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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2010**

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

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

THE AMPARO FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

PMB 201, 5521 GREENVILLE AVENUE, # 104

City or town, state, and ZIP code

DALLAS, TX 75206-2940

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

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify)

16) \$

0.

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

A Employer identification number

26-0556443

B Telephone number (see page 10 of the instructions)

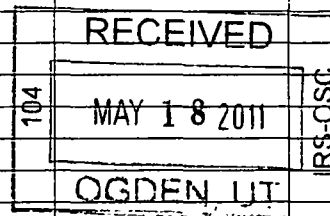
(214) 629-7305

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)	30,482,939.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3,262.	3,262.		ATCH 1
4 Dividends and interest from securities	292,117.	292,117.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	633,478.	633,478.		ATCH 3
12 Total Add lines 1 through 11	31,411,796.	928,857.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	106,472.	15,270.	0.	85,322.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	7,182.	7,182.		
19 Depreciation (attach schedule) and depletion	3,740.	3,366.		374.
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	92,730.	86,288.		5,864.
24 Total operating and administrative expenses. Add lines 13 through 23	210,124.	112,106.	0.	91,560.
25 Contributions, gifts, grants paid	549,800.			549,800.
26 Total expenses and disbursements. Add lines 24 and 25	759,924.	112,106.	0.	641,360.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	30,651,872.			
b Net investment income (if negative, enter -0-)		816,751.		
c Adjusted net income (if negative, enter -0-)				

Revenue

Operating and Administrative Expenses



SCANNED MAY 20 2011

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 . . . . .	1,646.	0.	
	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 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 . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	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)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ <b>ATCH 6</b> )	340.	0.		
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,986.	0.	0.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	1,986.		
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,986.	0.	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,986.	0.		

## 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	1,986.
2	Enter amount from Part I, line 27a . . . . .	2	30,651,872.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	30,653,858.
5	Decreases not included in line 2 (itemize) ▶ <b>ATTACHMENT 7</b>	5	30,653,858.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	

**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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
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))
2009	2,136.	7,079.	0.301738
2008	2,352.	7,216.	0.325942
2007	0.	35.	0.000000
2006	0.	0.	0.000000
2005	0.	0.	0.000000
2 Total of line 1, column (d)			0.627680
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			0.209227
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			20,000,348.
5 Multiply line 4 by line 3			4,184,613.
6 Enter 1% of net investment income (1% of Part I, line 27b)			8,168.
7 Add lines 5 and 6			4,192,781.
8 Enter qualifying distributions from Part XII, line 4. 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.			641,360.

**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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	16,335.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	16,335.
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	16,335.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	335.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	16,670.
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
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
1c 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes. ATTACH 8	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? ATTACHMENT 9 If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General instruction G? If "No," attach explanation	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. ATTACHMENT 10	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 page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <b>NOT APPLICABLE</b>				
14	The books are in care of <b>SANDRA A. FLANAGAN</b> Telephone no <b>214-202-9846</b>			
	Located at <b>9430 DARTRIDGE DRIVE DALLAS, TX</b> ZIP + 4 <b>75238-1822</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . .				
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? . . . . .	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>				

**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 page 22 of the instructions)? . . . . . <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>			
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 <b>▶</b> . . . . .			
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 22 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 <b>▶</b> . . . . .		
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	
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 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** ☐ 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)

**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** ☐ 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? **7b** ☐ 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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0.	0.	0.

Total number of other employees paid over \$50,000 ☐ NONE

**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
ATTACHMENT 12		82,980.
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See page 24 of the instructions	
3 NONE	0.
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	18,047,236.
b	Average of monthly cash balances	1b	2,146,767.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	110,919.
d	<b>Total</b> (add lines 1a, b, and c)	1d	20,304,922.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,304,922.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	304,574.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,000,348.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,000,017.

**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	1,000,017.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	16,335.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,335.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	983,682.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	983,682.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	983,682.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	641,360.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	641,360.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	641,360.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				983,682.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .				
b Total for prior years 20 08 20 07 20 06 . . . . .				
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .				
b From 2006 . . . . .				
c From 2007 . . . . .				0.
d From 2008 . . . . .				1,990.
e From 2009 . . . . .				1,782.
f Total of lines 3a through e . . . . .	3,772.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 641,360.				
a Applied to 2009, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2010 distributable amount . . . . .				641,360.
e Remaining amount distributed out of corpus . . . . .				0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	3,772.			3,772.
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 page 27 of the instructions . . . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				338,550.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2006 . . . . .				
b Excess from 2007 . . . . .				
c Excess from 2008 . . . . .				
d Excess from 2009 . . . . .				
e Excess from 2010 . . . . .				

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

**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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATTACHMENT 13

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

N/A

**c** Any submission deadlines

N/A

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

N/A

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>ATTACHMENT 14</div>				
<div>Total . . . . .</div>			<div>▶ 3a</div>	<div>549,800.</div>
<div>b Approved for future payment</div>				
<div>Total . . . . .</div>			<div>▶ 3b</div>	





**Schedule of Contributors**

OMB No 1545-0047

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

**2010**

Name of the organization  
**THE AMPARO FOUNDATION**

Employer identification number

**26-0556443**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

Name of organization THE AMPARO FOUNDATION

Employer identification number  
26-0556443**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 7,169,340.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 1,250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 11,366,561.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 6,395,544.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 1,370,868.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 248,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization THE AMPARO FOUNDATION

Employer identification number  
26-0556443**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 1,461,495.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 161,495.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 250,742.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 158,177.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 115,289.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE AMPARO FOUNDATION

Employer identification number  
26-0556443**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 429,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
14	THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	\$ 5,628.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization THE AMPARO FOUNDATION

Employer identification number

26-0556443

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	358,554 SHARES - DORCHESTER MINERALS, L.P. COMMON STOCK	\$ 7,169,340.	01/21/2010
3	143,999 SHARES - CHEVRON CORPORATION COMMON STOCK	\$ 11,366,561.	05/21/2010
4	78,300 SHARES - EXXON MOBIL CORPORATION COMMON STOCK	\$ 6,395,544.	05/21/2010
5	28,400 SHARES - MARATHON OIL COMPANY COMMON STOCK	\$ 1,370,868.	05/21/2010
13	HOUSE AND LOT LOCATED AT 250 AND 300 GOODNIGHT TRAIL, DRIPPING SPRINGS, TX	\$ 429,800.	06/21/2010
		\$	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
J. P. MORGAN CHASE BANK, N.A.	1,532.	1,532.
COMERICA BANK	568.	568.
WELLS FARGO BANK, N.A.	563.	563.
FROST BANK	481.	481.
NATIONAL FINANCIAL SERVICES, L.L.C.	118.	118.
TOTAL	<u>3,262.</u>	<u>3,262.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
RBC CAPITAL MARKETS, L.L.C.	8.	8.
RBC CAPITAL MARKETS, L.L.C.	25.	25.
MORGAN STANLEY SMITH BARNEY, L.L.C.	992.	992.
MORGAN STANLEY SMITH BARNEY, L.L.C.	290,463.	290,463.
MORGAN STANLEY SMITH BARNEY, L.L.C.	109.	109.
DORCHESTER MINERALS, L.P.	360.	360.
DORCHESTER MINERALS, L.P.	160.	160.
TOTAL	<u>292,117.</u>	<u>292,117.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DORCHESTER MINERALS, L.P. - ROYALTIES	633,478.	633,478.
TOTALS	633,478.	633,478.

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL AND PROFESSIONAL FEES	106,472.	15,270.		85,322.
TOTALS	<u>106,472.</u>	<u>15,270.</u>	<u>0.</u>	<u>85,322.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONFERENCE AND SEMINAR EXPENSE	1,055.		1,055.
DUES AND MEMBERSHIPS EXPENSE	495.		495.
BANK CHARGES AND FEES EXPENSE	253.	253.	
SUBSCRIPTIONS AND PERIODICALS EXPENSE	336.		336.
POSTAGE, DELIVERY AND SHIPPING EXPENSE	652.	6.	646.
PRINTING AND COPYING EXPENSE	125.	112.	13.
OFFICE SUPPLIES AND EXPENSE	323.	291.	32.
RESEARCH EXPENSE	17.		17.
DORCHESTER MINERALS, L.P.			
ROYALTY EXPENSES	85,626.	85,626.	
APPRAISAL FEES EXPENSE	650.		650.
INTERNET EXPENSE	478.		
INSURANCE EXPENSE	70.		70.
SUPPLIES EXPENSE	56.		56.
MAINTENANCE AND REPAIRS	690.		690.
TELEPHONE EXPENSE	288.		288.
SECURITY EXPENSE	158.		158.
UTILITIES EXPENSE	1,358.		1,358.
PETTY CASH EXPENSES	100.		
TOTALS	92,730.	86,288.	5,864.



FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
RENT DEPOSIT	0.
TOTALS	<u>0.</u>

ATTACHMENT 7FORM 990PF, PART. III.- OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
REORGANIZATION DISTRIBUTION TO:	
GOOD START FOUNDATION	15,326,929.
POTIZOMEN FOUNDATION	15,326,929.
SEE ATTACHMENTS 8 AND 9	
TOTAL	<u>30,653,858.</u>

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

SEE THE ATTACHED UNANIMOUS WRITTEN CONSENT OF SOLE MEMBER AND DIRECTORS OF THE AMPARO FOUNDATION ADOPTING A VOLUNTARY PLAN OF REORGANIZATION WHICH INCLUDES THE PRO-RATA DISTRIBUTION OF THE FOUNDATION'S ASSETS AND LIABILITIES TO POTIZOMEN FOUNDATION, A TEXAS NON-PROFIT CORPORATION, AND GOOD START FOUNDATION, A TEXAS NON-PROFIT CORPORATION.

FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

PURSUANT TO A VOLUNTARY PLAN OF REORGANIZATION, THE AMPARO FOUNDATION DISTRIBUTED PRO-RATA ALL OF ITS ASSETS AND LIABILITIES TO POTIZOMEN FOUNDATION, A TEXAS NON-PROFIT CORPORATION, AND GOOD START FOUNDATION, A TEXAS NON-PROFIT CORPORATION, ON DECEMBER 31, 2010. SEE ATTACHMENT TO THIS FORM 990PF.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	01/21/2010	7,169,340.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	05/21/2010	1,250,000.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	05/21/2010	11,366,561.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	05/21/2010	6,395,544.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	05/21/2010	1,370,868.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	06/07/2010	248,000.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	06/09/2010	100,000.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	06/11/2010	1,461,495.

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	06/17/2010	161,495.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	06/18/2010	250,742.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	06/21/2010	158,177.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	02/04/2010	115,289.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	06/21/2010	429,800.
THE MARY LEE PEAK A - TRUST PMB 201, 5521 GREENVILLE AVENUE, # 104 DALLAS, TX 75206-2940	06/21/2010	5,628.
TOTAL CONTRIBUTION AMOUNTS		<u>30,482,939.</u>

## THE AMPARO FOUNDATION

26-0556443

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
M. J. PEAK PMB 201, 5521 GREENVILLE AVE. # 104 DALLAS, TX 75206	DIRECTOR AND PRESIDENT 20.00	0.	0.	0.
SANDRA A. FLANAGAN 9430 DARTRIDGE DRIVE DALLAS, TX 75238	DIRECTOR AND TREASURER 10.00	0.	0.	0.
M. A. P. ROCHELLE 7301 RR 620 N., SUITE 155 - 326 AUSTIN, TX 78726	DIRECTOR AND SECRETARY 20.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JOHNNIE H. RUSSELL 6123 REX DRIVE DALLAS, TX 75230	LEGAL SERVICES	82,980.
TOTAL COMPENSATION		<u>82,980.</u>



ATTACHMENT 13

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

N/A

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRESBYTERIAN CHILDREN'S HOME AND SERVICES 4407 BEE CAVE ROAD, SUITE 520 AUSTIN, TX 78746-6496	NONE PUBLIC		GENERAL SUPPORT	100,000.
TEXAS DENTAL ASSOCIATION SMILES FOUNDATION 1946 SOUTH IH-35, SUITE 300 AUSTIN, TX 78704-3667	NONE PUBLIC		LAB EXPENSES	10,000
THE VISITING NURSE ASSOCIATION OF TEXAS 1440 WEST MOCKINGBIRD LANE DALLAS, TX 75247-6911	NONE PUBLIC		MEALS ON WHEELS PROGRAM	10,000
PRESBYTERIAN CHILDREN'S HOME AND SERVICES 4407 BEE CAVE ROAD, SUITE 520 AUSTIN, TX 78746-6496	NONE PUBLIC		GENERAL SUPPORT	80,000.
PRESBYTERIAN CHILDREN'S HOME AND SFRVICES 4407 BEE CAVE ROAD, SUITE 520 AUSTIN, TX 78746-6496	NONE PUBLIC		GENERAL SUPPORT	349,800.
			TOTAL CONTRIBUTIONS PAID	<u>549,800.</u>

ATTACHMENT 14

THE AMPARO FOUNDATION

26-0556443

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
DORCHESTER MINERALS, L.P. - ROYALTY INCOME			15	633,478.	
TOTALS				<u>633,478.</u>	

FEDERAL FOOTNOTES

THE AMPARO FOUNDATION

26-0556443

FORM 990PF - SUPPLEMENT TO PART VII-A - QUESTION 3 AND 5  
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ON DECEMBER 1, 2010 THE SOLE MEMBER AND DIRECTORS OF THE AMPARO FOUNDATION ADOPTED A VOLUNTARY PLAN OF REORGANIZATION. PURSUANT TO THE VOLUNTARY PLAN OF REORGANIZATION, THE AMPARO FOUNDATION DISTRIBUTED ALL OF ITS ASSETS AND LIABILITIES PRO-RATA TO POTIZOMEN FOUNDATION, A TEXAS NON-PROFIT CORPORATION, AND TO GOOD START FOUNDATION, A TEXAS NON-PROFIT CORPORATION, IN EQUAL SHARES ON DECEMBER 31, 2010. A COPY OF THE UNANIMOUS WRITTEN CONSENT OF SOLE MEMBER AND DIRECTORS OF THE AMPARO FOUNDATION TO THE VOLUNTARY PLAN OF REORGANIZATION IS ATTACHED TO THIS FORM 990PF. A COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS AND SOLE MEMBER OF POTIZOMEN FOUNDATION AGREEING TO ACCEPT ITS PRO-RATA SHARE OF THE DISTRIBUTION FROM THE AMPARO FOUNDATION IS ALSO ATTACHED TO THIS FORM 990PF. A COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS AND SOLE MEMBER OF GOOD START FOUNDATION AGREEING TO ACCEPT ITS PRO-RATA SHARE OF THE DISTRIBUTION FROM THE AMPARO FOUNDATION IS ALSO ATTACHED TO THIS FORM 990PF. THE ASSETS AND LIABILITIES DISTRIBUTED BY THE AMPARO FOUNDATION ON DECEMBER 31, 2010 CONSIST OF THE FOLLOWING:

## TAX BASIS

CASH	\$ 4,284,374
PREPAID EXPENSES	\$ 1,565
ACCOUNTS RECEIVABLE	\$ 2,191
143,999 SHARES OF CHEVRON CORPORATION	\$11,366,561
78,300 SHARES OF EXXON MOBIL CORPORATION	\$ 6,395,544
358,554 SHARES OF DORCHESTER MINERALS, L.P.	\$ 7,232,755
28,400 SHARES OF MARATHON OIL COMPANY	\$ 1,370,868

AS A RESULT OF THE ABOVE-DESCRIBED DISTRIBUTION, POTIZOMEN FOUNDATION AND GOOD START FOUNDATION WILL EACH ASSUME ITS PRO-RATA SHARE OF THE REQUIRED DISTRIBUTION OTHERWISE REQUIRED TO BE MADE BY THE AMPARO FOUNDATION ON OR BEFORE DECEMBER 31, 2011.

**UNANIMOUS WRITTEN CONSENT  
OF SOLE MEMBER AND DIRECTORS  
OF THE AMPARO FOUNDATION**

The undersigned, being the sole member and all of the directors of THE AMPARO FOUNDATION, a Texas non-profit corporation (the "Foundation"), acting pursuant to the provisions of governing documents of the Foundation and Section 22.220 of the Texas Business Organizations Code, do hereby consent to the adoption of, and do hereby adopt the following resolutions, which shall have the same force and effect as resolutions duly and unanimously adopted at a duly called meeting of the board of directors and approved by the sole member.

WHEREAS, the sole member and board of directors have determined that, due to divergent charitable objectives, it is in the best interest of the Foundation that the Foundation adopt a voluntary plan of reorganization which will include the distribution of the Foundation's current assets (less a small reserve to cover the Foundation's expenses) pro rata to Potizomen Foundation ("Potizomen"), a Texas non-profit corporation, and Good Start Foundation ("Good Start"), a Texas non-profit corporation, in equal shares. Both Potizomen Foundation and Good Start Foundation are exempt organizations under Section 501(c)(3) of the Internal Revenue Code

WHEREAS, Potizomen and Good Start are willing to accept such pro rata distribution of the Foundation's assets.

WHEREAS such distribution of assets is conditioned upon the Foundation receiving the following from both Potizomen and Good Start: (1) an exemption determination letter issued by the Internal Revenue Service; (2) Resolutions of their sole member and boards of directors stating their agreement to succeed to a pro rata share of all tax and other attributes and obligations of the Foundation.

WHEREAS, the board of directors will proceed with the distribution of assets and voluntary plan of reorganization only if such action meets the requirements of Section 507(b)(2) of the Internal Revenue Code so that no tax will be imposed on the Foundation pursuant to Section 507(c) of the Internal Revenue Code.

WHEREAS, following the reorganization, the board of directors will maintain the Foundation in good standing with the Texas Secretary of State and make all tax and other filings required to maintain the Foundation as exempt under Section 501(c)(3) of the Internal Revenue Code.

IT IS THEREFORE RESOLVED, that the Foundation distribute its assets (less a small reserve to cover the Foundation's expenses) pro rata, in one or more installments, in equal shares to Potizomen and Good Start, upon the completion of the following prerequisites: (1) payment of or adequately providing for all of the Foundation's known debts and liabilities; (2) receipt of exemption determination letters from Potizomen and Good Start issued to them by the Internal Revenue Service; (3) receipt of resolutions from the sole member and boards of directors of Potizomen and Good Start indicating their agreement to succeed to a pro rata share of all tax and other attributes of the Foundation, in a reorganization meeting the requirements of Section


507(b)(2) of the Internal Revenue Code so that no tax will be imposed on the Foundation pursuant to Section 507(c) by reason of the distribution. The distribution shall be effective at the close of business on December 31, 2010.

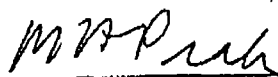
IT IS FURTHER RESOLVED, that following the distribution of the Foundation's current assets, the Foundation will remain active and in good standing with the Texas Secretary of State and will not terminate its status as a private foundation.


IT IS FURTHER RESOLVED that any officer of this Foundation is authorized, empowered, and directed to execute and deliver in the name of and on behalf of the Foundation such deeds, assignments, or other instruments of transfer as may be deemed necessary or proper and any officer is authorized, empowered, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate the above-described reorganization

FURTHER RESOLVED that this Unanimous Written Consent may be signed in any number of counterparts, each of which shall be deemed an original, with the same effect as if the signatures thereto were upon the same instrument, and all of which taken together shall constitute the same instrument.

IN WITNESS WHEREOF, the undersigned, constituting all of the directors of THE AMPARO FOUNDATION and the sole member of THE AMPARO FOUNDATION have entered into this Unanimous Written Consent as of December 1, 2010

  
M.J. Peak, sole member and director

  
M. A. Peak, director

  
Sandra Flannagan, director

**RESOLUTION OF THE BOARD OF DIRECTORS  
AND SOLE MEMBER  
POTIZOMEN FOUNDATION**

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The undersigned, being the sole member and all of the directors of POTIZOMEN FOUNDATION, a Texas non-profit corporation (the "Foundation"), acting pursuant to the provisions of governing documents of the Foundation and Section 22.220 of the Texas Business Organizations Code, do hereby consent to the adoption of, and do hereby adopt the following resolutions, which shall have the same force and effect as resolutions duly and unanimously adopted at a duly called meeting of the board of directors.

WHEREAS, the Foundation has been informed by The Amparo Foundation that it intends to reorganize and distribute a portion of its assets to the Foundation to be received by the Foundation as of January 1, 2011;

WHEREAS, in connection with said reorganization, the directors of The Amparo Foundation have requested that the Foundation agree in writing to succeed to a pro rata share of all tax and other attributes of The Amparo Foundation;

NOW THEREFORE, upon consideration the board of directors and sole member of the Foundation have determined that it is in the best interest of the Foundation to accept a distribution from The Amparo Foundation as part of its reorganization and agree in writing as requested,

IT IS RESOLVED that upon receipt of assets of The Amparo Foundation, the Foundation agrees to succeed to a pro rata share of all tax and other attributes of The Amparo Foundation payable on or after the date all Foundation assets are distributed to it.

Adopted as of the 1<sup>st</sup> day of December, 2010.

  
Margaret J. Peak, Sole Member and Director

  
Martha Peak Rochelle, Director

  
Sandra Flanagan, Director

**RESOLUTION OF THE BOARD OF DIRECTORS  
AND SOLE MEMBER  
GOOD START FOUNDATION**

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The undersigned, being the sole member and all of the directors of GOOD START FOUNDATION, a Texas non-profit corporation (the "Foundation"), acting pursuant to the provisions of governing documents of the Foundation and Section 22 220 of the Texas Business Organizations Code, do hereby consent to the adoption of, and do hereby adopt the following resolutions, which shall have the same force and effect as resolutions duly and unanimously adopted at a duly called meeting of the board of directors.

WHEREAS, the Foundation has been informed by The Amparo Foundation that it intends to reorganize and distribute a portion of its assets to the Foundation to be received by the Foundation as of January 1, 2011,

WHEREAS, in connection with said reorganization, the directors of The Amparo Foundation have requested that the Foundation agree in writing to succeed to a pro rata share of all tax and other attributes of The Amparo Foundation,

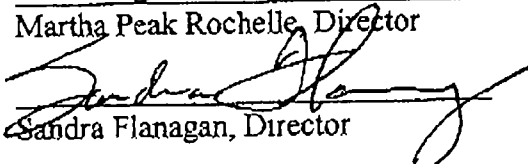
NOW THEREFORE, upon consideration the board of directors and sole member of the Foundation have determined that it is in the best interest of the Foundation to accept a distribution from The Amparo Foundation as part of its reorganization and agree in writing as requested;

IT IS RESOLVED that upon receipt of assets of The Amparo Foundation, the Foundation agrees to succeed to a pro rata share of all tax and other attributes of The Amparo Foundation payable on or after the date all Foundation assets are distributed to it

Adopted as of the 15<sup>th</sup> day of December, 2010.

  
Margaret J. Peak, Sole Member and Director

  
Martha Peak Rochelle, Director

  
Sandra Flanagan, Director