section 170(c)(2)(B) of the Code.

5. Out of Corpus. Grantee agrees:

(a) To make, not later than December 31, 2011 (the "**Out of Corpus Distribution Date**"), one or more distributions that taken together equal the full amount of the Grant, and such distributions will:

(i) Be qualifying distributions (within the meaning of Treasury Regulation §53.4942(a)-3(a)), and

(ii) Be treated as distributions out of corpus (within the meaning of Treasury Regulation §53.4942(a)-3(d)); and

(b) To submit a full and complete report in accordance with Section 6(b) evidencing that the distributions described above in Section 5(a) have been made

6. Reports.

(a) Expenditure Responsibility Reports. Grantee agrees to provide Grantor with annual reports detailing (i) its use of the Grant, including the expenditures made from the Grant, (ii) its compliance with the terms of the Grant and this Agreement, and (iii) its progress made toward achieving the Purpose of the Grant. Grantee shall submit these reports annually for each taxable year until the Grant has been expended in full or the Grant is otherwise terminated. These annual reports shall be furnished to Grantor within a reasonable period after the close of the taxable year of Grantee, which is on December 31 of each year. Grantee understands that the information contained in these annual reports will be used by Grantor to make reports to the Internal Revenue Service each year on Grantor's federal income tax return Form 990-PF, as required by §53.4945-5(d) of the Treasury Regulations. Grantee agrees to retain records of expenditures and copies of reports submitted to Grantor for at least four (4) years after the Grant has been expended in full.

(b) Out of Corpus Report. Grantee agrees to provide Grantor with a report showing that by the Out of Corpus Distribution Date, Grantee has made one or more distributions that taken together equal the full amount of the Grant and that such distributions are qualifying distributions (within the meaning of Treasury Regulation §53.4942(a)-3(a)) that are treated under Treasury Regulation §53.4942(a)-3(d) as distributions out of corpus. This report shall be furnished to Grantor within a reasonable period after the Out of Corpus Distribution Date.

(c) In General. This Section 6 is intended to comply with the reporting requirements of Treasury Regulations §53.4942(a)-3(c) and §53.4945-5(c); notwithstanding any other provisions herein, Grantor reserves the right to require Grantee to provide additional reports as Grantor deems necessary and the reporting requirements of Grantee described above in Section 6(a) shall be discontinued only as permitted by Treasury Regulation §53.4945-5(c).

7. Changes in the Law. Changes in United States federal income tax law, or in the regulations interpreting it, may require Grantor to request that more detailed reports be submitted or that other steps be taken to comply with the provisions therein.

8. Entire Agreement. This Agreement contains the entire agreement of the parties and supersedes all prior agreements and understandings, oral or written, with respect to the subject matter hereof. This Agreement may be changed only by an agreement in writing signed by all of the parties to this Agreement.

9. Headings. The headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

[*signature page follows*]

IN WITNESS WHEREOF, the parties have executed this Agreement to be effective as of the date first written above.

GRANTOR:

The Eleanor Crook Foundation, a Texas non-profit corporation

By: Eleanor B. Crook

Name: ELEANOR B. CROOK

Title: President

GRANTEE:

A Glimmer of Hope Foundation, a Texas non-profit corporation

By: [signature]

Name: Director of Operations

Title: Stephanie Fast

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
99,965.		97,295.					2,670.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
26,048.		25,502.					546.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: OTHER				P		
3.							3.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
1,906,570.		1,920,426.					-13,856.	
TOTAL GAIN(LOSS)							-10,637.	

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print	Name of exempt organization ELEANOR CROOK FOUNDATION	**Employer identification number** 74-2857866
File by the extended due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 227 NORTH MITCHELL	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SAN MARCOS, TX 78666	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ JOYE BLANKENSHIP

Telephone No ▶ 512 392-5205 FAX No ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 10/15, 20 11

5 For calendar year ______, or other tax year beginning 12/01, 20 09, and ending 11/30, 20 10

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER HAS BEEN UNABLE TO ACCUMULATE ALL INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 8,668.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 8,668.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

SWANK & SALCH, P.C.
802 N. CARANCAHUA, SUITE 310
CORPUS CHRISTI, TX 78401

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