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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

, and ending

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 Perkins-Prothro Foundation		A Employer identification number 75-1247407
Number and street (or P O box number if mail is not delivered to street address) 2304 Midwestern Parkway	Room/suite 200	B Telephone number (940) 691-7770
City or town, state, and ZIP code Wichita Falls, TX 76308		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 25,682,901.91 (Part I, column (d) must be on cash basis.)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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		7,497.36		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		248,613.00	248,613.00		Statement 1
4 Dividends and interest from securities		351,492.32	351,492.32		Statement 2
5a Gross rents		3,622.56	3,622.56		Statement 3
b Net rental income or (loss)		3,622.56			
6a Net gain or (loss) from sale of assets not on line 10		1,426,417.40			
b Gross sales price for all assets on line 6a		11928469.71			
7 Capital gain net income (from Part IV, line 2)			1,426,417.40		
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)					
11 Other income		1,085,575.19	1,085,575.19		Statement 4
12 Total. Add lines 1 through 11		3,123,217.83	3,115,720.47		
13 Compensation of officers, directors, trustees, etc.		78,000.00	39,000.00		39,000.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits		10,833.63	5,416.82		5,416.81
16a Legal fees					
b Accounting fees Stmt 5		61,200.00	30,600.00		0.00
c Other professional fees Stmt 6		112,622.76	112,622.76		0.00
17 Interest					
18 Taxes Stmt 7		182,739.55	150,889.72		0.00
19 Depreciation and depletion		3,861.45	3,861.45		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 8		5,328.36	5,328.36		0.00
24 Total operating and administrative expenses. Add lines 13 through 23		454,585.75	347,719.11		44,416.81
25 Contributions, gifts, grants paid		3,117,964.00			3,117,964.00
26 Total expenses and disbursements. Add lines 24 and 25		3,572,549.75	347,719.11		3,162,380.81
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<449,331.92>			
b Net investment income (if negative, enter -0-)			2,768,001.36		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			548,854.94	3,526,869.57	3,526,869.57
	3 Accounts receivable ▶ 6,782.47					
	Less allowance for doubtful accounts ▶			3,265.68	6,782.47	6,782.47
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			29,284.82		
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock Stmt 9			9,227,431.47	7,979,270.90	11,722,736.82
	c Investments - corporate bonds Stmt 10			3,827,599.10	5,018,360.40	5,245,862.99
11 Investments - land, buildings, and equipment basis ▶ 14,757.91						
Less accumulated depreciation Stmt 11 ▶			14,757.91	14,757.91	14,757.91	
12 Investments - mortgage loans						
13 Investments - other Stmt 12			4,359,101.85	1,014,922.60	5,165,892.15	
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			18,010,295.77	17,560,963.85	25,682,901.91	
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					
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)			0.00	0.00		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			9,385,819.17	8,936,487.25	
	29 Retained earnings, accumulated income, endowment, or other funds			8,624,476.60	8,624,476.60	
30 Total net assets or fund balances			18,010,295.77	17,560,963.85		
31 Total liabilities and net assets/fund balances			18,010,295.77	17,560,963.85		

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	18,010,295.77
2 Enter amount from Part I, line 27a	2	<449,331.92>
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	17,560,963.85
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,560,963.85

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 See Attached Statements					
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 11,928,469.71		10,502,052.31	1,426,417.40		
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) FMV 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			1,426,417.40		
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	1,426,417.40	
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). If (loss), enter -0- in Part I, line 8			3	N/A	

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 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	4,497,001.99	23,549,746.83	.190958
2008	3,828,909.36	32,319,378.84	.118471
2007	3,443,580.66	36,328,864.83	.094789
2006	4,013,568.06	35,219,318.47	.113959
2005	5,546,031.88	36,924,797.51	.150198
2 Total of line 1, column (d)			2 .668375
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 .133675
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 24,239,685.72
5 Multiply line 4 by line 3			5 3,240,239.99
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 27,680.01
7 Add lines 5 and 6			7 3,267,920.00
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			8 3,162,380.81

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	55,360.03
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.00
3 Add lines 1 and 2		3	55,360.03
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	55,360.03
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	29,284.82	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	26,564.43	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	55,849.25	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	489.22	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.00	
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 ☐ Refunded ☐	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0.00 (2) On foundation managers ☐ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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 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)? 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		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>Mark H. Prothro, Treasurer</u> Telephone no ▶ <u>(940) 691-7770</u> Located at ▶ <u>2304 Midwestern Parkway, Suite 200, Wichita Falls</u> ZIP+4 ▶ <u>76308</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 ▶ 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 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 ▶	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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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? ☐ Yes ☒ No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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 ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) N/A	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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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?

N/A

7b**X****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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 13		78,000.00	2,541.00	0.00

2 Compensation of five highest-paid employees (other than those included on line 1). 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**

Form 990-PF (2010)

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	19,489,394.40
b	Average of monthly cash balances	1b	2,109,174.83
c	Fair market value of all other assets	1c	3,010,248.76
d	Total (add lines 1a, b, and c)	1d	24,608,817.99
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	24,608,817.99
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	369,132.27
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,239,685.72
6	Minimum investment return. Enter 5% of line 5	6	1,211,984.29

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	1,211,984.29
2a	Tax on investment income for 2010 from Part VI, line 5	2a	55,360.03
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	55,360.03
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,156,624.26
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	1,156,624.26
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,156,624.26

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	3,162,380.81
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,162,380.81
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,162,380.81

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				1,156,624.26
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.00	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2010				
a From 2005	3739282.98			
b From 2006	2298036.75			
c From 2007	1688836.36			
d From 2008	2234802.58			
e From 2009	3329986.23			
f Total of lines 3a through e	13,290,944.90			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$3,162,380.81				
a Applied to 2009, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2010 distributable amount				1,156,624.26
e Remaining amount distributed out of corpus	2,005,756.55			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	15,296,701.45			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr.			0.00	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	3,739,282.98			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	11,557,418.47			
10 Analysis of line 9.				
a Excess from 2006	2298036.75			
b Excess from 2007	1688836.36			
c Excess from 2008	2234802.58			
d Excess from 2009	3329986.23			
e Excess from 2010	2005756.55			

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 <i>Paid during the year</i>				
See Statement 15				
Total			3a	3117964.00
b <i>Approved for future payment</i>				
None				
Total			3b	0.00

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

President

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

MAC CANNEDY

Mac Connolly

8/31/14

P00123468

**Paid
Preparer
Use Only**

Firm's name ► **Freemon, Shapard & Story**

Firm's EIN ▶

75-0706311

Firm's address ► 807 8th. Street, Suite 200
Wichita Falls 76301-3381

Phone no 940-322-4436

Form **990-PF** (2010)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2010

Name of the organization

Employer identification number

Perkins-Prothro Foundation

75-1247407

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

Perkins-Prothro Foundation

75-1247407

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Joe N. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	\$ 5,943.72	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	Kathryn P. Yeager 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	\$ 1,553.64	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3		\$	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Perkins-Prothro Foundation

75-1247407

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	352 Shs Kellogg, Cost \$3,083.77 500 Shs Nestle, Cost \$2,859.95	\$ 45,334.86	11/22/10
2	2525 Shs Philip Morris, Cost \$1,553.64	\$ 150,717.25	12/17/10
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

Perkins-Prothro Foundation

75-1247407

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 Abbott Labs-1150 shs		P	11/08/88	01/22/10
b Altria Group-2700 shs		P	11/08/88	01/22/10
c American Express-500 shs		P	07/22/03	01/22/10
d American Express-300 shs		P	06/03/99	01/22/10
e Automatic Data-450 shs		P	02/26/04	01/22/10
f Bank of America-1050 shs		P	02/26/04	01/22/10
g BP PLC Spon-350 shs		P	07/22/03	01/22/10
h BP PLC Spon-1000 shs		P	07/22/03	06/15/10
i Caterpillar-350 shs		P	07/05/07	01/22/10
j Chevron Corp-1150 shs		P	07/22/03	01/22/10
k Cisco Systems-700 shs		P	10/09/07	01/22/10
l Coca Cola-2100 shs		P	03/05/01	01/22/10
m ConocoPhillips-700 shs		P	06/14/04	01/22/10
n Eli Lilly-600 shs		P	03/07/01	01/22/10
o Eli Lilly-3000 shs		P	07/22/03	01/22/10

(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 63,503.92		6,246.16	57,257.76
b 53,218.75		30,198.63	23,020.12
c 20,026.64		19,541.07	485.57
d 12,015.99		10,429.20	1,586.79
e 18,675.98		19,064.15	<388.17>
f 15,835.90		43,083.60	<27,247.70>
g 20,580.65		14,087.50	6,493.15
h 30,171.99		40,250.00	<10,078.01>
i 19,836.14		27,184.71	<7,348.57>
j 87,630.03		41,185.53	46,444.50
k 16,486.05		22,995.00	<6,508.95>
l 114,555.43		104,475.00	10,080.43
m 36,140.89		26,106.75	10,034.14
n 21,642.20		47,142.00	<25,499.80>
o 108,211.02		201,930.00	<93,718.98>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			57,257.76
b			23,020.12
c			485.57
d			1,586.79
e			<388.17>
f			<27,247.70>
g			6,493.15
h			<10,078.01>
i			<7,348.57>
j			46,444.50
k			<6,508.95>
l			10,080.43
m			10,034.14
n			<25,499.80>
o			<93,718.98>

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)
If (loss), enter "-0-" in Part I, line 8

3

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 Exxon Mobil-2976 shs		P	01/08/02	01/22/10
b Exxon Mobil-324 shs		P	11/20/83	01/22/10
c Fomento Ecnmco Mex-1800 shs		P	06/27/08	01/22/10
d Freeport-Mcmran Cpr&Gld-200 shs		P	06/27/08	01/22/10
e General Dynamics-300 shs		P	06/27/08	01/22/10
f General Electric-3900 shs		P	03/05/01	01/22/10
g Halliburton-450 shs		P	08/31/07	01/22/10
h HSBS Hldg-350 shs		P	09/23/04	01/22/10
i Intel Corp-20 shs		P	02/02/99	01/22/10
j Intel Corp-1400 shs		P	01/15/99	01/22/10
k Intel Corp-1000 shs		P	10/06/03	01/22/10
l Intel Corp-1680 shs		P	03/05/01	01/22/10
m JP Morgan-750 shs		P	06/03/99	01/22/10
n Johnson & Johnson-1100 shs		P	02/26/04	01/22/10
o McDermott-100 shs		P	03/05/01	01/22/10

(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 198,767.18		121,119.76	77,647.42
b 21,639.98		1,505.44	20,134.54
c 77,064.04		78,210.00	<1,145.96>
d 15,272.01		23,264.00	<7,991.99>
e 20,339.17		25,092.00	<4,752.83>
f 63,778.61		160,855.50	<97,076.89>
g 14,284.04		15,673.50	<1,389.46>
h 19,002.21		27,931.58	<8,929.37>
i 404.80		677.31	<272.51>
j 28,335.78		47,433.75	<19,097.97>
k 20,239.84		28,340.00	<8,100.16>
l 34,002.93		45,385.20	<11,382.27>
m 29,917.72		30,322.50	<404.78>
n 70,092.87		61,462.50	8,630.37
o 2,309.06		5,515.00	<3,205.94>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			77,647.42
b			20,134.54
c			<1,145.96>
d			<7,991.99>
e			<4,752.83>
f			<97,076.89>
g			<1,389.46>
h			<8,929.37>
i			<272.51>
j			<19,097.97>
k			<8,100.16>
l			<11,382.27>
m			<404.78>
n			8,630.37
o			<3,205.94>

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)

If (loss), enter "-0-" in Part I, line 8

3

Perkins-Prothro Foundation

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 McGraw Hill-432 shs		P	03/05/01	01/22/10
b McGraw Hill-318 shs		P	08/30/99	01/22/10
c Medtronic-350 shs		P	08/31/07	01/22/10
d Merck & Co-650 shs		P	07/02/09	01/22/10
e Microsoft-1100 shs		P	04/07/00	01/22/10
f Microsoft-950 shs		P	07/22/03	01/22/10
g Nestle-2100 shs		P	07/22/03	01/22/10
h Novo Nordisk-350 shs		P	06/27/08	01/22/10
i Pepsico-1500 shs		P	03/05/01	01/22/10
j Philip Morris Intl-2700 shs		P	03/06/01	01/22/10
k Praxair-300 shs		P	05/09/06	01/22/10
l Procter & Gamble-500 shs		P	03/05/01	01/22/10
m Procter & Gamble-1000 shs		P	07/22/03	01/22/10
n Rio Tinto-10 shs		P	08/28/08	01/22/10
o Rio Tinto-90 shs		P	08/31/07	01/22/10

(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 14,403.17		12,598.20	1,804.97
b 10,602.34		8,252.10	2,350.24
c 15,365.12		18,532.50	<3,167.38>
d 25,720.30		17,744.48	7,975.82
e 32,625.69		47,862.75	<15,237.06>
f 28,176.74		25,497.05	2,679.69
g 101,428.71		41,580.00	59,848.71
h 22,653.64		23,086.00	<432.36>
i 90,934.84		71,040.00	19,894.84
j 127,471.32		68,813.01	58,658.31
k 23,891.94		16,944.00	6,947.94
l 30,015.62		18,744.55	11,271.07
m 60,031.23		44,115.00	15,916.23
n 2,119.02		3,620.88	<1,501.86>
o 19,071.13		22,816.59	<3,745.46>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,804.97
b			2,350.24
c			<3,167.38>
d			7,975.82
e			<15,237.06>
f			2,679.69
g			59,848.71
h			<432.36>
i			19,894.84
j			58,658.31
k			6,947.94
l			11,271.07
m			15,916.23
n			<1,501.86>
o			<3,745.46>

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)
If (loss), enter "-0-" in Part I, line 8 }

3

Perkins-Prothro Foundation

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	Target Corp-400 shs	P	08/28/06	01/22/10
b	Texas Instruments-800 shs	P	08/31/07	01/22/10
c	United Techs-450 shs	P	07/05/07	01/22/10
d	Unitrin Inc-800 shs	P	03/05/01	01/22/10
e	Walgreen Co-1200 shs	P	03/05/01	01/22/10
f	Wal-Mart-250 shs	P	09/05/91	01/22/10
g	Wal-Mart-300 shs	P	11/30/09	01/22/10
h	Wal-Mart-100 shs	P	09/05/91	01/22/10
i	Vanguard Total Bond Mkt Index-9656.285 shs	P	Various	12/02/10
j	Vanguard Total Bond Mkt Index-267107.604 shs	P	Various	12/02/10
k	Goldman Sachs - ALL ACCTS	P	Various	Various
l	UBS Acct #514	P	Various	Various
m	UBS Acct #514	P	Various	Various
n	UBS Acct #515	P	Various	Various
o	UBS Acct #516	P	Various	Various

(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 20,283.94		19,166.24	1,117.70
b 19,000.16		27,688.00	<8,687.84>
c 31,374.82		32,562.00	<1,187.18>
d 17,512.66		30,040.00	<12,527.34>
e 43,682.44		42,690.00	992.44
f 13,279.96		7,168.69	6,111.27
g 15,935.95		16,433.73	<497.78>
h 5,311.98		2,865.93	2,446.05
i 103,418.81		97,235.96	6,182.85
j 2,860,722.44		2,689,695.41	171,027.03
k 54,739.16		43,063.50	11,675.66
l 1,576,731.30		1,451,553.64	125,177.66
m 240.73		240.73	0.00
n 400,000.00		400,000.00	0.00
o 1,447,059.25		655,388.80	791,670.45

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,117.70
b			<8,687.84>
c			<1,187.18>
d			<12,527.34>
e			992.44
f			6,111.27
g			<497.78>
h			2,446.05
i			6,182.85
j			171,027.03
k			11,675.66
l			125,177.66
m			0.00
n			0.00
o			791,670.45

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).
If (loss), enter "-0-" in Part I, line 8

3

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	UBS Acct #516	P	Various	Various
b	UBS Acct #1090	P	Various	Various
c	UBS Acct #1090	P	Various	Various
d	UBS Acct #1091	P	Various	Various
e	UBS Acct #1091	P	Various	Various
f	UBS Acct #1092	P	Various	Various
g	UBS Acct #1092	P	Various	Various
h	UBS Acct #1093	P	Various	Various
i	UBS Acct #1093	P	Various	Various
j	UBS Acct #1166	P	Various	Various
k	UBS Acct #1166	P	Various	Various
l	UBS Acct #2185	P	Various	Various
m	UBS Acct #2727	P	Various	Various
n	Capital Gains Dividends			
o				

(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	11,622.60	4,883.66	6,738.94
b	81,350.61	76,242.10	5,108.51
c	229,560.71	216,573.91	12,986.80
d	96,210.46	74,569.17	21,641.29
e	97,945.08	66,549.67	31,395.41
f	259,633.11	199,987.97	59,645.14
g	1,239,938.13	1,222,699.07	17,239.06
h	41,851.36	31,728.37	10,122.99
i	83,032.51	69,464.75	13,567.76
j	228,164.33	216,412.66	11,751.67
k	660,822.30	648,644.37	12,177.93
l	253,285.36	228,412.78	24,872.58
m	176,775.01	162,136.75	14,638.26
n	491.91		491.91
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			6,738.94
b			5,108.51
c			12,986.80
d			21,641.29
e			31,395.41
f			59,645.14
g			17,239.06
h			10,122.99
i			13,567.76
j			11,751.67
k			12,177.93
l			24,872.58
m			14,638.26
n			491.91
o			

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	1,426,417.40
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2010 DEPRECIATION AND AMORTIZATION REPORT

Land Rentals

RENT

1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
2	Land	09/30/03		.000	16	14,757.91			14,757.91			0.00
	* Total 990-PF Rental Depr					14,757.91		0.00	14,757.91	0.00	0.00	0.00

028102
05-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

22.1

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Goldman Sachs	1.07
Merrill Lynch	1,767.81
UBS Financial Services LLC	246,844.12
Total to Form 990-PF, Part I, line 3, Column A	248,613.00

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Merrill Lynch	168,159.85	0.00	168,159.85
UBS Financial Services LLC	89,672.26	491.91	89,180.35
Vanguard Fund	94,152.12	0.00	94,152.12
Total to Form 990-PF, Part I, line 4	351,984.23	491.91	351,492.32

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Land Rentals	1	3,622.56
Total to Form 990-PF, Part I, line 5a		3,622.56

Form 990-PF Other Income Statement 4

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Oil & Gas Royalties	330,418.81	330,418.81	
Miscellaneous Income	112.44	112.44	
Oil & Gas Royalties - Partnership K-1's	827,696.94	827,696.94	
Partnerships - K-1's	<72,653.00>	<72,653.00>	
Total to Form 990-PF, Part I, line 11	1,085,575.19	1,085,575.19	

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting Fees - Freemon, Shapard & Story (Audit & Accounting Service)	15,000.00	7,500.00		0.00	
Accounting Fees - Perkins Prothro Co.(Accounting & Bookkeeping)	46,200.00	23,100.00		0.00	
To Form 990-PF, Pg 1, ln 16b	61,200.00	30,600.00		0.00	

Form 990-PF	Other Professional Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Professional Fees - Fayez Sarofim & Co. (Investment Mgmt.)	30,048.00	30,048.00		0.00	
Other Professional Fees - UBS Financial Serv Fees (Investment Mgmt.)	82,574.76	82,574.76		0.00	
To Form 990-PF, Pg 1, ln 16c	112,622.76	112,622.76		0.00	

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Tax Expense	4,120.92	4,120.92		0.00	
Ad Valorem	20,134.32	20,134.32		0.00	
Federal Excise & Misc. Taxes	29,325.33	0.00		0.00	
Gross Production Tax	16,195.87	16,195.87		0.00	
Payroll Taxes	5,049.00	2,524.50		0.00	
Gross Production Tax-Partnerships	107,914.11	107,914.11		0.00	
To Form 990-PF, Pg 1, ln 18	182,739.55	150,889.72		0.00	

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Expenses - Royalties	2,334.76	2,334.76		0.00	
Miscellaneous Expenses	2,993.60	2,993.60		0.00	
To Form 990-PF, Pg 1, ln 23	5,328.36	5,328.36		0.00	

Form 990-PF	Corporate Stock		Statement	9
Description	Book Value		Fair Market Value	
ML Corporate Stocks	3,438,351.80		6,273,475.19	
UBS Corporate Stocks	4,540,919.10		5,449,261.63	
Total to Form 990-PF, Part II, line 10b	7,979,270.90		11,722,736.82	

Form 990-PF	Corporate Bonds		Statement	10
Description	Book Value		Fair Market Value	
UBS Corporate Notes, Bonds	5,018,360.40		5,245,862.99	
Total to Form 990-PF, Part II, line 10c	5,018,360.40		5,245,862.99	

Form 990-PF	Depreciation of Assets Held for Investment		Statement	11
Description	Cost or Other Basis	Accumulated Depreciation	Book Value	
Land	14,757.91	0.00	14,757.91	
Total to Fm 990-PF, Part II, ln 11	14,757.91	0.00	14,757.91	

Form 990-PF	Other Investments	Statement	12
Description	Valuation Method	Book Value	Fair Market Value
GS Hedge Funds	COST	62,996.08	78,148.20
The Vanguard Fund	COST	0.00	0.00
Mineral Investments - Producing	COST	309.46	804,022.71
Mineral Investments - Non-Producing	COST	3,293.68	3,293.68
Partnership Interest - DB Liquidations	COST	<162.00>	0.00
Partnership Interest - Prothro Investments	COST	23,035.90	2,185,174.46
UBS Partnership Investments	COST	925,449.48	2,095,253.10
Total to Form 990-PF, Part II, line 13		1,014,922.60	5,165,892.15

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	13
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
Joe N. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	President 40.00	66,000.00	2,541.00	0.00
Kathryn P. Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	V-President 10.00	0.00	0.00	0.00
K. Elizabeth Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Secretary 10.00	6,000.00	0.00	0.00
Mark H. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Treasurer 10.00	0.00	0.00	0.00
Charlotte P. Philbin 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Director 10.00	6,000.00	0.00	0.00
Totals included on 990-PF, Page 6, Part VIII		78,000.00	2,541.00	0.00

Form 990-PF

Part XV - Line 1b
List of Foundation Managers

Statement 14

Name of Manager

Joe N. Prothro
Kathryn P. Yeager
Mark H. Prothro

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 15

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Alf Engen Ski Museum Foundation P O Box 980187 Park City, UT 84068	None Annual Fund	501(c)(3)	250.00
American Heart Association 2401 Scott Avenue Fort Worth, TX 76103	None Annual Fund	501(c)(3)	5,000.00
American Red Cross 1800 Elm Street Manchester, NH 03104	None Annual Fund	501(c)(3)	150.00
Animal Rescue League of New Hampshire 545 Route 101 Bedford, NH 03110	None Annual Fund	501(c)(3)	5,000.00
Backdoor Theatre P O Box 896 Wichita Falls, TX 76307	None Matching City grant	501(c)(3)	15,000.00
Baylor Health Care System Foundation 3600 Gaston Avenue, Suite 100 Dallas, TX 75246	None Annual Fund	501(c)(3)	2,500.00

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Bedford Presbyterian Church 4 Church Road Bedford, NH 03110	None Annual Fund	501(c)(3)	22,500.00
Bedford Presbyterian Church 4 Church Road Bedford, NH 03110	None Women's ministry	501(c)(3)	750.00
Bishop Guertin High School 194 Lund Road Nashua, NH 03060	None Walk A Thon	501(c)(3)	450.00
Boy Scouts of America 3604 Maplewood Avenue Wichita Falls, TX 76308	None Friends of Scouting	501(c)(3)	300.00
Boys & Girls Club of Burkburnett P O Box 2 Burkburnett, TX 76354	None Annual Fund	501(c)(3)	10,000.00
Boys & Girls Club of Wichita Falls 1318 6th Street Wichita Falls, TX 76301-2319	None Annual Fund & Memorials	501(c)(3)	800.00
Breast Cancer 3-Day 7610 Payshere Circle Chicago, IL 60674	None Sponsorship	501(c)(3)	2,500.00
Camp Fire Council of North Texas 2414 9th Street Wichita Falls, TX 76301	None Membership Drive	501(c)(3)	500.00
Camp John Marc 2824 Swiss Avenue Dallas, TX 75204	None Campership	501(c)(3)	750.00
CASA of New Hampshire P O Box 1327 Manchester, NH 03105-1327	None Annual Fund	501(c)(3)	5,000.00

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Christ's Foundry of United Methodist Church P O Box 29126 Dallas, TX 75229	None Aid for homeless	501(c)(3)	3,000.00
Cimarron Memorial Hospital P O Box 1059 Boise City, OK 73933	None Purchase equipment	501(c)(3)	44,800.00
Clay County Animal Shelter P O Box 274 Henrietta, TX 76365	None Annual Fund	501(c)(3)	150.00
Community Healthcare Center P O Box 720 Wichita Falls, TX 76307	None Memorial	501(c)(3)	400.00
Creede Community Church P O Box 126 Creede, CO 81130	None Annual Fund	501(c)(3)	3,000.00
Dallas Museum of Art 1717 North Harwood Street Dallas, TX 75201	None Annual Fund	501(c)(3)	6,000.00
Dallas Theater Center 3636 Turtle Creek Blvd Dallas, TX 75219	None Annual Fund	501(c)(3)	1,500.00
East Branch YMCA 302 Tulsa Wichita Falls, TX 76301	None Partners in Youth	501(c)(3)	500.00
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None Annual Fund	501(c)(3)	7,500.00
Evangel Temple 3800 Barnett Road Wichita Falls, TX 76310	None Help for Haiti	501(c)(3)	25,000.00

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First Christian Church 3701 Taft Blvd Wichita Falls, TX 76308	None Memorial Fund	501(c)(3)	200.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None Haiti Relief (UMCOR)	501(c)(3)	1,000.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None Annual Fund	501(c)(3)	39,500.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None Capital Campaign Fund	501(c)(3)	16,000.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None Frank & Kay Yeager Fund	501(c)(3)	15,000.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None Operating Budget	501(c)(3)	78,750.00
Friends of Hospice 4909 Johnson Road Wichita Falls, TX 76310	None Golf Tournament	501(c)(3)	2,200.00
Habitat for Humanity 1206 Lamar Wichita Falls, TX 76301	None Carrigan House	501(c)(3)	1,500.00
Highland Park Education Foundation 4201 Grassmere Dallas, TX 75205	None Mad for Plaid	501(c)(3)	3,750.00
Highland Park United Methodist Church 3300 Mockingbird Lane Dallas, TX 75205	None General Fund	501(c)(3)	37,500.00

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Hospice of Wichita Falls 4909 Johnson Road Wichita Falls, TX 76310	None Homecare Administration Wing	501(c)(3)	167000.00
Hospice of Wichita Falls 4909 Johnson Road Wichita Falls, TX 76310	none General Fund-Memorials	501(c)(3)	525.00
Hyer Elementary School 3920 Caruth Blvd Dallas, TX 75225	None General Fund Underwriting & Carnival	501(c)(3)	4,500.00
International Festival-Institute at Round Top P O Box 89 Round Top, TX 78954-0089	None Annual Fund	501(c)(3)	15,000.00
Kemp Center for The Arts 1300 Lamar Street Wichita Falls, TX 76301	None Annual Fund	501(c)(3)	3,100.00
Lindsey A Johnson Memorial Scholarship Fund 130 Oyster Bay Graford, TX 76449	None Scholarship Fund	501(c)(3)	3,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	None Refinish Piano in Music Dept	170(c)(1)	4,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	None President's Circle	170(c)(1)	6,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	None Artist Lecture Series	170(c)(1)	2,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	None Athletics	170(c)(1)	250.00

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Mills College 301 West South Temple Salt Lake City, UT 84101	None Holmgren Scholarship Fund	501(c)(3)	18,750.00
Mountainland Community Housing 1960 Sidewinder, Suite 202 Park City, UT 84060	None Annual Fund	501(c)(3)	2,000.00
Museum of Nature & Science P O Box 151469 Dallas, TX 75315	None Annual Fund	501(c)(3)	1,875.00
Museum of North Texas History P O Box 1619 Wichita Falls, TX 76307	None Membership Drive	501(c)(3)	250.00
National Ability Center P O Box 682799 Park City, UT 84068	None Endowment Fund	501(c)(3)	25,000.00
National Ability Center P O Box 682799 Park City, UT 84068	None Annual Fund	501(c)(3)	3,500.00
North Texas Area United Way P O Box 660 Wichita Falls, TX 76307	None Annual Fund	501(c)(3)	81,250.00
North Texas Area United Way P O Box 660 Wichita Falls, TX 76307	None Campaign Fund	501(c)(3)	21,500.00
North Texas Food Bank 4500 S. Cockrell Hill Road Dallas, TX 75236-2028	None Food 4 Kids Backpack Program	501(c)(3)	750.00
Park City Historical Society P O Box 555 Park City, UT 84060	None Annual Fund	501(c)(3)	25,000.00

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Park City Performing Arts Fdn. P O Box 1297 Park City, UT 84060	None Dogs of Bark City	501(c)(3)	10,200.00
Partners in Health P O Box 845578 Boston, MA 02284-5578	None Haiti Relief	501(c)(3)	15,750.00
Peace House Inc P O Box 682141 Park City, UT 84068	None Annual Fund	501(c)(3)	2,500.00
Planned Parenthood of North Texas 7424 Greenville Ave, Suite 206 Dallas, TX 75221	None Annual Fund	501(c)(3)	750.00
Presbyterian Manor 4600 Taft Wichita Falls, TX 76308	None Picture Project	501(c)(3)	75,000.00
River Bend Nature Works P O Box 3674 Wichita Falls, TX 76301	None Annual Fund	501(c)(3)	2,000.00
Salesmanship Club Foundation 106 E Tenth Street Dallas, TX 75203	None Annual Fund	501(c)(3)	15,000.00
Salvation Army 121 Cedar Street Manchester, NH 03101	None Annual Fund	501(c)(3)	150.00
Sheppard Military Affairs Committee P O Box 1860 Wichita Falls, TX 76307-1860	None Partners in Freedom	501(c)(3)	1,000.00
Southern Methodist University P O Box 750133 Dallas, TX 75275	None Park Benches	501(c)(3)	15,000.00

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Southern Methodist University P O Box 750133 Dallas, TX 75275	None Perkins School of Theology Lecture Sponsor	501(c)(3)	9,500.00
Southern Methodist University P O Box 750133 Dallas, TX 75275	None Perkins School of Theology Building Fund	501(c)(3)	300000.00
Southern Methodist University P O Box 750133 Dallas, TX 75275	None CV Prothro Biological Sciences Initiative	501(c)(3)	200000.00
Southern Methodist University P O Box 750133 Dallas, TX 75275	None Endowed Scholarship Fund/Prof Al Mouledous	501(c)(3)	100000.00
Southwestern Medical Foundation 2305 Cedar Springs Road, Suite 150 Dallas, TX 75201	None CV Prothro Center for Research	501(c)(3)	15,000.00
Southwestern University P O Box 770 Georgetown, TX 78627	None Charles & Elizabeth Prothro Center for Lifelong Learning	501(c)(3)	1050000
SPCA of Texas 2400 Lone Star Drive Dallas, TX 75212	None Building Renovation	501(c)(3)	15,000.00
Special Olympics New Hampshire Inc 650 Elm Street Manchester, NH 03101	None Annual Fund	501(c)(3)	150.00
St Michaels & All Angels Episcopal Church P O Box 12385 Dallas, TX 75225	None Stewardship Program	501(c)(3)	3,750.00
Straight Street P O Box 1684 Wichita Falls, TX 76301	None Annual Fund	501(c)(3)	500.00

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Sweet Briar College Box G Sweet Briar, VA 24595	None Annual Fund	501(c)(3)	1,750.00
TACA 3878 Oaklawn Avenue, Suite 624 Dallas, TX 75219	None Annual Fund	501(c)(3)	1,875.00
Texas Wesleyan University 1201 Wesleyan Fort Worth, TX 76105	None Annual Fund	501(c)(3)	2,500.00
United Regional Health Care Foundation 1600 11th Street Wichita Falls, TX 76301	None Support Bridwell Tower Project	501(c)(3)	1,500.00
United Regional Health Care Foundation 1600 11th Street Wichita Falls, TX 76301	None Capital Campaign Fund	501(c)(3)	250000.00
United States Ski & Snowboard Foundation P O Box 100 Park City, UT 84060	None Annual Fund	501(c)(3)	9,000.00
University of Texas-Chancellor's Council 210 W 6th Street, Suite 1200 Austin, TX 78701	None General Fund	170(c)(1)	2,000.00
University of Texas-Chancellor's Excellence 210 W 6th Street, Suite 1200 Austin, TX 78701	None Endowment	170(c)(1)	20,000.00
University of Texas-Harry Ransom Center P O Box 7219 Austin, TX 78713	None Staley Endowment	170(c)(1)	3,500.00
University of TX at Austin, The Longhorn Fdn. P O Box 13178 Austin, TX 78713	None General Fund	170(c)(1)	27,274.00

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University of TX College of Bus. Adm. P O Box 7727 Austin, TX 78713	None General Fund	170(c)(1)	2,500.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None Deer Valley Music Festival Fund	501(c)(3)	85,000.00
Vernon College Oklaunion Ex-Student Assn 4400 College Drive Vernon, TX 76384	None Scholarship Fund	170(c)(1)	915.00
Wake Forest University P O Box 7227 Winston Salem, NC 27109	None Annual Fund	501(c)(3)	5,000.00
Wichita County Heritage Society 900 Bluff Street Wichita Falls, TX 76301	None Annual Fund	501(c)(3)	100.00
Wichita Falls Area Community Fdn. 807 8th Street, Suite 750 Wichita Falls, TX 76301	None WFHS Band Fund	501(c)(3)	20,000.00
Wichita Falls ISD P O Box 97533 Wichita Falls, TX 76307	None Watkins Collection Materials	170(c)(1)	4,000.00
Wichita Falls ISD Foundation 1104 Broad Street Wichita Falls, TX 76301	None Fine Arts Program	501(c)(3)	7,000.00
Wichita Falls ISD Foundation 1104 Broad Street Wichita Falls, TX 76301	None Website & Logo	501(c)(3)	6,000.00
Wichita Falls ISD P O Box 97533 Wichita Falls, TX 76307	None Display Cases	170(c)(1)	5,000.00

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Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None Annual Fund	501(c)(3)	23,000.00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None Memorial	501(c)(3)	300.00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None Butterfly Dinner	501(c)(3)	2,000.00
Wichita Falls YMCA 1010 Ninth Street Wichita Falls, TX 76301	None Back A Youth	501(c)(3)	500.00
Wichita Falls Youth Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None Annual Fund	501(c)(3)	300.00
Wofford College 429 North Church Spartanburg, SC 29303	None Endowed Scholarship Fund	501(c)(3)	17,500.00
Wofford College 429 North Church Spartanburg, SC 29303	None General Fund	501(c)(3)	8,250.00
Yellowstone Park Foundation, Inc. 222 E. Main Street Bozeman, MT 59715	None Wolf Projects	501(c)(3)	15,000.00
Yellowstone Park Foundation, Inc. 222 E. Main Street Bozeman, MT 59715	None Outdoor Exhibits	501(c)(3)	21,000.00
Total to Form 990-PF, Part XV, line 3a			<u>3,117,964.00</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

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

Type or print	Name of exempt organization Perkins-Prothro Foundation	Employer identification number 75-1247407
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 2304 Midwestern Parkway, No. 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Wichita Falls, TX 76308	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Mark H. Prothro, Treasurer - 2304 Midwestern Parkway,

- The books are in the care of ► **Suite 200 - Wichita Falls,, TX 76308**

Telephone No. ► **(940) 691-7770**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► ☐. If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2010** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	27,054.38
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	29,284.82
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number	
	Perkins-Prothro Foundation	75-1247407	
	Number, street, and room or suite no. If a P.O. box, see instructions.	2304 Midwestern Parkway, No. 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	Wichita Falls, TX 76308	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

Mark H. Prothro, Treasurer - 2304 Midwestern Parkway,

- The books are in the care of ☒ Suite 200 - Wichita Falls,, TX 76308

Telephone No. ☒ (940) 691-7770

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2011.

5 For calendar year 2010, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

All tax information has now been received however additional time is required to complete and file an accurate return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	55,849.25
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	55,284.82
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	564.43

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒ Mark H. Prothro Title ☒ Treasurer

Date ☒ 8-9-11

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