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Form **990-PF**

Department of the Treasury

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

Internal Revenue Service 1, For calendar year 2009, or tax year beginning DEC 2009 and ending NOV 30, 2010 G Check all that apply: Initial return Initial return of a former public charity Final return Amended return Address change Name change Name of foundation A Employer identification number Use the IRS label 74-6040479 THE RACHAEL AND BEN VAUGHAN FOUNDATION Otherwise, print Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number or type. P. O. BOX 2233 512-477-4726 See Specific City or town, state, and ZIP code C If exemption application is pending, check here Instructions AUSTIN, TX 78768-2233 D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation X Section 501(c)(3) exempt private foundation Check type of organization: Section 4947(a)(1) nonexempt charitable trust ____ Other taxable private foundation E If private foundation status was terminated I Fair market value of all assets at end of year | J Accounting method: X Cash Accrual under section 507(b)(1)(A), check here (from Part II, col. (c), line 16) Other (specify) If the foundation is in a 60-month termination. 5, 386, 206.97 (Part I, column (d) must be on cash basis.) under section 507(b)(1)(B), check here ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income ıncome N/A Contributions, gifts, grants, etc., received Check X if the foundation is not required to attach Sch B Interest on savings and temporary cash investments 10.52 10.52 STATEMENT 116,145.35 116,145.35 STATEMENT Dividends and interest from securities 5a Gross rents b Net rental income or (loss) <129,984.38 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 823,080. 7 Capital gain net income (from Part IV, line 2) 0.00 Ó Net short-term capital gain σ̈́ S S Income modifications q 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 11 Other income <13,828.51b 116,155.87 12 Total, Add lines 1 through 11 1,800.00 900.00 900.00 Compensation of officers, directors, trustees, etc. 7,695.00 8,550.00 855.00 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees 17 Interest 607.88 STMT 3 3,068.49 124.12 Taxes 18 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 4,245.46 4,271.08 25.62 23 Other expenses STMT 4 24 Total operating and administrative 17,689.57 1,904.74 13,448.34 expenses. Add lines 13 through 23 220,200.00 220,200.00 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 233,648.34 237,889.57 .904.74 Add lines 24 and 25 27 Subtract line 26 from line 12: <251,718.08b 8 Excess of revenue over expenses and disbursements 114,251.13 b Net investment income (if negative, enter -0-) N/A C Adjusted net income (if negative, enter -0-)

Form 990-PF (2009)

Б	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	Enc	d of year
	arı	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	15,973.41	6,502.3	1 6,502.31
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less; allowance for doubtful accounts			
	4	Pledges receivable ►		 	
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			
		Less; allowance for doubtful accounts		•	
Ø	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges	5,988.62	3,652.1	3 3,652.13
Ą		Investments - U.S. and state government obligations	0,000102	0/002	<u> </u>
		Investments - corporate stock			
		Investments - corporate bonds	· · · · · · · · · · · · · · · · · · ·		
		Investments - land, buildings, and equipment, basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	A 524 775 33	4 312 678 7	4 5,376,052.53
		Land, buildings, and equipment; basis	2,322,113.33	±,312,070.7	¥ 3,370,032:33
	'	Less accumulated depreciation			
	15	Other assets (describe >			-
	13)			
	16	Total assets (to be completed by all filers)	1 516 737 36	A 322 833 1	8 5,386,206.97
		Accounts payable and accrued expenses	4,540,757.50	4,522,055.1	0 3,300,200.37
	18	Grants payable			-
"	19	Deferred revenue			-
ţį	20	Loans from officers, directors, trustees, and other disqualified persons			_
Liabilities	21	Mortgages and other notes payable			\dashv
Ë		Other liabilities (describe)			\dashv
		Other nabilities (describe			-
	22	Total liabilities (add lines 17 through 22)	0.00	0.0	
	20	Foundations that follow SFAS 117, check here	0.00	0.0	-
		and complete lines 24 through 26 and lines 30 and 31			
es	24	Unrestricted			
	l				\dashv
Fund Balanc	25	Temporarily restricted			\dashv
힏	26	Permanently restricted Foundations that do not follow SFAS 117, check here			\dashv
5			,		
<u>p</u>		and complete lines 27 through 31.	2 726 524 66	2 726 524 6	6
Net Assets or	27	Capital stock, trust principal, or current funds	2,736,524.66		
SS	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.00		
¥.	29	Retained earnings, accumulated income, endowment, or other funds	1,810,212.70		
ž	30	Total net assets or fund balances	4,546,737.36	4,322,833.1	<u>8</u>
		Tabel Bakiba'aa aadaa aa aa aa ah babaaa	A 5A6 727 26	1 222 022 1	
	131	Total liabilities and net assets/fund balances	4,546,737.36	4,344,033.1	0
P	<u>art</u>	Analysis of Changes in Net Assets or Fund B	alances		
1	Total	net assets or fund balances at beginning of year - Part II, column (a), line	30	T	
		st agree with end-of-year figure reported on prior year's return)			1 4,546,737.36
	•	r amount from Part I, line 27a			<251,718.08
		r increases not included in line 2 (itemize)	SEE ST	_ —	27,813.90
		lines 1, 2, and 3			4 4,322,833.18
		eases not included in line 2 (itemize)		_	0.00

THE RACHAEL AND BEN VAUGHAN FOUNDATION

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4,322,833.18 Form **990-PF** (2009)

6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

Form 990-PF (2009)

Form 990-PF (2009) THE RACHAEL AND BEN VAUGHAN FOUNDATION Part IV Capital Gains and Losses for Tax on Investment Income								74-6040479 Page 3				
		sses for Tax on In		Income	(b) H	low acc	quired	(c) Date	acquired	(d) Da	te sold	
2-story brick warehouse; or common stock, 200 shs. MLC Co.)							tion	(mo., d			lay, yr.)	
1a CDD AMMA CHED	Cm3.									_		
b SEE ATTACHED	STA:	LEWENT.			 							
<u>d</u>	•											
е						-						
(e) Gross sales price	(f) [Depreciation allowed (or allowable)		st or other basis expense of sale					ain or (loss s (f) minus			
a								, ,				
<u>b</u>				 					_	_		
<u>C</u>					\dashv							
e 823,080.57				953,064.	95					129,9	84.38	
Complete only for assets shown	ig gain in i	column (h) and owned by t					(1)	Gains (C	ol. (h) gair		<u> </u>	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (ı) col. (ı), ıf any				(k), but i	not less tha (from col.	ın -0-) or		
a												
b												
<u>c</u>												
d					\rightarrow					129,9	01 30	
е			. D	7	$\overline{}$	Ī				143,3	04.30	
2 Capital gain net income or (net ca	ıpıtal loss)	If gain, also enter If (loss), enter -0-			}	2				:129,9	84.38	
3 Net short-term capital gain or (los If gain, also enter in Part I, line 8,			d (6):		J							
If (loss), enter -0- in Part I, line 8		1: 40.40() (- L) 4		3			N/A	<u> </u>		
Part V Qualification U					-		ent inc	ome				
(For optional use by domestic private	e foundatio	ons subject to the section 4	940(a) tax on	net investment ir	ncome	.)						
If section 4940(d)(2) applies, leave the	his part bla	ank.										
Was the foundation liable for the sec	tion 4942	tax on the distributable am	ount of any ve	ear in the base pe	rıod?					Yes	X No	
If "Yes," the foundation does not qua	lify under	section 4940(e). Do not coi	mplete this pa	ırt.								
1 Enter the appropriate amount in	each colur		ictions before	making any entri						(d)		
Base period years	ng (n)	(b) Adjusted qualifying dist	ributions	Net value of no	(c) onchar	ıtable-ı	ise assets		Distri	bution ratio vided by col	(c))	
Calendar year (or tax year beginni 2008	iig iii)		706.09				876.4	_	(cor (b) di		65411	
2007			589.32				882.7				53031	
2006			207.18	6	, 4:	23,	300.1	2			43001	
2005		272,	950.41				419.1			.0	47740	
2004		257,	<u>065.88</u>	5	5,4°	7 4 ,	<u>927.2</u>	6		.0	<u>46953</u>	
A. T. to Lather A. antonia (4)										າ	E C 1 2 C	
2 Total of line 1, column (d)	F b			b., the more bea	4	~~~		2_		• 4	56136	
3 Average distribution ratio for the the foundation has been in existe	-		on line 2 by 5,	or by the number	or yea	ars		3_		.0	51227	
4 Enter the net value of noncharitat	ole-use ass	sets for 2009 from Part X, I	ıne 5					4	5,	146,0	79.81	
5 Multiply line 4 by line 3								5		263,6	18.23	
6 Enter 1% of net investment incon	ne (1% of	Part I, line 27b)						_6		1,1	42.51	
7 Add lines 5 and 6								7		264,7	60.74	
8 Enter qualifying distributions from	n Part XII,	line 4						8		233,6	48.34	
If line 8 is equal to or greater than See the Part VI instructions.	i line 7, ch	eck the box in Part VI, line	1b, and comp	lete that part usin	ng a 19	% tax r	ate.					
923521 02-02-10									1	orm 990-	PF (2009)	

		4-0040			raye 4
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 49	48 - See	nstru	Ctioi	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)		^	٥	^ ^
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1	۷,	<u> 285</u>	.02
	of Part I, line 27b				
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			^	0.0
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2			.00
	Add lines 1 and 2	3	۷,		.02
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 -			.00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	۷,	<u> 485</u>	.02
	Credits/Payments:				
	2009 estimated tax payments and 2008 overpayment credited to 2009 6a 3,652.13				
	Exempt foreign organizations - tax withheld at source				
	Tax paid with application for extension of time to file (Form 8868)				
	Backup withholding erroneously withheld 6d 6d	_	1	CE 2	1 2
	Total credits and payments. Add lines 6a through 6d	7	3,	054	.13
	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached	8			
	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		267	11
10		10	<u> </u>		.11
	Enter the amount of line 10 to be: Credited to 2010 estimated tax	11		U	.00
	rt VII-A Statements Regarding Activities		1 1	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	า		162	
	any political campaign?		1a		X
b	Did it spend more than \$100 during the year (either directly) for political purposes (see instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	or			
	distributed by the foundation in connection with the activities		١. ا		7.7
	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. \blacktriangleright \$ 0.00 (2) On foundation managers. \blacktriangleright \$ 0.00				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers. ► \$0.00				.
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		X
	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or				
4.	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	NT / N	4a		<u> </u>
_	If "Yes," has it filed a tax return on Form 990-T for this year? Was there a liquidation termination dissolution or substantial contraction during the year?	N/A	4b		Х
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		^
	If "Yes," attach the statement required by General Instruction T				
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 	au.			
		aw		X	
,	remain in the governing instrument?		7	X	
1	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.				
ga	Enter the states to which the foundation reports or with which it is registered (see instructions)				
L	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
0			8b	X	
^	of each state as required by General Instruction G? If "No," attach explanation	dar	00	Λ	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calen year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	uai	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
10	DID any persons become substantial continuators during the tax year it "Yes," attach a schedule listing their names and addresses	Fn	m 990	-PF	
				1	(/

11 All any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b) (13) PI (75°c), attach schedule (see instructions). 21 Did the foundation acquire a develor or indirect interest in any applicable insurance contract before August 17, 2008? 31 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 32 Did the fee indirection or comply with the public inspection requirements for its annual returns and exemption application? 33 Did the fee indirection or comply with the public inspection requirements for its annual returns and exemption application? 34 The blooks are in care of \$\frac{\text{PMT}}{\text{BNDRY}}\$ PAT (47) (17) consexempt characteristic institution in the public inspection requirements for its annual returns and exemption application? 35 Section 4347(a)(1) nonexempt characteristic institution in the public inspection of the public insp		1990-PF (2009) THE RACHAEL AND BEN VAUGHAN FOUNDATION 74-604 Part VII-A Statements Regarding Activities (continued)	0479	<u> </u>	Page 5
section 512(h)(13)**If Yes,** attach schedule (see instructions) Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 13 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 14 The books are in care of ▶ BEN F VAUGHAN III, PRESIDENT Telephone no. ▶ 51.2 − 4.77 − 472.6 Located at ₱ ₱ . O . BOX 22.33 15 Section 4947(a)(1) nonexempt charitable trusts filing from 990-PF in leu of form 1041 - Check there and enter the amount of lax-exempt interest received or accrused furning the year and enter the amount of lax-exempt interest received or accrused furning the year 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. 1a During the year did the foundation (either directly or indirectly); (1) Engage in the sale or exchange, or lesaing of property with a disqualified person? (2) Borrow money from, lend money for, or theremse exclude did to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimbines the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person? (6) Agree to pay money or property to a government official? (Exception, Check 'No' (7) Hard proper property to a government official? (Exception, Check 'No' (8) Agree to pay money or property to a government official? (Exception, Check 'No' (9) Agree to pay money or accompany and the second disputation of a period after termination of government service, if terminating within 90 days.) b If any answer is 'Ne' to 14(1)-6(3), off any of the acts fals to quality under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding dissater assistance (see page 20 of the instructions)? (6) Agree to pay money or acceptine	ч				
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Whoste address ► N/A 16 Be books are in care of ► BEN F VAUGHAN TII, PRESIDENT Telephone no. ►51.2-477-472.6 Loaded at ► P. O. BOX 22.33 Seation 437(41) nonexempt charable trusts filing Form 990-PF in lieu of Form 1041 - Chick there and enter the amount of tax-exempt interest received or accrued during the year 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. 18 Degree of the foundation (either directly or indirectly); 19 Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, find money to, or otherwise extend circuit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reminises the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person? (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 inchesic part dispets of the season of the exceptions described in Regulations section 53.4941(a) or an acurrent notice regarding diseaster assistance (see page 20 of the instructions)? 10 If any answer is "Yes" to Ta(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 54.941(a) or any current notice regarding diseaster assistance (see page 20 of the instructions)? 10 If the foundation ending any process or a security of the page 20 of the instructions? 11 If the foundation in the disease the page page 20 of the page 20 of the instructions? 12 If the provisi	• • •		11		Х
August 17, 2008? **Note to foundation comply with the public inspection requirements for its annual returns and exemption application? **Website address** N/A** **Note that such as a micro of **DENF** VAUGHAN III, PRESIDENT** **To Have books are in care of **DENF** VAUGHAN III, PRESIDENT** **To Have books are in care of **DENF** **Located al** P.P. O. BOX 2233* **Section 4947(a)(1) nonexempt charitable trusts filing from 990-PF in lear of Form 1041 - Check here and enter the annual of lax-exempt interest researced or accrued during the year and enter the annual of lax-exemptin interest researced or accrued during the year and enter the annual of lax-exemptin interest researced or accrued funding the year and enter the annual of lax-exemptin interest researced or accrued funding the year and the foundation (either directly or indirectly): **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. **In During the year did the foundation (either directly or indirectly): **(1) Engage in the sale or exchange, or leasing of property with a disqualited person?** **(2) Borrow money from, lend money to, or otherwise extend crodet to (or accept it from) a disqualited person?** **(3) Furnish goods, services, or facilities to (or accept ithem from) a disqualited person?** **(4) Pay compensation to, or pay or reimburse the expenses of, a disqualited person?** **(5) Transfer any income or assets to a disqualited person (or make any of either available to the benefit or use of a disqualited person (or make any of either available to the benefit or use of a disqualited person (or make any of either available to the benefit or use of a disqualited person (or make any of either available to the themself of the accordance of the exceptions described in Regulations section 53-44(16)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? **(5) Annual Propositions** *	12				
13			12	İ	X
Wester address ► N/A 1 The books are in care of ► BEN F VAUGHAN III, PRESIDENT Located af ► P. O. BOX 2233 15 Section 4947(a)(1) nonexempt charatable trusts filing Form 990-PF in lieu of Form 1041 - Check here and either the amount of tax-exempt interest received or accrued during the year and either the amount of tax-exempt interest received or accrued during the year 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. 1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of properly with a disqualified person? (2) Borrow money from, lean money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish gods, services, or facilities to cacept them from) a disqualified person? (4) Pay compensation to, or pay or remburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (from make any of either avaitable for the benefit or use of a disqualified person (from make any of either avaitable for the benefit or use of a disqualified person (from make any of either avaitable for the benefit or use of a disqualified person (from make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) (6) Agree to pay money or property to a government official? (Exception, Check No' if the fundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) (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 53-44(1)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current n	13		13	X	
Located at P. P. O. BOX 2233 Section 4947(2)(1) nonexempt charatable 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 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. 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the foundation agreed to make a griant to or to employ the official for a period after termination of government service, if terminating within 90 dispuss.) Section 53.494 (16)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 7 Organizations relying on a current notice regarding disaster assistance (see page 20 of the instructions)? 8 Aft the end of tax year 2099, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? 11 Yes, list the years b 9 Are there any years listed in 2a for which the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? 11 Yes, or the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 10 If Yes, 1969; (2) the lapse of the 5-year pennol (or longer period approved by the Commissioner under section 4942(c)(7) to dispusined a					
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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? If "Yes," list the years h Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			1c		<u>X</u>
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? If "Yes," list the years Yes X No If "Yes," list the years Yes X No If "Yes," list the years Yes X No Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) In Xe Xe Xe Xe Xe Xe Xe X	2				
before 2009? If "Yes," list the years b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ——————————————————————————————————	a				
If "Yes," list the years ,,,,,,,					
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statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ——————————————————————————————————					
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			2b		_
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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? X No 4b X					
during the year? 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) 1					
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had not been removed from jeopardy before the first day of the tax year beginning in 2009?			48		
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Form 990-PF (2009) THE RACHAEL AND BEN VAUG	<u>HAN FOUNDATIO</u>		<u>74-60404</u>	<u>.79</u> _	Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be F	Required (contin	ued)		
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))?	Ye	s 🗶 No	j	
(2) Influence the outcome of any specific public election (see section 4955); or		ectly,			
any voter registration drive?			s X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	•	☐ Ye	s X No		
(4) Provide a grant to an organization other than a charitable, etc., organization					
509(a)(1), (2), or (3), or section 4940(d)(2)?		□ Ye	s X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational nurnoses, or f				
the prevention of cruelty to children or animals?	or educational purposes, or r		s X No		
· · · · · · · · · · · · · · · · · · ·	or the eventions described i		S (25) NO		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und		ii negulations	N/A	5b	
section 53.4945 or in a current notice regarding disaster assistance (see instru				-	
Organizations relying on a current notice regarding disaster assistance check hi					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr			l		
expenditure responsibility for the grant?		[∕A	s L No		
If "Yes," attach the statement required by Regulations section 53.4945					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	pay premiums on				
a personal benefit contract?		Ye	s X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a pi	ersonal benefit contract?		<u> </u>	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 s	helter transaction?	Ye	s 🗓 No 📙		
b If yes, did the foundation receive any proceeds or have any net income attributa	ible to the transaction?		N/A	7b	
Part VIII Information About Officers, Directors, Truste	es, Foundation Ma	nagers, Highly	/		
Paid Employees, and Contractors					
1 List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense count, other
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	all	llowances
	· · · · · · · · · · · · · · · · · · ·				
SEE STATEMENT 7		1,800.00	0.00	ار	0.00
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				⊥	
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	T	A Eveness
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	acc	Expense count, other
	devoted to position	(0)	compensation	l a	llowances
NONE		ł		1	
		<u> </u>			
				1	
				1	
				1	
				T	
Total number of other employees paid over \$50,000	<u> </u>			т.	0
Total number of other employees paid over \$50,000					

orm 990-PF (2009) THE RACHAEL AND BEN VAUGHAN FOUNDATION 74-	-6040 <u>4</u>	79_ Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services	•	0
Part IX-A Summary of Direct Charitable Activities		<u>-</u>
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the	F:	xpenses
number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		
1 NOT APPLICABLE	-	
	4	0.00
	 	0.00
· · · · · · · · · · · · · · · · · · ·	†	
	1	
3		
	 	
4	4	
	-	
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	T A	mount
NOT APPLICABLE		
	1	
		0.00
2		
	4	
	 	
All other program-related investments. See instructions.		
NOT APPLICABLE	-	
· · · · · · · · · · · · · · · · · · ·	1	0.00
Tetal Add lines 1 through 2	†	0.00

Page 8

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndatioi	ns, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	5,210,792.80
	Average of monthly cash balances	1b	9,222.75
	Fair market value of all other assets	1c	4,430.96
d	Total (add lines 1a, b, and c)	1d	5,224,446.51
	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	5,224,446.51
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78,366.70
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,146,079.81
6	Minimum investment return. Enter 5% of line 5	6	257,303.99
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here in and do not complete this part.)	id certa	un
1	Minimum investment return from Part X, line 6	1	257,303.99
2a	Tax on investment income for 2009 from Part VI, line 5		-
b	Income tax for 2009. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	2,285.02
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	255,018.97
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	255,018.97
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	255,018.97
P	art 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_	233,648.34
b	Program-related investments - total from Part IX-B	1b	0.00
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	233,648.34
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	_0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	233,648.34
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	qualifie	s for the section

Form **990-PF** (2009)

Part XIII Undistributed Income (see instructions)

1. Distributable amount for 2009 from Part XI, Ime 7 2. Underthibutable receive, if any, as of the end of 2009 a Enter amount for 2008 only b Total for prior years: 3. Excess distributions carryover, if any, to 2009: a From 2005 5. From 2006 6. From 2007 6. From 2007 6. From 2007 7. From 2008 7. Total of fine 5s at through a Part XI, Ime 4: 1 × 1 × 1 × 2 × 3 × 3, 64.8.3.4 2. A a popeled to 2008, but not more than into 2a b A pipeled to 2008, but not more than into 2a b A pipeled to 2008, but not more than into 2a b A pipeled to 2008, but not more than into 2a b A pipeled to 2008, dust not more than into 2a b A pipeled to 2008 distributable amount of From 2008 7. From 200		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
2 Undershoulder exemply a very as of the word of 2009 by 1 Total for prior years: 3 Excess distributions carryover, if any, to 2009; a From 2004 by 1 Total for prior years: 5 Excess distributions carryover, if any, to 2009; a From 2006 for 2009 from 2007 a From 2006 for 2009 from 2007 a From 2008 for 2009 from 2007 a From 2008 for 2009 from 2017 for 2009 from 2017 for 2009 from 2017 for 2009 from 2017 for 2018 from 2017 for 2018 from 2017 for 2018 from 2017 for 2018 from 2018 fro	1 Distributable amount for 2009 from Part XI,				
a Enter amount for 2008 only b Total for prior years; 5 Excess distributions carryover, it any, to 2009; a From 2006 d From 2006 d From 2006 d From 2008 1 Total for 1008	line 7				<u>255,018.97</u>
a Excess distributions carryover, if any, to 2009: a From 2005 a From 2006 from 2007 a From 2008 d From 2009 a From 2009 a From 2009 a From 2009 a From 2009 b From 2009 a From 2009 a From 2009 b From 2009 a From 2009 b From 2009 a From 2009 b From 2009 a From 2009 b Fro					
S = Sacess distributions carryover, if any, to 2009: a From 2006 b From 2006 d From 2007 e From 2006 d From 2007 e From 2008 1 Total of lines a through e 1 Total of lines a through e Applied to 2008, but not more than in 22 Applied to undistributied intome of pricer years (Election required - see instructions) (Election requ				206,023.00	
3 Excess distributions carryover, if any, to 2005: a From 2005 a From 2006 firom 2007 e From 2008 1 Total of lines 3a through e 4 Qualifying distributions for 2009 from Part XII, line 4 × ► S 233, 648, 34 a Applied to 2008, but not more than line 2a Applied to 2008, but not more than line 2a Applied to 2008, but not more than line 2a Applied to 2009 distributions out of corpus (Election required - see instructions) 4 Applied to 2009 distributible amount e Remaining amount distributed out of corpus (Election required - see instructions) 4 Applied to 2009 distributible amount e Remaining amount distributed out of corpus Cleator from required - see instructions) 5 Excess definitions carryover special is 3500 0 . 00 5 Excess definitions carryover to 2008. Subtract line 4b from line 2b 1 Enter the net total of each column as indicated below. 1 Corpus Advisor at Carryon Advisor and a notice of definition of the vision and a see instructions 2 Undistributed mome. Subtract line as Indicated below. 2 Undistributed mome for 2008. Subtract line 4b from line 2b 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile amount - see instructions 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile amount - see instructions 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile amount - see instructions 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile amount - see instructions 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile amount - see instructions 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile amount - see instructions 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile amount - see instructions 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile amount - see instructions 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile amount - see instructions 2 Undistributed mome for 2008. Subtract line 4a from line 2a. Tazabile a	b Total for prior years:				
a From 2004 b From 2005 c From 2006 d From 2007 e From 2006 d From 2007 e From 2008 1 Total of lines a the through e Outlying distributions for 2009 from Part XII, line 4: ▶ \$ 233,648.34 a Applied to 2009, but not more than line 2a Applied to 2009, but not more than line 2a Applied to 2009 distributions out of corpus (Election required - see instructions) C Tradel da Softhrobinos out of corpus (Election required - see instructions) 4 Applied to 2009 distributiable amount e Remaining amount distributied out of corpus (Election required - see instructions) 4 Applied to 2009 distributiable amount e Remaining amount distributed out of corpus (Election required - see instructions) 5 Excess distributions carryow applied to 2009 (in an instruction applied to 2009 (in a mean applied in a see in			0.00		
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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A
toundation, and the ruling is effective for 2009, enter the date of the ruling of the chick box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5) or 2 a first risk lesser of the adjusted net investment return from Part X for each year listed and investment return from Part X for each year listed between the first of the private part of the
b Check box to indicate whether the foundation is a private operating foundation described in section. 2 a Enter the lesser of the adjusted net income from Part I or the minimum wisstment return from Part X for each year listed 5 85% of the 2a c Qualifying distributions from Part XII, line 4 for each year listed 4 Amounts included in line 2 not used directly for active conduct of exempt activities e Qualifying distributions made directly for active conduct of exempt activities e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2 co. 3 Complete 3a, b, or of or the alternative test relied upon: a Yassets' alternative test relied upon: a Yassets' alternative test - enter; (1) Value of all assets qualifying under section 4942(n)(3)(B)(n) b Endowment alternative test - enter; (1) Total support other than gross investment return shown in Part X, line 6 for each year listed c Support alternative test - enter; (1) Total support other than gross investment necome (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt of an exempt organization (3) Largest amount of support from an exempt organization (4) Gross investment income (4) Gross investment income (5) Endowment of support from an exempt organization (4) Gross investment income (4) Gross investment income (5) Endowment of support from an exempt organization (6) Gross investment income (7) Internation Regarding Foundation Managers: a List any managers of the foundation 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 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than 2% of the total contributions received by the foundation before the close of any tax
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c Qualifying distributions from Part XII, Intel 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 e for the alternative test relied upon: a "Assets" alternative test relied upon: a "Assets" alternative test - enter; (1) Value of all assets (2) Value of assets qualifying under section 942()(3)(8)(1) 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 evempl arganizations as provided in section 4942()(3)(B)(iii) (3) Largest amount of support from an exempt organization as provided in section 4942()(3)(B)(iiii) (4) Gross investment income Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in asset at any time during the year-see the instructions.) Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than \$5,000). (See section 507(d)(2).)
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year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
DEN E VANCUAN III
BEN F VAUGHAN III
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If
the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 8
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:

	AND BEN VAUGHAN	FOUNDATTON	74-604	10479_ Page 1
Part XV Supplementary Information	on (continued)	1001121111011	7 2 00 2	
3 Grants and Contributions Paid During the	Year or Approved for Future F	Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
a Paid during the year				
SEE STATEMENT 9			▶ 2a	220,200.0
b Approved for future payment			Sa	220,200.0
NONE				:

▶ 3b

nter gross amounts unless otherwise indicated.	Unrelated b	ousiness income		by section 512, 513, or 514	(e)
	(a) Business	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	code		- COUCE		". .
a	_	-	- -		
b	1 1				
<u> </u>	1 1	<u> </u>			
d					
· · · · · · · · · · · · · · · · · · ·					
g Fees and contracts from government agencies				·	
Membership dues and assessments					
Interest on savings and temporary cash					_
investments			14	10.52	
Dividends and interest from securities			14	10.52 116,145.35	
Net rental income or (loss) from real estate:		· · · · · · · · · · · · · · · · · · ·		,	
a Debt-financed property				·	
b Not debt-financed property					
Net rental income or (loss) from personal					
property					
Other investment income					
Gain or (loss) from sales of assets other					
than inventory			18	<129,984.38>	
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory		·			
Other revenue:					
a					
b		-			·· -
C					
d	_				
e	_			12 020 51	0 0
Subtotal. Add columns (b), (d), and (e)	<u> </u>	0.0	00	<13,828.51>	0.0
Total. Add line 12, columns (b), (d), and (e)				13	<13,828.5
ee worksheet in line 13 instructions to verify calculation					
Part XVI-B Relationship of Activitie	es to the Accon	plishment of	Exempt F	Purposes	
ine No Explain below how each activity for which	income is reported in a	olumn (a) of Bart VI	/I. A contribute	ud importantly to the accomp	lichment of
the foundation's exempt purposes (other				a importantly to the accomp	iisiiiiciit oi
NOT APPLICABLE	man by providing famou	, 101 00011 parpooco,	<u> </u>		
HOI AFFIICADUE					
·····					

	m 990-F art X\	/II Information I	Regard							nship		1 – 6 0 4 0 Nonchari			age 13
1	Did th	Exempt Organization directly or in			following with	any othe	r organizai	tion de	scribed in s	section 5	01(c) of			Yes	No
	the Co a Trans (1) C	ode (other than section 501 fers from the reporting four ash	(c)(3) orga	anızatıons) or ın se	ction 527, rela	iting to po					- (0, -		1a(1)		х
		Other assets transactions:											1a(2)	•	X
		sales of assets to a nonchar	ıtable exer	npt organization									1b(1)		X
	(2) F	urchases of assets from a	noncharita	ble exempt organiz	zation								1b(2)		X
	٠,	tental of facilities, equipmer	-	assets									1b(3)		X
		Reimbursement arrangemer	nts										1b(4)		X
		oans or loan guarantees Performance of services or i	mamharah	in or fundraising s	aliaitatiana								1b(5) 1b(6)		X
		ng of facilities, equipment, r				95							10(0) 1c		X
	or sei	answer to any of the above vices given by the reporting in (d) the value of the good (b) Amount involved	g foundation	on. If the foundatio	n received less eceived.	s than fair	market va		any transac	ction or s	haring arra	ngement, sho	ow in		ente
<u>a</u> ,	Line no	(b) Amount involved	NOT	APPLICAL		ipt organi		-+-	(u) Descri	ption of tra	ansiers, trans	actions, and sh	aring ar	angem	ents
			HOI	AFFILCA	מחכ			_							-
			1												-
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			-									 ,			
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_													•		
			-					-+-							
				 											
	ın sec	foundation directly or indirection 501(c) of the Code (ot	her than s	•	•		empt orga	nızatıoı	ns describe	ed] Yes	<u> </u>	☐ No
		(a) Name of o	organizatio	n	(b) 1	Type of or	ganization	1		(c) D	escription	of relationshi	0		
7	A TC	PPLICABLE					-	-	_						
								+							
		^						+							
	and con	endities of perjury, I declare that highest Declaration of preparer (o	other than (a)							je .		nd belief, it is tru	е, согте	ct,	
16 16	<u></u> st	gnature of officer or trustee		<u> </u>		Date	1	Dei	Title	Charles		De	ude=+-		mber
Sign Here	d er's Inly	Preparer's signature		<u> </u>				Date		Check of self- employ	red ▶ 🗀	Preparer's	s identif	ying nu	noer
	Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code									none no.				

Form **990-PF** (2009)

Phone no.

	describe the kind(s) of property solo ck warehouse; or common stock, 20		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 687.063 SHS TEI	687.063 SHS TEMPLETON FOREIGN FUND CLASS A			12/17/09	12/21/09
	5,876.209 SHS TEMPLETON FOREIGN FUND CLASS A			12/19/08	
c 44,656.512 SHS			P	VARIOUS	
d 1,218.488 SHS			P	12/19/08	
		RATE FUND ADMIRAL		11/24/09	
1	D.1.011. 1211 00111 0.		-		
g				1	
h					-
1	· · ·				
1					
k	•				
1					
m					
n					
0					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		Gain or (loss) lus (f) minus (g)	
a 4,404.07		4,376.60			27.47
b 294,066.50		203,537.98		8	9,917.37
c 296,519.23		523,783.40			6,653.02>
d 8,090.77		5,422.27			2,668.50
e 220,000.00		215,944.70			4,055.30
f <u>2207000</u>		213,3111,0			1,033.30
g	-				
h					
1					
-					
<u>k</u>					
1					
m					
n			· ·		
0				· · · · · · · · · · · · · · · · ·	
	g gain in column (h) and owned by t	he foundation on 12/31/69	(1) Los	ses (from col. (h))	
Tompion only for accord showing	· · · · · · · · · · · · · · · · · · ·		Gains (excess o	of col. (h) gain over	col. (k).
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (1) over col. (1), if any	but n	ot less than "-0-")	
<u>a</u>					27.47 9,917.37
<u>b</u>					
C					6,653.02>
d					2,668.50
<u>e</u>					4,055.30
<u>f</u>					
9					
<u>h</u>					
1.	-				
<u>k</u>	-				
			. =-		
<u>m</u>		· · · · · · · · · · · · · · · · · · ·			
<u>n</u>					
0 ,			-	_	
2 Capital gain net income or (net ca	pital loss) { If gain, also enter *-0	in Part I, line 7 -" in Part I, line 7 }	2	<12	9,984.38>
3 Net short-term capital gain or (los If gain, also enter in Part I, line 8,	column (c).	d (6):		ar / a	
If (loss), enter "-0-" in Part I, line 8	<u> </u>		3	N/A	

FORM 990-PF INTEREST ON SAV	INGS A	ND TEM	PORARY CA	ASH II	IVESTMENTS	STATEMENT	1
SOURCE						AMOUNT	
WELLS FARGO					•	10	.52
TOTAL TO FORM 990-PF, PART I	, LINE	3, CO	LUMN A			10	.52
FORM 990-PF DIVIDEN	DS AND	INTER	EST FROM	SECUE	RITIES	STATEMENT	2
SOURCE		GROSS	AMOUNT	_	ITAL GAINS IVIDENDS	COLUMN (A	۲)
CHEVRON FIRST EAGLE GLOBAL FUND CLASS I TEMPLETON FOREIGN FUND CLASS A		2	5,600.00 7,978.72 4,376.59		0.00 0.00 0.00	5,600 27,978 4,376	.72
VANGUARD SHORT TERM CORPORAT ADMIRAL FUND VANGUARD TOTAL STOCK MARKET INDEX ADMIRAL FUND	E		0,142.80 8,047.24		0.00	30,142 48,047	
TOTAL TO FM 990-PF, PART I,	LN 4 =	11	6,145.35	<u> </u>	0.00	116,145	.35
FORM 990-PF		TAX	ES			STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM		
EXCISE TAX ON INVESTMENT INCOME PAYROLL TAX		336.49 732.00		0.00			.00
TO FORM 990-PF, PG 1, LN 18	3,	068.49	12	24.12		607	.88

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES' MENT INCO		
DUES INSURANCE OFFICE PROFESSIONAL FEES	350.00 151.08 45.00 3,725.00	25 0	.00 .62 .00	350.00 125.46 45.00 3,725.00
TO FORM 990-PF, PG 1, LN 23	4,271.08	25	.62	4,245.46
DESCRIPTION BASIS ADJUSTMENT TO BOOK BALA CLASS A	NCE OF TEMP	LETON FORE	IGN FUND	AMOUNT 27,813.90
TOTAL TO FORM 990-PF, PART II	I, LINE 3			27,813.90
FORM 990-PF	OTHER INV	ESTMENTS		STATEMENT 6
DESCRIPTION		LUATION ETHOD	BOOK VALUE	FAIR MARKET VALUE
FIRST EAGLE GLOBAL CLASS I TEMPLETON FOREIGN FUND CLASS CHEVRON VANGUARD SHORT TERM CORPORATE VANGUARD TOTAL STOCK MARKET I	A BOND	FMV FMV FMV FMV FMV	1,298,710.15 0.00 41,906.25 683,885.76 2,288,176.58	0.00 161,940.00 696,266.80
TOTAL TO FORM 990-PF, PART II	, LINE 13	_	4,312,678.74	5,376,052.53

FORM 990-PF PART VIII - LIST TRUSTEES AND	STATEMENT 7		
NAME AND ADDRESS	TITLE AND COMPEN- AVRG HRS/WK SATION	EMPLOYEE BEN PLAN CONTRIB	
BEN F VAUGHAN III P. O. BOX 2233 AUSTIN, TX 78768-2233	PRESIDENT & TRUSTEE 1.00 0.00	0.00	0.00
DAPHNE VAUGHAN P. O. BOX 2233 AUSTIN, TX 78768-2233	SEC., TREASURER & TRUSTEE 0.15 0.00		0.00
BEN F VAUGHAN IV P. O. BOX 2233 AUSTIN, TX 78768-2233	VICE PRES., & TRUSTEE 1.00 0.00	0.00	0.00
GENEVIEVE VAUGHAN P. O. BOX 2233 AUSTIN, TX 78768-2233	VICE PRES., & TRUSTEE 1.00 0.00	0.00	0.00
WILLIAM R WARD, JR P. O. BOX 2233 AUSTIN, TX 78768-2233	ASST. SEC., & ASST. TREAS. 1.50 1,800.00		0.00
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII 1,800.00	0.00	0.00

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8 PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BEN F VAUGHAN, III, P. O. BOX 2233, AUSTIN, TEXAS 78768-2233 512-477-4726

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION SHOULD INCLUDE A COVER LETTER. A TWO- TO FOUR-PAGE PROPOSAL REQUESTING A SPECIFIC AMOUNT OF MONEY, COPY OF IRS EXEMPT LETTER, IRS FORM 990 AND DETAILED BUDGETARY INFORMATION (IF AVAILABLE).

ANY SUBMISSION DEADLINES

APPLICATIONS MUST BE RECEIVED BY THE FOUNDATION BY JUNE 1. ALL APPLICATIONS RECEIVED AFTER JUNE 1 WILL BE CONSIDERED THE FOLLOWING YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO GRANTS TO INDIVIDUALS, NO LOANS, NO SUPPORT FOR NON-PUBLIC CHARITABLE ORGANIZATIONS. MAJORITY OF THE GRANTS ARE MADE TO APPLICANTS FROM CENTRAL AND SOUTH TEXAS. MAJORITY OF THE GRANTS ARE RELATIVELY SMALL. FOUNDATION'S CHARITABLE COMMITMENT IS TO EDUCATIONAL, CULTURAL, RELIGIOUS, HEALTH CARE, WELFARE, YOUTH, WOMEN, LITERACY AND ENVIRONMENT ORGANIZATIONS.

STATEMENT

FORM 990-PF

	DURING THE YEAR		
RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT		AMOUNT
ABRAHAM'S VISION OF PEACE, INC 270 CHESTNUT ST., SUITE 202 REDWOOD CITY, CA 94063		PUBLIC CHARITY	2,000.00
ANY BABY CAN OF AUSTIN 1121 EAST 7TH ST AUSTIN, TX 78702	NONE CANDLELIGHTERS CHILDHOOD CANCER PROGRAM	PUBLIC CHARITY	2,500.00
AUSTIN YMBL SUNSHINE CAMPS PO BOX 684980 AUSTIN, TX 78768		PUBLIC CHARITY	2,500.00
AUSTIN COMMMUNITY FOUNDATION FOR THE CAPITAL AREA, AUSTIN IMMIGRANT RIGHTS - 1304 E 6TH STREET, SUITE 3 AUSTIN, TX 78702	SUPPORT DEFENSE OF BASIC HUMAN RIGHTS AND	PUBLIC CHARITY	2,000.00
AUSTIN COMMUNITY FOUNDATION FOR THE CAPITAL AREA, ANN RICHARDS SCHOOL - 2206 PRATHER LANE AUSTIN, TX 78704		PUBLIC CHARITY	5,000.00
ADMISSION CONTROL COLLEGE FORWARD PO BOX 142308 AUSTIN, TX 78714	SUPPORT CENTRAL TEXAS	PUBLIC CHARITY	5,000.00
BLUE LAPIS LIGHT PO BOX 1821 AUSTIN, TX 78767	NONE SUPPORT AREIAL DANCE AND MOVEMENT CLASSES	PUBLIC CHARITY	4,000.00
BASTROP COUNTY EMERGENCY FOOD PANTRY, INC P O BOX 953 BASTROP, TX 78602	NONE EMERGENCY ASSISTANCE PROGRAM	PUBLIC CHARITY	1,000.00

GRANTS AND CONTRIBUTIONS

THE RACHAEL AND BEN VAUGHAN FOU	NDATION		, 74-6040479
BIG BROTHERS BIG SISTERS OF CENTRAL TEXAS, INC 1400 TILLERY STREET AUSTIN, TX 78721	NONE MENTOR AT RISK YOUTHS	PUBLIC CHARITY	1,500.00
BONEFISH & TARPON UNLIMITED, INC 24 DICKSIDE LANE, PMB 83 KEY LARGO, FL 33037	NONE SUPPORT RESEARCH	PUBLIC CHARITY	500.00
CAPITAL AREA FOOD BANK OF TEXAS, INC 8201 S CONGRESS AVE AUSTIN, TX 78745	SUPPORT MEAT &	PUBLIC CHARITY	5,000.00
CARITAS OF AUSTIN PO BOX 1947 AUSTIN, TX 78767	NONE SERVICES TO LOW INCOME FAMILIES	PUBLIC CHARITY	5,000.00
CONSPIRARE 1033 LA POSADA DRIVE, SUITE 130 AUSTIN, TX 78752	NONE SUPPORT PROGRAM 'BIG SINGS' COMMUNITY OUT REACH	PUBLIC CHARITY	5,000.00
CORPUS CHRISTI HOPE HOUSE INC 658 ROBINSON CORPUS CHRISTI, TX 78404		PUBLIC CHARITY	2,500.00
CRISTO REY CATHOLIC CHURCH 2208 EAST SECOND STREET AUSTIN, TX 78702			7,500.00
CASA COURT APPOINTED SPECIAL ADBOCATES OF NUECES COUNTY INC PO BOX 4 CORPUS CHRISTI, TX 78403	NONE PROMOTE JUSTICE	PUBLIC CHARITY	1,000.00
CHILD ADVOCATES OF SAN ANTONIO 406 SAN PEDRO SAN ANTONIO, TX 78212	NONE SUPPORT PROGRAM	PUBLIC CHARITY	1,000.00
FRONT STEPS, INC 500 EAST SEVENTH STREET AUSTIN, TX 78701	NONE HOUSING PROGRAM TO END HOMELESSNESS	PUBLIC CHARITY	5,000.00

THE RACHAEL AND BEN VAUGHAN FOU	JNDATION		74-6040479
FOUNDATION COMMUNITIES 3036 S 1ST ST, STE 200 AUSTIN, TX 78704		PUBLIC CHARITY	5,000.00
FAMILY ELDERCARE, INC 2210 HANCOCK DRIVE AUSTIN, TX 78756	NONE SUPPORT BILL PAYER SERVICES TO FRAIL LOW INCOME ADULTS	PUBLIC CHARITY	2,500.00
GOOD SAMARITAN RESCUE MISSION PO BOX 65 CORPUS CHRISTI, TX 78403		PUBLIC CHARITY	1,000.00
GOODWILL INDUSTRIES OF CENTRAL TEXAS 1015 NORWOOD PARK BLVD AUSTIN, TX 78753	NONE FOR THE JOB CONNECTION PROGRAM	PUBLIC CHARITY	4,000.00
HEALY-MURPHY CENTER 618 LIVE OAK SAN ANTONIO, TX 78202	NONE GENERAL SUPPORT FOR QUALITY, AFFORDABLE CHILD CARE	PUBLIC CHARITY	1,000.00
HOPE SPRINGS INSTITUTE 4988 MINERAL SPRINGS ROAD PEEBLES, OH 45660	NONE BUILD WOMENS LEADERSHIP OF MARGINALIZED IN SOUTH AFRICA	PUBLIC CHARITY	8,000.00
HAITIAN HEALTH FOUNDATION INC 97 SHERMAN STREET NORWITCH, CT 06360	NONE PROVIDE FOOD, SUPPLIES AND EDUCATION FOR DISPLACED REFUGEES	PUBLIC CHARITY	2,000.00
INTERNATIONAL MEDIA PROJECT, FIRE 1714 FRANKLIN ST., #100-251 OAKLAND, CA 94612	NONE FOR 'WINGS OF A BUTTERFLY' PRODUCTION & DISTRIBUTION	PUBLIC CHARITY	5,000.00
INTERNATIONAL HUMANITIES CENTER, ABC 860 VIA DE LA PAZ, SUITE B-1 PACIFIC PALISADES, CA 90272	NONE ASSIST POOR PEOPLE IN CONTAMINATED AREA OF US MILITA	PUBLIC CHARITY	4,000.00
JUAN DIEGO CATHOLIC HIGH SCHOOL 800 HERNDON LANE AUSTIN, TX 78704	NONE PROVIDE SCHOLORSHIPS	PUBLIC CHARITY	5,000.00

THE RACHAEL AND BEN VAUGHAN FOU	NDATION		, 74-6040479
KIPP AUSTIN COLLEGE PREPARATORY SCHOOL INC 8509 FM 969, BLDG C AUSTIN, TX 78724	HORE TO STAGE DRAGDESS		10,000.00
LANDA GARDENS CONSERVANCY PO BOX 12243 SAN ANTONIO, TX 78212	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
LAMBI FUND OF HAITI P O BOX 18955 WASHINGTON, DC 20036	NONE GRASSROOTS ENVIRONMENTAL PROGRAM	PUBLIC CHARITY	5,000.00
MERCED HOUSING TEXAS 212 W LAUREL STEET SAN ANTONIO, TX 78212		PUBLIC CHARITY	2,500.00
MANOS DE CRISTO INC 4911 HARMON AVE AUSTIN, TX 78751	NONE DENTAL SERVICES TO LOW INCOME INDIVIDUALS & FAMILIY	PUBLIC CHARITY	7,500.00
MOBILE LOAVES & FISHES 5524 BEE CAVE ROAD, BLDG M AUSTIN, TX 78746	NONE SERVE MEALS TO HOMELESS	PUBLIC CHARITY	5,200.00
MEALS ON WHEELS AND MORE, INC 3227 E 5TH ST AUSTIN, TX 78702	NONE SUPPORT THE 'HANDY WHEELS' PROGRAM	PUBLIC CHARITY	
MENTAL HEALTH MENTAL RETARDATION CENTER AUSTIN TRAVIS COUNTY 1430 COLLIER ST AUSTIN, TX 78704	PROVIDE COMMUNITY	PUBLIC CHARITY	1,000.00
NEW RADIO & PERFORMING ARTS INC 124 BOURNE ST ROSINDALE, MA 02131	NONE SUPPORT WEEKLY RADIO SHOW FOR WOMEN AROUND THE WORLD	PUBLIC CHARITY	3,000.00
NATIONAL AUDUBON SOCIETY 427 STERLING ST #109 AUSTIN, TX 78704	NONE COASTAL STEWARDSHIP TO PROTECT NATURAL RESOURCES	PUBLIC CHARITY	3,000.00

THE RACHAEL AND BEN VAUGHAN FOU	NDATION		, . 74-6040479
NATIONAL WILDLIFE FEDERATION 44 EAST AVENUE, STE 200 AUSTIN, TX 78701	NONE SUPPORT TEXAS LIVING WATERS WORKS		5,000.00
PEEWEE'S PET ADOPTION WORLD AND SANCTUARY, INC 3636 S ALAMEDA, SUITE B, PMB 175 CORPUS CHRISTI, TX 78411	SPRAY, NEUTER & VETERINARY CARE AT	PUBLIC CHARITY	2,500.00
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 243 CHARLES ST BOSTON, MA 02114	PROJECT ON USHER	PUBLIC CHARITY	7,500.00
PEACE DEVELOPMENT FUND PO BOX 1280 AMHERST, MA 01004	NONE PROMOTE GENDER EQUALITY & CULTURE OF NON VIOLANCE	PUBLIC CHARITY	5,000.00
PROYECTO DESARROLLO HUMANO INC PO BOX 1017 PENITAS, TX 78576	NONE SUPPORT FREE DENTAL CLINIC	PUBLIC CHARITY	5,000.00
SAINT EDWARDS UNIVERSITY, CAMP 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704	NONE FOR COLLEGE ASSISTANCE MIGRANT PROGRAM	PUBLIC CHARITY	5,000.00
SAINT LUKE'S EPISCOPAL SCHOOL OF SAN ANTONIO 15 SAINT LUKE'S LANE SAN ANTONIO, TX 78209		PUBLIC CHARITY	10,000.00
SAINT MARY'S HALL 9401 STARCREST DR SAN ANTONIO, TX 78217	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
SEA CITY WORK CAMP INC PO BOX 10449 CORPUS CHRISTI, TX 78460	NONE FOR 2011 HOUSING REHABILITATION WORK CAMP	PUBLIC CHARITY	1,000.00
SPIRITHORSE THERAPEUTIC RIDING CENTER 1960 POST OAK DRIVE CORINTH, TX 76210	NONE SUPPORT AUTISM TREATMENT EXPANSION PROJECT	PUBLIC CHARITY	1,000.00

THE RACHAEL AND BEN VAUGHAN FOU	NDATION		74-6040479
SEATON HEALTHCARE 1201 WEST 38TH STREET AUSTIN, TX 78705		PUBLIC CHARITY	5,000.00
SALVATION ARMY 501 E 8TH STREET AUSTIN, TX 78767		PUBLIC CHARITY	2,500.00
SPRAY-NEUTER-INJECT-PROTECT OF SAN ANTONIO 6338 NORTH NEW BRAUNFELS #185 SAN ANTONIO, TX 78209	NONE PROVIDE MEDICAL NEEDS OF RESCURED ANIMALS	PUBLIC CHARITY	4,000.00
TEXAS CONVERSATION ALLIANCE PO BOX 6295 TYLER, TX 75711	NONE FOR WATER RESOURCES PROJECTS THAT PROTECT RIVERS	PUBLIC CHARITY	1,000.00
TEXAS RIO GRANDE LEGAL AID, INC 4920 N I-35 AUSTIN, TX 78751		PUBLIC CHARITY	1,000.00
UNIVERSITY OF TEXAS AUSTIN CLASSICS DEPARTMENT UNIVERSITY STATION C3400 AUSTIN, TX 78712	NONE EXPENSES TOWARD CONFERENCE	PUBLIC CHARITY	5,000.00
UNIVERSITY CATHOLIC CENTER 2010 UNIVERSITY DR AUSTIN, TX 78705	NONE AUGMENT SALARY AND BENEFITS FOR FEMALE CAMPUS MINISTER	PUBLIC CHARITY	2,500.00
VINCARE SERVICES OF AUSTIN FOUNDATION 2026 GUADALUPE STEET AUSTIN, TX 787051	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,500.00
WILD CAT CONSERVATION, INC PO BOX 1206 KINGSVILLE, TX 78364	NONE FOR 'NONINVASIVE MONITORING FOR OCELOTS	PUBLIC CHARITY	5,000.00
CRIME PREVENTION INSTITUTE INC 8101 FM 969 AUSTIN, TX 78724	NONE TRANSITION MEN & WOMEN FROM INCARCERATION TO COMMUNITIES	PUBLIC CHARITY	1,000.00

THE RACHAEL AND BEN VAUGHAN FO	UNDATION		74-6040479
BASTROP COUNTY WOMENS SHELTER, INC PO BOX 736 BASTROP, TX 78602	NONE SUPPORT WOMEN AND CHILDREN DOMESTIC VICTIMS OF VIOLENCE	PUBLIC CHARITY	1,000.00
HELPING HAND HOME FOR CHILDREN 3804 AVE B AUSTIN, TX 78751	NONE SUPPORT RESEDENTIAL TREATMENT CENTER PROGRAM FOR CHILDREN	PUBLIC CHARITY	1,000.00
TOTAL TO FORM 990-PF, PART XV, L	INE 3A		220,200.00