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

2010

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 2010, or tax year beginning _____, **2010, and ending** _____

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

The Lacey Foundation, Inc.
1413 Hunters Ridge Circle
Denton, TX 76205

A Employer identification number
20-3028286

B Telephone number (see the instructions)
940-484-4942

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)
\$ 127,260.

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

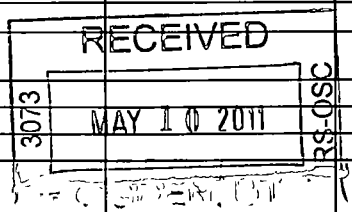
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

	(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)				
	2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1,118.	1,118.	1,118.	
	4 Dividends and interest from securities	1,600.	1,600.	1,600.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-10,574.			
	b Gross sales price for all assets on line 6a	113,551.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			3,337.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-7,856.	2,718.	6,055.		

ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	950.			950.
	c Other prof fees (attach sch) See St 2	1,589.	1,589.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 3	34.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					

24 Total operating and administrative expenses. Add lines 13 through 23	2,573.	1,589.		950.
25 Contributions, gifts, grants paid Stmt 4	7,497.			7,497.
26 Total expenses and disbursements. Add lines 24 and 25	10,070.	1,589.	0.	8,447.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-17,926.			
b Net investment income (if negative, enter -0-)		1,129.		
c Adjusted net income (if negative, enter -0-)			6,055.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		6.	2,077.	2,077.
	2	Savings and temporary cash investments		2,958.	2,974.	2,974.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – US and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) Statement 5		95,124.	80,149.	90,209.
	c	Investments – corporate bonds (attach schedule)		5,038.		
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe See Statement 6)		32,000.	32,000.	32,000.	
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		135,126.	117,200.	127,260.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
FUNDS ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		135,126.	117,200.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)		135,126.	117,200.		
31	Total liabilities and net assets/fund balances (see the instructions)		135,126.	117,200.		

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	135,126.
2	Enter amount from Part I, line 27a	2	-17,926.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	117,200.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	117,200.

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)
1a See Statement 7			
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)	<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7	2	-10,574.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<input type="checkbox"/> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- <input type="checkbox"/> in Part I, line 8	3	3,337.

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) N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	23.
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	23.
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	23.
6 Credits/Payments		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	0.
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	23.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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
4 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		
8 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 2010 or the taxable year beginning in 2010 (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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>Curtis Gold</u> Telephone no ▶ <u>940-484-4942</u> Located at ▶ <u>1413 Hunters Ridge Circle Denton TX</u> ZIP + 4 ▶ <u>76205</u>			
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 N/A ▶ <input type="checkbox"/>	15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶	16	Yes	No
				X

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? <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"/>	1b	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 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)	2b	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 ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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 propoganda, 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)? Yes No

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) N/A

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? Yes 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? Yes No

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
Curtis Gold 1413 Hunters Ridge Circle Denton, TX 76205	President 4.00	0.	0.	0.
Carolyn Gold 1413 Hunters Ridge Circle Denton, TX 76205	Vice Preside 4.00	0.	0.	0.
Deborah Jacobs 1413 Hunters Ridge Circle Denton, TX 76205	Director 0	0.	0.	0.
Cynthia Schriver 1413 Hunters Ridge Circle Denton, TX 76205	Director 0	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

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

Total number of others receiving over \$50,000 for professional services ▶ 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 N/A	

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.

BAA

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	87,189.
b Average of monthly cash balances	1b	6,909.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	94,098.
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	94,098.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,411.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	92,687.
6 Minimum investment return. Enter 5% of line 5	6	4,634.

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

1 Minimum investment return from Part X, line 6	1	4,634.
2a Tax on investment income for 2010 from Part VI, line 5	2a	23.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	23.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	4,611.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	4,611.
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	4,611.

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	8,447.
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	8,447.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,447.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				4,611.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006	33,188.			
c From 2007	1,879.			
d From 2008	1,720.			
e From 2009	3,899.			
f Total of lines 3a through e	40,686.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 8,447.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				4,611.
e Remaining amount distributed out of corpus	3,836.			
5 Excess distributions carryover applied to 2010 (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	44,522.			
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 instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	44,522.			
10 Analysis of line 9				
a Excess from 2006	33,188.			
b Excess from 2007	1,879.			
c Excess from 2008	1,720.			
d Excess from 2009	3,899.			
e Excess from 2010	3,836.			

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

N/A

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 2010, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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					
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 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 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				
Total				▶ 3a
b Approved for future payment				
Total				▶ 3b

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ronnie C. McClure, PhD, CPA	\$ 950.			\$ 950.
Total	\$ 950.	\$ 0.	\$ 0.	\$ 950.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MorganStanley SmithBarney	\$ 1,589.	\$ 1,589.		
Total	\$ 1,589.	\$ 1,589.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IRC Sec 4940 tax	\$ 34.			
Total	\$ 34.	\$ 0.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:
 Donee's Name: First United Methodist Church
 Donee's Address: 201 South Locust
 Denton, TX 76201
 Relationship of Donee:
 Organizational Status of Donee: Public Charity
 Amount Given: \$ 1,500.

Class of Activity:
 Donee's Name: The Arts Guild
 Donee's Address: 400 East Hickory St.
 Denton, TX 76201
 Relationship of Donee:
 Organizational Status of Donee: Public Charity
 Amount Given: 250.

Class of Activity:

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Name:	Denton Benefit League		
Donee's Address:	2913 Destin Drive Denton, TX 76205		
Relationship of Donee:			
Organizational Status of Donee:	Public Charity		
Amount Given:		\$	5,000.
Class of Activity:			
Donee's Name:	Girl Scouts		
Donee's Address:	2317 W University Drive Denton, TX 76201		
Relationship of Donee:			
Organizational Status of Donee:	Public Charity		
Amount Given:			175.
Class of Activity:			
Donee's Name:	Cumberland Presbyterian Church		
Donee's Address:	1424 Stuart Road Denton, TX 76209		
Relationship of Donee:			
Organizational Status of Donee:	Public Charity		
Amount Given:			500.
Class of Activity:			
Donee's Name:	Denton Triangle Lions Club		
Donee's Address:	1123 Fort Worth Drive Denton, TX 76205		
Relationship of Donee:			
Organizational Status of Donee:	Public Charity		
Amount Given:			72.
		Total \$	<u>7,497.</u>

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
75 Cell Kinetics Ltd	Cost	\$ 23.	\$ 0.
100 AmGen Inc	Cost	0.	0.
75 Boeing	Cost	4,930.	4,895.
150 Cisco Systems	Cost	0.	0.
95 Freeport McMoran	Cost	0.	0.
200 Intel	Cost	3,702.	4,206.
1,000 Medis Technologies	Cost	1,030.	16.
150 Dillards Capital Trust Pref Stock	Cost	3,336.	3,595.
200 GMAC LLC Pref Stock	Cost	4,447.	4,660.
105 AT&T	Cost	0.	0.
125 BP PLC ADR	Cost	6,189.	5,521.
350 Bank of America	Cost	4,153.	4,669.
85 Cigna	Cost	0.	0.
150 Chesapeake Energy	Cost	0.	0.

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Statement 5 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
100 Exxon Mobil	Cost	\$ 6,675.	\$ 7,312.
100 Fluor Corp	Cost	4,582.	6,625.
200 General Electric	Cost	2,960.	3,658.
160 Hartford Financial Services	Cost	2,109.	4,238.
100 Hewlett Packard	Cost	3,812.	4,210.
150 Eli Lilly	Cost	0.	0.
50 Monsanto	Cost	0.	0.
90 United Health	Cost	0.	0.
125 Seadrill Ltd	Cost	3,563.	4,240.
325 AMR	Cost	2,724.	2,532.
200 Bristol Myers Squibb	Cost	4,824.	5,296.
400 Ford Motor	Cost	4,561.	6,716.
150 Pitney Bowes	Cost	3,282.	3,627.
150 Verizon Communications	Cost	4,892.	5,367.
75 Johnson and Johnson	Cost	4,457.	4,639.
150 Microsoft	Cost	3,898.	4,187.
	Total	<u>\$ 80,149.</u>	<u>\$ 90,209.</u>

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

<u>Art Work</u>	<u>Book Value</u>	<u>Fair Market Value</u>
	\$ 32,000.	\$ 32,000.
Total	<u>\$ 32,000.</u>	<u>\$ 32,000.</u>

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	100 Willis Group Hldgs PLC	Purchased	1/11/2010	7/29/2010
2	25 Willis Group Hldgs PLC	Purchased	1/22/2010	7/29/2010
3	500 Dryships Inc.	Purchased	12/09/2010	12/28/2010
4	25 Amgen Inc.	Purchased	11/06/2009	9/07/2010
5	50 Amgen Inc.	Purchased	11/12/2009	9/29/2010
6	75 Anadarko Petroleum Co	Purchased	5/10/2010	6/01/2010
7	65 Bank of America	Purchased	3/24/2010	10/14/2010
8	15 Boeing Co	Purchased	6/02/2009	4/13/2010
9	35 Boeing Co	Purchased	7/23/2009	4/13/2010
10	85 CIGNA Corp	Purchased	10/26/2009	4/14/2010
11	150 Chesapeake Energy Corp	Purchased	12/18/2009	1/11/2010
12	75 Cisco Systems Inc	Purchased	11/18/2009	3/31/2010
13	50 Fluor Corp	Purchased	11/04/2009	6/04/2010
14	35 Freeport McMoran Copper and Gold	Purchased	6/12/2009	3/04/2010
15	50 Freeport McMoran Copper and Gold	Purchased	6/12/2009	5/03/2010
16	65 Hartford Financial Services Group	Purchased	6/01/2009	2/09/2010

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Statement 7 (continued)
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
17	10 Hartford Financial Services Group	Purchased	6/02/2009	2/09/2010
18	50 Hewlett Packard	Purchased	6/19/2009	1/11/2010
19	150 IShares Silver Trust	Purchased	11/18/2010	12/01/2010
20	100 JPMorgan Chase	Purchased	2/11/2010	10/14/2010
21	50 Eli Lilly	Purchased	11/20/2009	8/17/2010
22	200 Masco Corp	Purchased	1/29/2010	2/11/2010
23	250 McMoran Exploration Co	Purchased	1/11/2010	4/19/2010
24	200 McMoran Exploration Co	Purchased	8/26/2010	12/01/2010
25	50 Monsanto	Purchased	11/17/2009	1/22/2010
26	75 Monsanto	Purchased	5/19/2010	5/27/2010
27	50 Proshares Short 20+ Year Treas	Purchased	12/07/2010	12/09/2010
28	425 Sandridge Energy Inc	Purchased	5/12/2010	8/27/2010
29	75 Sandridge Energy Inc	Purchased	5/25/2010	8/27/2010
30	75 Schlumberger Ltd	Purchased	5/27/2010	6/01/2010
31	90 Unitedhealth Group	Purchased	10/26/2009	3/22/2010
32	100 Unitedhealth Group	Purchased	10/14/2010	11/18/2010
33	250 Vivus Inc	Purchased	3/04/2010	6/15/2010
34	100 Vivus Inc	Purchased	3/23/2010	6/15/2010
35	150 Vivus Inc	Purchased	3/04/2010	6/16/2010
36	105 AT&T	Purchased	9/09/2009	10/06/2010
37	25 Amgen Inc.	Purchased	10/07/2008	9/07/2010
38	235 Bank of America	Purchased	6/01/2009	10/14/2010
39	50 Boeing Co	Purchased	4/22/2008	4/05/2010
40	75 Cisco Systems Inc	Purchased	10/23/2003	3/31/2010
41	5,000 Ford Motor Credit Co Global	Purchased	11/21/2003	9/07/2010
42	100 GMAC LLC 7.375%	Purchased	7/17/2007	10/14/2010
43	40 Eli Lilly	Purchased	12/30/2008	8/17/2010
44	60 Eli Lilly	Purchased	7/07/2009	8/17/2010
45	425 Medis Technologies Ltd	Purchased	1/19/2005	10/28/2010
46	75 Medis Technologies Ltd	Purchased	2/02/2005	10/28/2010
47	100 Medis Technologies Ltd	Purchased	1/10/2007	10/28/2010
48	150 Medis Technologies Ltd	Purchased	9/26/2007	10/28/2010
49	250 Medis Technologies Ltd	Purchased	2/26/2008	10/28/2010
50	50 McMoran Exploration Co	Purchased	1/27/2010	4/19/2010
51	125 McMoran Exploration Co	Purchased	8/27/2010	12/01/2010

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	3,034.		2,726.	308.				\$ 308.
2	758.		678.	80.				80.
3	2,747.		3,024.	-277.				-277.
4	1,314.		1,358.	-44.				-44.
5	2,742.		2,788.	-46.				-46.
6	3,373.		4,411.	-1,038.				-1,038.
7	830.		1,134.	-304.				-304.
8	1,072.		738.	334.				334.
9	2,502.		1,437.	1,065.				1,065.
10	2,949.		2,435.	514.				514.
11	4,233.		3,914.	319.				319.
12	1,953.		1,790.	163.				163.
13	2,555.		2,304.	251.				251.
14	2,734.		2,076.	658.				658.
15	3,606.		2,966.	640.				640.
16	1,485.		997.	488.				488.

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Statement 7 (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)
17	229.		157.	72.				\$ 72.
18	2,606.		1,906.	700.				700.
19	4,152.		3,882.	270.				270.
20	3,872.		3,860.	12.				12.
21	1,733.		1,820.	-87.				-87.
22	2,590.		2,800.	-210.				-210.
23	3,324.		3,235.	89.				89.
24	2,934.		2,787.	147.				147.
25	3,930.		3,801.	129.				129.
26	3,706.		4,143.	-437.				-437.
27	2,216.		2,201.	15.				15.
28	1,661.		2,994.	-1,333.				-1,333.
29	293.		415.	-122.				-122.
30	4,024.		4,541.	-517.				-517.
31	2,995.		2,346.	649.				649.
32	3,478.		3,590.	-112.				-112.
33	2,851.		2,308.	543.				543.
34	1,141.		926.	215.				215.
35	1,587.		1,385.	202.				202.
36	2,970.		2,720.	250.				250.
37	1,314.		1,380.	-66.				-66.
38	3,002.		2,729.	273.				273.
39	3,561.		3,961.	-400.				-400.
40	1,953.		1,504.	449.				449.
41	5,252.		5,032.	220.				220.
42	2,303.		2,223.	80.				80.
43	1,387.		1,585.	-198.				-198.
44	2,080.		2,030.	50.				50.
45	9.		7,273.	-7,264.				-7,264.
46	2.		1,439.	-1,437.				-1,437.
47	2.		1,565.	-1,563.				-1,563.
48	3.		1,549.	-1,546.				-1,546.
49	5.		2,764.	-2,759.				-2,759.
50	665.		769.	-104.				-104.
51	1,834.		1,729.	105.				105.
								Total \$ <u>-10,574.</u>