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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 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 changeUse the
IRS label
Otherwise,
print
or type.
See Specific
Instructions.EARNEST & DORTHY BARROW FOUNDATION
MUSEUM
331 W. AVENUE B.
SAN ANGELO, TX 76903

A Employer identification number

75-1550896

B Telephone number (see the instructions)

325-469-3788

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

\$ 3,744,989.

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

520.

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

14,777.

14,777.

N/A

4 Dividends and interest from securities

18,932.

18,932.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

-4,932.

b Gross sales price for all assets on line 6a 84,588.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

155,350.

12 Total. Add lines 1 through 11

184,647.

33,709.

ADMINISTRATIVE AND EXPENSES

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages

51,856.

51,856.

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 2

4,000.

4,000.

b Accounting fees (attach sch) SEE ST 3

5,821.

1,746.

4,075.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instr) SEE STM 4

16,202.

16,202.

19 Depreciation (attach sch) and depletion

4,995.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 5

85,287.

11,036.

74,251.

24 Total operating and administrative expenses. Add lines 13 through 23

168,161.

12,782.

150,384.

25 Contributions, gifts, grants paid PART XV

30.

30.

26 Total expenses and disbursements. Add lines 24 and 25

168,191.

12,782.

150,414.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

16,456.

b Net investment income (if negative, enter -0-)

20,927.

c Adjusted net income (if negative, enter -0-)

Part I 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	61,180.	165,247.	165,247.		
	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 (attach schedule) (see the instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges		2,565.	2,565.		
	10a	Investments — U S and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule) STATEMENT 6	562,819.	564,326.	587,865.		
	c	Investments — corporate bonds (attach schedule) STATEMENT 7	379,009.	353,855.	385,905.		
	LIABILITIES	11	Investments — land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments — mortgage loans					
13		Investments — other (attach schedule) STATEMENT 8	280,999.	665,843.	688,026.		
14		Land, buildings, and equipment basis 131,940.					
		Less: accumulated depreciation (attach schedule) SEE STMT 9 73,657.	56,020.	58,283.	1,021,278.		
15		Other assets (describe SEE STATEMENT 10)	894,103.	894,103.	894,103.		
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	2,234,130.	2,704,222.	3,744,989.		
17		Accounts payable and accrued expenses	1,127.	2,229.			
18		Grants payable					
19	Deferred revenue						
20	Loans from officers, directors, trustees, & other disqualified persons						
21	Mortgages and other notes payable (attach schedule)						
22	Other liabilities (describe)						
23	Total liabilities (add lines 17 through 22)	1,127.	2,229.				
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	1,278,296.	1,747,286.			
	28	Paid-in or capital surplus, or land, building, and equipment fund.					
	29	Retained earnings, accumulated income, endowment, or other funds	954,707.	954,707.			
	30	Total net assets or fund balances (see the instructions)	2,233,003.	2,701,993.			
	31	Total liabilities and net assets/fund balances (see the instructions)	2,234,130.	2,704,222.			

Part II Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,233,003.
2	Enter amount from Part I, line 27a	2	16,456.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	453,648.
4	Add lines 1, 2, and 3	4	2,703,107.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	1,114.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,701,993.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 13				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-4,932.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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 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 (column (b) divided by column (c))
2008	151,865.	1,128,078.	0.134623
2007	59,480.	2,195,519.	0.027092
2006	60,337.	1,949,900.	0.030944
2005	41,029.	2,067,714.	0.019843
2004	30,410.		

2 Total of line 1, column (d)	2	0.212502
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	0.042500
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,308,992.
5 Multiply line 4 by line 3	5	55,632.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	209.
7 Add lines 5 and 6	7	55,841.
8 Enter qualifying distributions from Part XII, line 4	8	150,414.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)	1	209.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	209.
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	209.
6	Credits/Payments		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	2,774.
b	Exempt foreign organizations — tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,774.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,565.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 2,565. Refunded	11	0.

Part VIII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation.</i>	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)? <i>If 'Yes,' complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>OLIVER, RAINEY & WOJTEK, LLP</u> Telephone no <u>(325) 942-6713</u>			
	Located at <u>2909 SHERWOOD WAY SAN ANGELO TX</u> ZIP + 4 <u>76901</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

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

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

0

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services — (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 15	
	150,414.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,250,230.
b	Average of monthly cash balances	1b	78,696.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,328,926.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,328,926.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	19,934.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,308,992.
6	Minimum investment return. Enter 5% of line 5	6	65,450.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	150,414.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	150,414.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	209.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	150,205.

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 instructions)

N/A

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e.				
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ _____				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus				
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.				
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 instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see 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 instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

BAA

Form 990-PF (2009)

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year		Prior 3 years		(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
33,709.		109,776.	89,729.	233,214.
28,653.		93,310.	76,270.	198,233.

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

150,414.	152,091.	59,480.	60,337.	422,322.
----------	----------	---------	---------	----------

d Amounts included in line 2c not used directly for active conduct of exempt activities

				0.
--	--	--	--	----

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

150,414.	152,091.	59,480.	60,337.	422,322.
----------	----------	---------	---------	----------

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

	37,603.	73,184.	64,997.	175,784.
--	---------	---------	---------	----------

c 'Support' alternative test — enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part VII Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> EDEN CHAMBER OF COMMERCE 409 WEST BLANCHARD STREET EDEN , TX 76837	NONE			30.
Total			3a	30.
<i>b Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	14,777.	
4	Dividends and interest from securities			14	18,932.	
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	-4,932.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	FARM LEASE					10,900.
b	OIL & GAS ROYALTIES			15	124,287.	
c	SALE OF RAISED LIVESTOCK					20,163.
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				153,064.	31,063.
13	Total. Add line 12, columns (b), (d), and (e)				13	184,127.

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

Part XVLB Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

2009

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EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

75-1550896

6/14/11

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FARM LEASE	\$ 10,900.		
OIL & GAS ROYALTIES	124,287.		
SALE OF RAISED LIVESTOCK	20,163.		
TOTAL	\$ 155,350.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES ...	\$ 4,000.			\$ 4,000.
TOTAL	\$ 4,000.	\$ 0.		\$ 4,000.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 5,821.	\$ 1,746.		\$ 4,075.
TOTAL	\$ 5,821.	\$ 1,746.		\$ 4,075.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES...	\$ 4,893.			\$ 4,893.
PRODUCTION TAXES	6,386.			6,386.
PROPERTY TAXES ..	4,923.			4,923.
TOTAL	\$ 16,202.	\$ 0.		\$ 16,202.

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EARNST & DORTHY BARROW FOUNDATION
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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO EXPENSE	\$ 2,367.			\$ 2,367.
BANK FEES	92.			92.
COMMISSIONS	132.			132.
CONTRACT LABOR	2,759.			2,759.
DEPLETION	18,643.			18,643.
EMPLOYEE BENEFITS	10,696.			10,696.
FEED, MINERAL & SEED	3,350.			3,350.
INSURANCE	2,280.			2,280.
INVESTMENT FEES	11,036.	\$ 11,036.		
MEALS & ENTERTAINMENT	1,131.			1,131.
MEDICAL EXPENSE	2,727.			2,727.
OFFICE EXPENSES	102.			102.
POSTAGE	98.			98.
RANCH AUTO EXPENSE	5,081.			5,081.
RANCH CONTRACT LABOR	1,575.			1,575.
RANCH MEALS & ENTERTAINMENT	245.			245.
RANCH SUPPLIES	7,412.			7,412.
RANCH TELEPHONE	685.			685.
RANCH UTILITIES	361.			361.
RENTAL EXPENSES	492.			492.
REPAIR & MAINTENANCE	3,042.			3,042.
SUPPLIES	5,931.			5,931.
TELEPHONE	175.			175.
UTILITIES	4,875.			4,875.
TOTAL	\$ 85,287.	\$ 11,036.		\$ 74,251.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	COST	\$ 564,326.	\$ 587,865.
	TOTAL	\$ 564,326.	\$ 587,865.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS	COST	\$ 353,855.	\$ 385,905.
	TOTAL	\$ 353,855.	\$ 385,905.

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STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
PATRONAGE DIVIDEND	COST	\$ 9.	\$ 9.
ALTERNATIVE INVESTMENTS	COST	129,035.	134,732.
REAL ESTATE & SPECIALTY ASSETS	COST	101,794.	118,280.
OIL & GAS INTEREST	MKT VAL	435,005.	435,005.
	TOTAL	\$ 665,843.	\$ 688,026.

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 9,977.	\$ 0.	\$ 9,977.	\$ 9,977.
MACHINERY AND EQUIPMENT	12,187.	410.	11,777.	11,777.
BUILDINGS	50,770.	28,913.	21,857.	21,857.
IMPROVEMENTS	38,303.	33,175.	5,128.	5,128.
LAND	1,345.		1,345.	964,340.
MISCELLANEOUS	19,358.	11,159.	8,199.	8,199.
TOTAL	\$ 131,940.	\$ 73,657.	\$ 58,283.	\$ 1,021,278.

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
1934 FORD TRUCK	\$ 6,000.	\$ 6,000.
1935 MORRIS AUTO	7,000.	7,000.
ANTIQUE NICKELODEON	2,000.	2,000.
ANTIQUE ORGAN	17,500.	17,500.
ANTIQUE PIANO	10,000.	10,000.
ARROWHEAD COLLECTION	7,250.	7,250.
BARBED WIRE COLLECTION	7,650.	7,650.
BARROW JEWELRY & FURNITURE	122,651.	122,651.
BYNUM GUN ETC	250.	250.
CAROUSEL	2,500.	2,500.
FIGURINE COLLECTION	3,760.	3,760.
MUSEUM CONTENTS	703,192.	703,192.
RAILROAD CABOOSE	4,350.	4,350.
TOTAL	\$ 894,103.	\$ 894,103.

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STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

OIL & GAS INTEREST	\$	435,005.
STATUTORY DEPLETION		18,643.
TOTAL	\$	<u>453,648.</u>

STATEMENT 12
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FEDERAL EXCISE TAX	\$	435.
FOREIGN TAXES.		168.
IRS PENALTY		352.
OTHER ADJUSTMENT		159.
TOTAL	\$	<u>1,114.</u>

STATEMENT 13
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	67 SHRS SYSCO CORP	PURCHASED	VARIOUS	1/28/2010
2	114 SHRS COMCAST CORP CLASS A	PURCHASED	10/08/2007	3/26/2010
3	169 SHRS GENERAL ELECTRIC CO	PURCHASED	VARIOUS	3/26/2010
4	157 SHRS SYSCO CORP	PURCHASED	VARIOUS	3/15/2010
5	369 SHRS PFIZER INC	PURCHASED	VARIOUS	4/23/2010
6	41 SHRS TARGET CORP	PURCHASED	12/10/2007	4/23/2010
7	36 SHRS TRACTOR SUPPLY CO	PURCHASED	VARIOUS	4/23/2010
8	74 SHRS WALT DISNEY	PURCHASED	10/08/2007	4/23/2010
9	53 SHRS CARNIVAL CORP	PURCHASED	10/08/2007	5/19/2010
10	94 SHRS COMCAST CORP CLASS A	PURCHASED	10/08/2007	5/19/2010
11	128 SHRS MICROSOFT CORP	PURCHASED	10/08/2007	6/09/2010
12	120 SHRS QUEST DIAGNOSTICS INC	PURCHASED	VARIOUS	6/09/2010
13	134 SHRS TRAVELERS COMPANIES, INC.	PURCHASED	VARIOUS	7/08/2010
14	143 SHRS HARSCO CORP	PURCHASED	VARIOUS	8/30/2010
15	100 SHRS TRACTOR SUPPLY CO	PURCHASED	4/28/2008	8/31/2010
16	6 SHRS APPLE INC	PURCHASED	10/02/2008	10/01/2010
17	86 SHRS PETROLEO BRASILEIRO SA-COMM ADR	PURCHASED	VARIOUS	11/09/2010
18	25,000 SHRS SBC COMMUNICATIONS	PURCHASED	10/10/2007	11/15/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	1,847.		2,229.	-382.				\$ -382.
2	2,027.		2,721.	-694.				-694.
3	3,076.		5,059.	-1,983.				-1,983.
4	4,475.		4,420.	55.				55.
5	6,195.		8,477.	-2,282.				-2,282.
6	2,296.		2,277.	19.				19.
7	2,450.		1,341.	1,109.				1,109.
8	2,696.		2,616.	80.				80.
9	2,042.		2,696.	-654.				-654.
10	1,644.		2,244.	-600.				-600.

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
11	3,381.		3,804.	-423.				\$ -423.
12	6,301.		5,837.	464.				464.
13	6,537.		6,771.	-234.				-234.
14	2,961.		6,540.	-3,579.				-3,579.
15	6,785.		3,699.	3,086.				3,086.
16	1,750.		639.	1,111.				1,111.
17	3,125.		2,996.	129.				129.
18	25,000.		25,154.	-154.				-154.
TOTAL								\$ -4,932.

STATEMENT 14
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DANIEL WILDE 331 W. AVENUE B. SAN ANGELO, TX 76903	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
BRAD HARALSON 331 W. AVENUE B. SAN ANGELO, TX 76903	SECRETARY 0		0.	0.
PAUL STIPANOVIC 331 W. AVENUE B. SAN ANGELO, TX 76903	TREASURER 0		0.	0.
DON PIWONKA 331 W. AVENUE B. SAN ANGELO, TX 76903	DIRECTOR 0		0.	0.
MARGIE CALHOUN 331 W. AVENUE B. SAN ANGELO, TX 76903	DIRECTOR 0		0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

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EARNEST & DORTHY BARROW FOUNDATION
MUSEUM

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STATEMENT 15
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
OPERATION AND MAINTENANCE OF THE EARNEST AND DORTHY BARROW FOUNDATION MUSEUM IN EOLA, TEXAS. THE MUSEUM WAS FOUNDED TO DISPLAY EARNEST & DORTHY BARROW'S EXTENSIVE COLLECTION OF MEMORABILIA FROM THE EARLY DAYS OF THE CONCHO VALLEY.	\$ 150,414.

Form **8868**

(Rev April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return.**• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ▶ ☒• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	EARNEST & DORTHY BARROW FOUNDATION MUSEUM	75-1550896
	Number, street, and room or suite number. If a P.O. box, see instructions	
File by the due date for filing your return. See instructions	331 W. AVENUE B.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SAN ANGELO, TX 76903	

Check type of return to be filed (file a separate application for each return)

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

• The books are in the care of ▶ _____

Telephone No ▶ _____ 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 will cover1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 7/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for▶ ☐ calendar year 20____ or▶ ☒ tax year beginning 12/01, 20 09, and ending 11/30, 20 102 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions

3a \$ 0.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit

3b \$ 0.

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions

3c \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev 4-2009)