efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491049000021

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 12-01-2009 , and ending 11-30-2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE LYDA HILL FOUNDATION	A Employer identification number 75-2708838
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1601 ELM STREET SUITE 5000	B Telephone number (see page 10 of the instructions) (214) 922-1000
	City or town, state, and ZIP code DALLAS, TX 75201	C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 8,234,004

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,425	2,425		
	4	Dividends and interest from securities	13,529	13,529		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-117,845			
	b	Gross sales price for all assets on line 6a 231,098				
	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 or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-101,891	15,954		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	44	44		0
	b	Accounting fees (attach schedule)	9,434	4,717		4,717
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	7,295	20,922		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,882	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,655	25,683		4,717
	25	Contributions, gifts, grants paid	572,737			572,737
	26	**Total expenses and disbursements.** Add lines 24 and 25	591,392	25,683		577,454
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-693,283			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,680,928	2,910,100	2,910,100
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	90		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	778	4,160	4,160
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,116,887	2,187,478	3,156,744
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	238,818	242,480	2,163,000
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,037,501	5,344,218	8,234,004
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
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.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	966,948	966,948	
	29	Retained earnings, accumulated income, endowment, or other funds	5,070,553	4,377,270	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	6,037,501	5,344,218	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,037,501	5,344,218	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,037,501
2	Enter amount from Part I, line 27a	2	-693,283
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,344,218
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,344,218

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-117,845
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	355,203	8,703,052	0 040814
2007	287,380	6,727,032	0 042720
2006	136,343	6,001,554	0 022718
2005	41,053	3,600,295	0 011403
2004	80,299	3,326,693	0 024138

2	**Total** of line 1, column (d)	2	0 141793
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 028359
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,475,929
5	Multiply line 4 by line 3	5	240,369
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	240,369
8	Enter qualifying distributions from Part XII, line 4	8	577,454

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	0
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	0
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,160		
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	4,160
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,160
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 4,160	**Refunded** ▶		11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CO, TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶n/a

14 The books are in care of ▶FRANK MACKEY Telephone no ▶(214) 922-1000

Located at ▶1601 ELM STREET SUITE 5000 DALLAS TX ZIP+4 ▶752014738

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

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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		

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

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

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

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,949,446
b	Average of monthly cash balances	1b	3,488,398
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,167,160
d	**Total** (add lines 1a, b, and c)	1d	8,605,004
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	8,605,004
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	129,075
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,475,929
6	**Minimum investment return.** Enter 5% of line 5	6	423,796

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	423,796
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	0
3	Distributable amount before adjustments Subtract line 2c from line 1	3	423,796
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	423,796
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	423,796

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	577,454
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	577,454
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	577,454

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				423,796
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			385,384	
b Total for prior years 20___ , 20___ , 20___		0		
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.	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 577,454				
a Applied to 2008, but not more than line 2a			385,384	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2009 distributable amount.				192,070
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				231,726
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005. . . .				
b Excess from 2006. . . .				
c Excess from 2007. . . .				
d Excess from 2008. . . .				
e Excess from 2009. . . .				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

Lyda Hill

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

Frank Mackey
1601 Elm Street Suite 5000
DALLAS,TX 75201
(214) 922-1084

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

Letter Form - No Specifications Required

c Any submission deadlines

NONE NONE

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

A publicly supported organization within the meaning of IRC Section 509(a)(1)

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				572,737
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,425	
4 Dividends and interest from securities			14	13,529	
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	-117,845	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-101,891	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -101,891

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2011-02-09	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature: Bryan B Funk	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code: WEAVER AND TIDWELL LLP, 12221 MERIT DRIVE SUITE 1400, DALLAS, TX 75251		EIN	Phone no (972) 490-1970

Additional Data

Software ID: 09000028
Software Version: 2009.05040
EIN: 75-2708838
Name: THE LYDA HILL FOUNDATION

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
United Group Settlement Fund	P	2007-01-31	2009-12-18
210 Shares BP, Plc	P	2004-06-15	2010-02-17
340 shares Emerson Electric	P	2004-03-18	2010-02-17
700 SHares American Express	P	2006-02-10	2010-02-17
224 shares National-Oilwell Varco	P	2007-05-18	2010-02-17
600 Shares Reliance Steel & Aluminum	P	2007-06-19	2010-04-16
Hill Development	P	1989-07-01	2010-05-07
2181 Shares AT&T	P	2006-02-10	2010-11-08
765 Shares Bank of America	P	2006-02-10	2010-11-08
1000 Shares Goodrich Petroleum Corp	P	2007-07-13	2010-11-08
600 Shares Hornbeck Offshore Services	P	2007-06-19	2010-11-08
1000 Shares Nabors Industries	P	2008-06-25	2010-11-08
500 Shares Nucor Corp	P	2008-06-06	2010-11-08

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
351			351
11,296		11,130	166
15,503		10,386	5,117
26,545		37,429	-10,884
9,469		16,773	-7,304
30,830		35,667	-4,837
		58	-58
62,841		52,145	10,696
8,575		34,605	-26,030
12,514		36,194	-23,680
13,433		24,773	-11,340
20,582		49,742	-29,160
19,159		40,041	-20,882

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			351
			166
			5,117
			-10,884
			-7,304
			-4,837
			-58
			10,696
			-26,030
			-23,680
			-11,340
			-29,160
			-20,882

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Lyda Hill 1601 Elm Street Suite 5000 Dallas, TX 75201	President/Director 0 50	0	0	0
MARY JALONICK 900 JACKSON STREET SUITE 705 dallas, TX 75202	director 0 10	0	0	0
Nancy Lewis 1601 Elm Street Suite 5000 Dallas, TX 75201	Director 1 00	0	0	0
Leslie Carlson 5031 North Mesa Rd Suite 100 Castle Rock, CO 80108	VICE PRESIDENT 0 10	0	0	0
Frank Mackey 1601 Elm Street Suite 5000 Dallas, TX 75201	VP/SEC/TREAS 1 00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN RED CROSS4800 Harry Hines Blvd Dallas,TX 75236	NONE	501(c)(3) Public Cha	Support Community Humanitarian Organization Program	20,000
BAYLOR HEALTH CARE SYSTEM FOUNDATION3600 Gaston Avenue Suite 100 Dallas,TX 75246	NONE	501(c)(3) Public Cha	Support research, educational and training programs	11,700
CHILDREN'S MIRACLE NETWORK 4525 S 2300 E Salt Lake City,UT 84117	NONE	501(c)(3) Public Cha	Support Community Assistance Program	1,150
DALLAS ZOOLOGICAL SOCIETY 650 S RL Thornton Freeway Dallas,TX 75203	NONE	501(c)(3) Public Cha	Support Community Assistance Program	50,000
FRIENDS OF THE DALLAS POLICE 3232 MCKINNEY AVE SUITE 855 Dallas,TX 75204	None	501(c)(3) Public Cha	SUPPORT PROGRAMS THAT INCREASE PUBLIC AWARENESS	1,500
GRAMEEN FOUNDATION50 F STREET NW 8TH FLOOR WASHINGTON,DC 20001	NONE	501(c)(3) Public Cha	Support Community Assistance Program	1,150
HOLLINS UNIVERSITYPO BOX 9629 ROANOKE,VA 24020	None	501(c)(3) Public Cha	SUPPORT SCHOOL PROGRAMS	20,000
KERA 3000 HARRY HINES BLVD DALLAS,TX 75201	None	501(c)(3) Public Cha	SUPPORT OF TELEVISION SERVICES	1,500
LEE PARK CONSERVANCYPO Box 190872 Dallas,TX 75219	NONE	501(c)(3) Public Cha	Support Natural Resource Conservation and Protection	12,250
MUSEUM OF GEOMETRIC AND MADI ART3109 Carlisle Street Dallas,TX 75204	NONE	501(c)(3) Public Cha	Support Display of 20th & 21st C Geometric Art & Ed	2,500
PHILANTROPHY ROUNDTABLE1150 17th Street NW Suite 503 Washington,DC 20036	NONE	501(c)(3) Public Cha	Support Effective Philanthropy for Scientific Resear	500
THE DALLAS FOUNDATION900 Jackson Street Suite 705 Dallas,TX 75202	NONE	501(c)(3) Public Cha	Support Community Foundation - grants	1,000
THE HOCKADAY SCHOOL11600 WELCH ROAD DALLAS,TX 75229	None	501(c)(3) Public Cha	SUPPORT SCHOOL PROGRAMS	40,000
THE SALVATION ARMY WOMEN'S AUXILIARYPO BOX 970219 DALLAS,TX 75219	NONE	501(c)(3) Public Cha	Support Community Assistance Program	500
TRINITY RIVER AUDUBON CENTER 2904 SWISS AVE DALLAS,TX 75204	None	501(c)(3) Public Cha	SUPPORT OF THE TRINITY RIVER PROJECT	5,000
Total . . . . ▶ **3a**				572,737

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TRINITY TRUST FOUNDATION 1444 Oak Lawn Suite 200 Dallas, TX 75207	NONE	501(c)(3) Public Cha	Support Community/Neighborhood Program	76,497
TURTLE CREEK ASSOCIATIONPO BOX 192765 DALLAS, TX 75219	None	501(c)(3) Public Cha	SUPPORT OF AREA ENHANCEMENTS AND IMPROVEMENTS	1,000
VAIL VALLEY FOUNDATIONPO Box 309 Vail, CO 81658	NONE	501(c)(3) Public Cha	Support Community Assistance Program	2,342
VISITING NURSE ASSOCIATION 1440 WEST MOCKINGBIRD LANE DALLAS, TX 75247	None	501(c)(3) Public Cha	SUPPORT OF COMMUNITY ASSISTANCE	36,000
WOMEN'S COUNCIL OF THE DALLAS ARBORETUM & BOTANICAL GARDEN8617 GARLAND ROAD DALLAS, TX 75218	None	501(c)(3) Public Cha	SUPPORT PROGRAMS AT THE ARBORETUM	250
WOUNDED WARRIOR PROJECTPO BOX 758519 TOPEKA, KS 66675	NONE	501(c)(3) Public Cha	Support Community Assistance Program	1,750
Educational Opportunities Inc8350 N Central Expy STE 775 Dallas, TX 75206	NONE	501(c)(3) Public Cha	Support STudents in obtaining an education	300
Education First Steps Fund2800 Swiss Ave Dallas, TX 75204	none	501(c)(3) Public Cha	Support Education for children of low income families	200
Nasher Sculpture Center2001 Flora St Dallas, TX 75201	NONE	501(c)(3) Public Cha	Support the Arts	814
Easter Seals of North Texas1424 Hemphill Street Fort Worth, TX 76104	nONE	501(c)(3) Public Cha	Support children and adults with disablities	200
Animals Abused and AbandonedPO Box 25123 Dallas, TX 75225	nONE	501(c)(3) Public Cha	Support abused animals	1,600
Amy Eaton Royer GlacierFlathead FundPO Box 355 Helena, MT 59624	nONE	501(c)(3) Public Cha	Support finances outreach and land conservation in northwestern Montana	1,000
Texas Scottish Rite Hospital2222 Welborn Street Dallas, TX 75219	nONE	501(c)(3) Public Cha	Support Children's healthcare	1,000
Texas Cowboy Hall of fame128 East Exchange Ave Fort Worth, TX 76164	noNE	501(c)(3) Public Cha	support cowboy history	402
SM Wright Foundation2201 Main Street Suite 805 Dallas, TX 75201	nONE	501(c)(3) Public Cha	Support underprivileged families	1,850
Total . . . . ▶ **3a**				572,737

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Trinity Commons Foundation6011 Desco Dallas,TX 75225	nONE	501(c)(3) Public Cha	support trinity river corridor	10,000
American Heart Association7272 Greenville avenue Dallas,TX 75231	nONE	501(c)(3) Public Cha	Support healthy hearts	3,970
Goodwill Industries of Colorado Springs FundPO Box 6300 coloRADO SPRINGS,CO 80934	nonE	501(c)(3) Public Cha	support work to improve lives	2,200
The Cooper Institute12330 Preston Rd Dallas,TX 75230	nONE	501(c)(3) Public Cha	Support preventive health practices	9,452
The Idea Fund of Communities Fdn of TX5500 Caruth Haven Ln Dallas,TX 75225	nONE	501(c)(3) Public Cha	Support achieving charitable goals	14,400
National Parks Conservation Association7777 6th street nw STE 700 WashINGTON,DC 20001	nONE	501(c)(3) Public Cha	Support the National Park System	1,000
Junior League of Dallas Inc8003 Inwood Rd Dallas,TX 75209	nONE	501(c)(3) Public Cha	support voluntarism	25,000
Planned Parenthood of North Texas 7424 Greenville Ave dallas,TX 75231	nONE	501(c)(3) Public Cha	Support planned parenthood	25,000
Crown Heights united methodist church1021 nw 37th st Oklahoma city,OK 73118	nONE	501(c)(3) Public Cha	Support methodist church	500
First United Methodist Church1928 Ross Ave Dallas,TX 75201	nONE	501(c)(3) Public Cha	Support methodist church	500
Pikes Peak community foundation730 N Nevada Ave coLORADO SPRINGS,CO 80903	nONE	501(c)(3) Public Cha	Support Community Activities to strengthen quality of life	2,500
Pikes Peak United Way518 N Nevada Ave coLORADO SPRINGS,CO 80903	nONE	501(c)(3) Public Cha	Support United Way	10,000
BTWHAPVA Advisory Board2501 Flora St Dallas,TX 75201	nONE	501(c)(3) Public Cha	Support Booker T Washington High School	2,500
UT MD Anderson Cancer Center1515 Holcombe Blvd Houston,TX 77030	nONE	501(c)(3) Public Cha	Support Cancer Research	23,760
Planned Parenthood of the Rocky Mountains7155 E 38th Ave Denver,CO 80207	nONE	501(c)(3) Public Cha	Support Planned parenthood	50,000
Total . . . . ▶ **3a**				572,737

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Fine Arts Center30 West Dale Street coLORADO SPRINGS,CO 80903	noNE	501(c)(3) Public Cha	Support fine arts	25,000
Palmer Land TrustPO Box 1281 colORADO SPRINGS,CO 80901	nONE	501(c)(3) Public Cha	Support Land Conservation	20,000
National Geographic Society1145 17th street nw waSHINGTON,DC 20036	nONE	501(c)(3) Public Cha	Support National Geographic	50,000
Texas Discovery GardensPO box 152537 Dallas,TX 75315	nONE	501(c)(3) Public Cha	Support Texas Discovery Gardens	1,000
Amon Carter Museum of American Art 3501 Camp Bowie Boulevard Fort Worth,TX 76107	nONE	501(c)(3) Public Cha	Support the arts	1,000
Foundation Fighting BlindnessPO Box 17279 Baltimore,MD 21203	nONE	501(c)(3) Public Cha	Support fight against blindness	1,000
Total . . . . ▶ **3a**				572,737

TY 2009 Accounting Fees Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,434	4,717		4,717

TY 2009 General Explanation Attachment

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Identifier	Return Reference	Explanation
GREATER THAN 2% OWNERSHIP IN COMPANY	PAGE 5, PART VII-B, QUESTION 3A	TAXPAYER OWNS 3 8% OF THE VOTING STOCK OF HEADS UP TECHNOLOGIES, INC THE TAXPAYER AND ALL DISQUALIFIED PERSONS TOGETHER HOLD NO MORE THAN 20% OF THE VOTING STOCK OF HEADS UP TECHNOLOGIES, INC

TY 2009 Investments Corporate Stock Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Name of Stock	End of Year Book Value	End of Year Fair Market Value
American Express	0	0
AT&T	0	0
Bank of America Corp	0	0
BP PLC	0	0
Chevron Corp.	12,884	19,433
Dow Chemical Co.	39,662	31,180
El Paso Corporation	41,032	26,980
Emerson Electric Co.	0	0
Exxon Mobil Corp	12,212	19,477
Frontier Communications	24,956	18,200
General Electric Co.	83,722	63,320
Goodrich Petroleum Corp	0	0
Heads Up Technology, Inc.	259,250	1,149,750
Hewlett Packard Co.	26,123	25,158
Hornbeck Offshore Services, Inc.	0	0
JP Morgan Chase & Co.	39,293	33,660
Nabors Industries, Ltd.	0	0
National-Oilwell Varco, Inc.	33,758	36,774
Nucor Corp	0	0
Pepsico, Inc.	38,909	38,778
Qualcomm, Inc.	27,218	32,774
Reata Pharmaceuticals	1,159,354	1,274,461
Reliance Steel & Aluminum Co.	0	0
Southwest Airlines Co.	30,041	26,640
Unilever PLC	24,925	30,197
Apple Inc.	49,813	49,784
Invesco Ltd.	47,466	43,480
Starwood Hotels & Resorts	49,971	51,156
United Parcel Service	80,942	84,156
United States Steel	55,184	48,610

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Veeco Instruments Inc.	50,763	52,776

TY 2009 Investments - Other Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
7.095 Acres of Land	AT COST	242,480	2,163,000

TY 2009 Legal Fees Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	44	44		0

TY 2009 Other Expenses Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Miscellaneous	1,882	0		0

TY 2009 Taxes Schedule

Name: THE LYDA HILL FOUNDATION

EIN: 75-2708838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	7,295	20,922		0