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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

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

OMB No 1545 0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

SAN ANGELO HEALTH FOUNDATION
P. O. BOX 3550
SAN ANGELO, TX 76902

A Employer identification number
75-1315145

B Telephone number (see the instructions)
325-486-0185

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶$ 55,791,822.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ▶ ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	216.	216.		
	4 Dividends and interest from securities	89,471.	1,271,981.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	248,166.			
	b Gross sales price for all assets on line 6a 16,367,504.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	202,308.	2,881,313.		
	12 **Total.** Add lines 1 through 11	540,161.	4,153,510.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	138,000.	11,454.		126,546.
	14 Other employee salaries and wages	52,000.	1,508.		50,492.
	15 Pension plans, employee benefits	25,927.	1,768.		24,159.
	16a Legal fees (attach schedule) SEE ST 2	2,063.			
	b Accounting fees (attach sch) SEE ST 3	30,876.	16,881.		16,881.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 4	153,094.	10,011.		
	19 Depreciation (attach sch) and depletion	134,215.	9,086.		
	20 Occupancy	24,156.	1,648.		22,508.
	21 Travel, conferences, and meetings				
	22 Printing and publications	4,435.			4,435.
	23 Other expenses (attach schedule) SEE STATEMENT 5	361,442.	319,108.		67,995.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	926,208.	371,464.		313,016.
	25 Contributions, gifts, grants paid PART XV	1,826,246.			2,213,902.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,752,454.	371,464.	0.	2,526,918.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-2,212,293.			
	b **Net investment income** (if negative, enter -0)		3,782,046.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	200.	200.	200.
	2 Savings and temporary cash investments	178,915.	129,295.	129,295.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	21,124.	49.	49.
	10a 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 ► 765,091.			
	Less accumulated depreciation (attach schedule) SEE STMT 6 ►	751,892.	765,091.	765,091.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	47,562,941.	45,280,781.	49,067,272.
	14 Land, buildings, and equipment. basis ► 5,395,319.			
	Less accumulated depreciation (attach schedule) SEE. STMT 7 ► 1,261,374.	4,268,160.	4,133,945.	5,829,915.
	15 Other assets (describe ► SEE STATEMENT 8)	-1,286,803.	3,786,491.	
	16 **Total assets** (to be completed by all filers — see instructions Also, see page 1, item I)	51,496,429.	54,095,852.	55,791,822.
LIABILITIES	17 Accounts payable and accrued expenses	131,876.	118,128.	
	18 Grants payable	1,555,325.	1,167,669.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► SEE STATEMENT 9)	1,367.	141,192.	
	23 **Total liabilities** (add lines 17 through 22)	1,688,568.	1,426,989.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	49,549,738.	52,668,863.	
	25 Temporarily restricted	258,123.		
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	49,807,861.	52,668,863.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	51,496,429.	54,095,852.	

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	49,807,861.
2	Enter amount from Part I, line 27a	2	-2,212,293.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 10	3	5,073,295.
4	Add lines 1, 2, and 3	4	52,668,863.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	52,668,863.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 11			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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	-174,665.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

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

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

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 instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	75,641.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	75,641.
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	75,641.
6	Credits/Payments		
a	2010 estimated tax pmts and 2009 overpayment credited to 2010 — 6a: 3,000.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,200.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d SEE STATEMENT 12	7	82,765.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	2,025.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** SEE STATEMENT 13 ►	10	5,099.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ► 0. **Refunded** ►	11	5,099.

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b	X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c	Did the foundation file **Form 1120-POL** for this year?	1c	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*	2	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*	3	X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5	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?	6	X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX		
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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*	9	X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	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 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 ► SAHFOUNDATION.ORG

14 The books are in care of ► OLIVER, RAINEY, & WOJTEK Telephone no ► (325) 942-6713

Located at ► 2909 SHERWOOD WAY STE 300 SAN ANGELO TX ZIP + 4 ► 76901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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		X

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►

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 the instructions)?	1b		N/A
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)	2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__.			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes	☐ No		
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If 'Yes' to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A			7b	

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		138,000.	9,660.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VICKI FORD P.O. BOX 3550 SAN ANGELO, TX 76902	ADMIN OFFICER 40	52,000.	3,640.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
RUSSELL INVESTMENTS 909 A STREET TACOMA, WA 98402	INVESTMENT FEES	265,062.

Total number of others receiving over $50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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	46,408,639.
b Average of monthly cash balances		1b	154,725.
c Fair market value of all other assets (see instructions)		1c	6,577,708.
d **Total** (add lines 1a, b, and c)		1d	53,141,072.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	53,141,072.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	797,116.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	52,343,956.
6 **Minimum investment return.** Enter 5% of line 5		6	2,617,198.

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	2,617,198.
2a Tax on investment income for 2010 from Part VI, line 5	2a 75,641.		
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	75,641.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	2,541,557.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	2,541,557.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,541,557.

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	2,526,918.
b Program-related investments – total from Part IX-B		1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes		2	
3 Amounts set aside for specific charitable projects that satisfy the			
a Suitability test (prior IRS approval required)		3a	
b Cash distribution test (attach the required schedule)		3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4.		4	2,526,918.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4		6	2,526,918.

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				2,541,557.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			446,492.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e.	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 2,526,918.				
a Applied to 2009, but not more than line 2a			446,492.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				2,080,426.
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).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				461,131.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
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 instructions and Part VII-A, question 9) N/A

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 16				
Total			► **3a**	2,213,902.
b *Approved for future payment* SEE STATEMENT 17				
Total			► **3b**	780,012.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	216.	
4 Dividends and interest from securities			14	89,471.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	248,166.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FACILITY USAGE FEES			3	2,448.	
b OIL AND GAS INCOME			15	166,790.	
c SECURITIES SETTLEMENTS			14	33,070.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				540,161.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	540,161.

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

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

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

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

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

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 12/10/13 — ▶ Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN
TODD A. ENGEL, CPA	TODD A. ENGEL, CPA	12/06/13		P00183891

Firm's name ▶ OLIVER, RAINEY & WOJTEK, LLP — Firm's EIN ▶ 75-2138464

Firm's address ▶ 2909 SHERWOOD WAY, SUITE 300 SAN ANGELO, TX 76901-3558 — Phone no 325-942-6713

THIS AMENDED RETURN IS NECESSARY TO PROPERLY REPORT AND REFLECT TAXATION ON SUCH INCOME ONLY ONCE.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
7	82,414.		82,414.	0.				$ 0.
8	31,558.		31,558.	0.				0.
9	43,907.		43,907.	0.				0.
10	32,885.		32,885.	0.				0.
11	69,674.		69,674.	0.				0.
12	246,282.		246,282.	0.				0.
13	113,614.		203,340.	-89,726.				-89,726.
14	107,955.		107,955.	0.				0.
15	8,984.		8,984.	0.				0.
16	58,061.		58,061.	0.				0.
17	35,380.		35,380.	0.				0.
18	6,581.		6,581.	0.				0.
19	15,916.		15,916.	0.				0.
20	9,098.		9,098.	0.				0.
21	6752652.		6752652.	0.				0.
22	3326168.		3326168.	0.				0.
23	1623793.		1623793.	0.				0.
24	2756483.		2756483.	0.				0.
25	46,715.		46,312.	403.				403.
26	11,416.		11,310.	106.				106.
27	9,959.		9,959.	0.				0.
28	46,149.		46,149.	0.				0.
29	19,146.		19,146.	0.				0.
30	56,880.		56,880.	0.				0.
31	142,867.		136,586.	6,281.				6,281.
32	11,246.		11,297.	-51.				-51.
33	166,622.		166,622.	0.				0.
34	158,327.		158,327.	0.				0.
35	66,078.		66,078.	0.				0.
36	4,860.		4,860.	0.				0.
							TOTAL	$ -174,665.

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FACILITY USAGE FEES	$ 2,448.	$ 2,448.	
OIL AND GAS INCOME	166,790.	166,790.	
SECURITIES SETTLEMENTS	33,070.	33,070.	
TOTAL	$ 202,308.	$ 202,308.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	$ 2,063.			
TOTAL	$ 2,063.	$ 0.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 15,876.	$ 8,938.		$ 8,938.
AUDIT AND TAX RETURN FEES	15,000.	7,943.		7,943.
TOTAL	$ 30,876.	$ 16,881.	$ 0.	$ 16,881.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	$ 143,083.			
PROPERTY TAXES	10,011.	$ 10,011.		
TOTAL	$ 153,094.	$ 10,011.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	$ 1,985.	$ 135.		$ 1,850.
EMPLOYEE HEALTH INSURANCE	11,840.	802.		11,038.
INSURANCE	24,784.	12,392.		12,392.
INVESTMENT FEES	266,522.	265,062.		
OFFICE EXPENSES	2,748.	187.		2,561.
OTHER EXPENSE	4,448.	245.		3,350.
POSTAGE	723.	49.		675.
REPAIRS AND MAINTENANCE	9,407.	642.		
RUSSELL CORE BOND FUND		5,707.		
RUSSELL INTERNATIONAL EQUITY FUND		6,649.		
RUSSELL LARGE CAP EQUITY FUND		3,784.		
RUSSELL QUANTATIVE EQUITY FUND		19,330.		
RUSSELL SMALL CAP EQUITY FUND		1,478.		
SERVICE CONTRACTS	3,209.	205.		2,794.
STAFF TRAVEL, MEETINGS AND TRAINING	30,791.	2,101.		28,690.
TELEPHONE & WEB PAGE	4,985.	340.		4,645.
TOTAL	$ 361,442.	$ 319,108.	$ 0.	$ 67,995.

STATEMENT 6
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND	$ 765,091.		$ 765,091.	$ 765,091.
TOTAL	$ 765,091.	$ 0.	$ 765,091.	$ 765,091.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 164,043.	$ 161,514.	$ 2,529.	$ 25,000.
MACHINERY AND EQUIPMENT	40,930.	40,930.	0.	0.
BUILDINGS	4,469,156.	804,386.	3,664,770.	4,469,156.
LAND	466,646.		466,646.	861,510.
MISCELLANEOUS	254,544.	254,544.	0.	474,249.
TOTAL	$ 5,395,319.	$ 1,261,374.	$ 4,133,945.	$ 5,829,915.

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
UNREALIZED GAIN (LOSS) ON INVESTMENTS	$ 3,786,491.	
TOTAL	$ 3,786,491.	$ 0.

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

PENSION EXPENSE PAYABLE	$ 1,108.
EXCISE TAX PAYABLE	140,083.
ROUNDING	1.
TOTAL	$ 141,192.

STATEMENT 10
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED GAIN ON INVESTMENT SECURITIES	$ 5,073,295.
TOTAL	$ 5,073,295.

STATEMENT 11
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	108.668 RAIF PLC DESIGNATED INV	PURCHASED	VARIOUS	1/04/2010
2	11,795.585 RUSSELL INSTL FDS LLC LARGE CAP US EQUIT	PURCHASED	VARIOUS	VARIOUS
3	4,192.189 RUSSELL INSTL FDS LLC QUANTATIVE US EQ	PURCHASED	VARIOUS	VARIOUS
4	3,529.87 RUSSELL INSTL FDS LLC SM CAP US EQUITY	PURCHASED	VARIOUS	VARIOUS
5	467.262 RUSSELL INSTL FDS LLC INTL EQUITY FD ACC	PURCHASED	VARIOUS	1/20/2010
6	112.795 RAIF PLC DESIGNATED INV	PURCHASED	VARIOUS	4/01/2010
7	8,548.724 RUSSELL INSTL FDS LLC LARGE CAP US EQUIT	PURCHASED	VARIOUS	VARIOUS
8	3,335.178 RUSSELL INSTL FDS LLC QUANTATIVE US EQ	PURCHASED	VARIOUS	VARIOUS
9	4,230.19 RUSSELL INSTL FDS LLC SM CAP US EQUITY	PURCHASED	VARIOUS	VARIOUS
10	4,020.21 RUSSELL INSTL FDS LLC LARGE CAP US EQUIT	PURCHASED	VARIOUS	6/30/2010
11	7,990.147 RUSSELL INSTL FDS LLC SM CAP US EQUITY F	PURCHASED	VARIOUS	6/30/2010

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
12	20,006.647 RUSSELL INSTL FDS LLC CORE BD FD ACCD	PURCHASED	VARIOUS	6/30/2010
13	203.34 RAIF PLC DESIGNATED INV	PURCHASED	VARIOUS	7/01/2010
14	12,253.723 RUSSELL INSTL FDS LLC LARGE CAP US EQUIT	PURCHASED	VARIOUS	7/28/2010
15	1,038.565 RUSSELL INSTL FDS LLC QUANTATIVE US EQ	PURCHASED	VARIOUS	7/28/2010
16	6,223.056 RUSSELL INSTL FDS LLC SM CAP US EQUITY F	PURCHASED	VARIOUS	7/28/2010
17	3,975.274 RUSSELL INSTL FDS LLC LARGE CAP US EQUIT	PURCHASED	VARIOUS	8/03/2010
18	751.267 RUSSELL INSTL FDS LLC QUANTATIVE US EQ	PURCHASED	VARIOUS	8/03/2010
19	1,698.649 RUSSELL INSTL FDS LLC SM CAP US EQUITY	PURCHASED	VARIOUS	8/03/2010
20	1,096.099 RUSSELL INSTL FDS LLC INTL EQUITY FD ACC	PURCHASED	VARIOUS	8/03/2010
21	700,188.532 RUSSELL INSTL FDS LLC LARGE CAP US EQUIT	PURCHASED	VARIOUS	10/29/2010
22	356,510.098 RUSSELL INSTL FDS LLC QUANTATIVE US EQ	PURCHASED	VARIOUS	10/29/2010
23	160,126.344 RUSSELL INSTL FDS LLC SM CAP US EQUITY	PURCHASED	VARIOUS	10/29/2010
24	308,892.575 RUSSELL INSTL FDS LLC INTL EQUITY FD ACC	PURCHASED	VARIOUS	10/29/2010
25	5,480.731 RUSSELL GLOBAL EQUITY FUND	PURCHASED	VARIOUS	VARIOUS
26	551.755 RUSSELL EMERGING MARKETS	PURCHASED	VARIOUS	11/12/2010
27	1,017.296 RUSSELL INSTL FDS LLC LARGE CAP US EQUIT	PURCHASED	VARIOUS	11/29/2010
28	4,886.302 RUSSELL INSTL FDS LLC QUANTATIVE US EQ	PURCHASED	VARIOUS	VARIOUS
29	1,789.379 RUSSELL INSTL FDS LLC SM CAP US EQUITY	PURCHASED	VARIOUS	11/29/2010
30	4,453.554 RUSSELL INSTL FDS LLC CORE BD FD ACCD	PURCHASED	VARIOUS	VARIOUS
31	16,161.389 RUSSELL GLOBAL EQUITY FUND	PURCHASED	VARIOUS	12/28/2010
32	551.287 RUSSELL EMERGING MARKETS	PURCHASED	VARIOUS	12/28/2010
33	16,052.244 RUSSELL INSTL FDS LLC LARGE CAP US EQUIT	PURCHASED	VARIOUS	12/28/2010
34	15,864.433 RUSSELL INSTL FDS LLC QUANTATIVE US EQ	PURCHASED	VARIOUS	12/28/2010
35	5,745.907 RUSSELL INSTL FDS LLC SM CAP US EQUITY	PURCHASED	VARIOUS	12/28/2010
36	532.29 RUSSELL INSTL FDS LLC INTL EQUITY FD ACC	PURCHASED	VARIOUS	12/28/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	63,626.		108,668.	-45,042.				$ -45,042.
2	104,097.		104,097.	0.				0.
3	36,741.		36,741.	0.				0.
4	31,277.		31,277.	0.				0.
5	3,934.		3,934.	0.				0.
6	66,159.		112,795.	-46,636.				-46,636.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
F.L. STEPHENS P.O. BOX 3550 SAN ANGELO, TX 76902	ADVISOR TRUSTEE 2	$ 0.	$ 0.	$ 0.
MIKE BOYD P.O. BOX 3550 SAN ANGELO, TX 76902	VICE CHAIRMAN 4	0.	0.	0.
KAREN PFLUGER P.O. BOX 3550 SAN ANGELO, TX 76902	TRUSTEE 2	0.	0.	0.
JOE B. WILKINSON, M.D. P.O. BOX 3550 SAN ANGELO, TX 76902	TRUSTEE 2	0.	0.	0.
GEORGE ALEXANDER P.O. BOX 3550 SAN ANGELO, TX 76902	ADVISOR TRUSTEE 2	0.	0.	0.
DAVID LUPTON P.O. BOX 3550 SAN ANGELO, TX 76902	TRUSTEE 2	0.	0.	0.
O. STERLING GILLIS, M.D. P.O. BOX 3550 SAN ANGELO, TX 76902	ADVISOR TRUSTEE 2	0.	0.	0.
SANDE VINCENT HARRISON P.O. BOX 3550 SAN ANGELO, TX 76902	TRUSTEE 2	0.	0.	0.
DEVIN BATES P.O. BOX 3550 SAN ANGELO, TX 76902	TRUSTEE 2	0.	0.	0.
JOHN MARK MCLAUGHLIN P.O. BOX 3550 SAN ANGELO, TX 76902	ADVISOR TRUSTEE 2	0.	0.	0.
T. RICHEY OLIVER, CPA P.O. BOX 3550 SAN ANGELO, TX 76902	TRUSTEE 2	0.	0.	0.
JAMES P. CUMMINGS P.O. BOX 3550 SAN ANGELO, TX 76902	TREASURER 4	0.	0.	0.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MARILYN ABOUSSIE PO BOX 3550 SAN ANGELO, TX 76902	SECRETARY 2	$ 0.	$ 0.	$ 0.
HUGH LAMAR STONE III P.O. BOX 3550 SAN ANGELO, TX 76902	TRUSTEE 2	0.	0.	0.
JOANNE RICE PO BOX 3550 SAN ANGELO, TX 76902	TRUSTEE 2	0.	0.	0.
ROBERT S. PATYRAK, M.D. P.O. BOX 3550 SAN ANGELO, TX 76902	CHAIRMAN 4	0.	0.	0.
RICK DEHOYOS, ATTY P.O. BOX 3550 SAN ANGELO, TX 76902	TRUSTEE 2	0.	0.	0.
TOM EARLY P.O. BOX 3550 SAN ANGELO, TX 76902	PRESIDENT 40	138,000.	9,660.	0.
	TOTAL	$ 138,000.	$ 9,660.	$ 0.

STATEMENT 15
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	SAN ANGELO HEALTH FOUNDATION
NAME:	TOM EARLY
CARE OF:	TOM EARLY
STREET ADDRESS:	P.O. BOX 3550
CITY, STATE, ZIP CODE:	SAN ANGELO, TX 76902-3550
TELEPHONE:	325-486-0185
FORM AND CONTENT:	SEE WEB SITE AT WWW.SAHFOUNDATION.ORG
SUBMISSION DEADLINES:	2-3 MONTHS PRIOR TO WHEN A DECISION IS NEEDED
RESTRICTIONS ON AWARDS:	SAN ANGELO, TEXAS AREA

STATEMENT 16
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ADULT ENRICHMENT CENTER 6146 APPALOOSA TRAIL SAN ANGELO, TX 76901		501-C3	FACILITY & PARKING LOT IMPROVEMENTS.	$ 31,307.
ANGELO STATE UNIVERSITY P.O. BOX 10022, ASU STATION SAN ANGELO, TX 76909		170-C1	FUNDING TO IMPLEMENT MENTAL HEALTH SERVICES AT SAN JACINTO SCHOOL.	96,000.
BIG BROTHERS BIG SISTERS OF SAN ANGELO 36 W BEAUREGARD AVENUE SAN ANGELO, TX 76903		501-C3	MENTORING SERVICES FOR PAYS STUDENTS.	15,000.
HOUSE OF FAITH 321 MONTECITO SAN ANGELO, TX 76903		501-C3	HIGHER EDUCATION SCHOLARSHIP PROGRAM FOR QUALIFYING HOUSE OF FAITH PARTICIPANTS.	86,000.
CHRISTOVAL VFD P.O. BOX 193 CHRISTOVAL, TX 76935		501-C3	FAST ATTACK BRUSH TRUCK.	30,000.
CONCHO VALLEY-BOY SCOUTS OF AMERICA 104 W RIVER DRIVE SAN ANGELO, TX 76903		501-C3	NEW COMPUTERS, LAPTOPS AND SOFTWARE.	24,000.
BRONTE HEALTH & REHAB CENTER 900 S STATE BRONTE, TX 76932		501-C3	REPLACEMENT HVAC UNITS.	21,500.
RUST STREET MINISTRIES 803 RUST SAN ANGELO, TX 76903		501-C3	NEW TRAILER FOR THEIR CLOTHING MINISTRY.	-168.
TOM GREEN COUNTY LIBRARY 113 W BEAUREGARD SAN ANGELO, TX 76903		170-C1	FURNITURE, FIXTURES AND EQUIPMENT.	500,000.
SAMARITAN PASTORAL COUNSELING CENTER 2001 COLORADO AVENUE SAN ANGELO, TX 76901		501-C3	EMPLOYEE INSURANCE, CLIENT ASSISTANCE AND CLINICAL DIRECTOR.	9,125.

STATEMENT 16 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
FORT MCKAVETT VFD P.O. BOX 91 FORT MCKAVETT, TX 76841		501-C3	RAINWATER COLLECTION SYSTEM, CARPORTS AND PUMP HOUSE FOR EXISTING WELL.	$ 12,000.
SAN ANGELO AREA FOUNDATION 2201 SHERWOOD WAY, SUITE 205 SAN ANGELO, TX 76901		501-C3	HONORARIUM FOR RETIRING TRUSTEE KAREN PFLUGER.	10,000.
WEST TEXAS REHAB CENTER 301 S. JACKSON SAN ANGELO, TX 76904		501-C3	ELECTRONIC MEDICAL RECORDS SYSTEM AND EQUIPMENT FOR AUDIOLOGY DEPARTMENTS IN ABILENE AND SAN ANGELO.	95,949.
BOYS AND GIRLS CLUB OF SA 1802 N LILLIE SAN ANGELO, TX 76903		501-C3	EDUCATION DIRECTOR, VANS AND EQUIPMENT TO EXPAND PROGRAMMING.	68,300.
CHRISTIANS IN ACTION 25 W TWOHIG SAN ANGELO, TX 76903		501-C3	FACILITY IMPROVEMENTS.	39,487.
LAITY RENEWAL FOUNDATION 719 EARL GARRETT STREET KERRVILLE, TX 78028		501-C3	SUPPORT FOR FOUNDATION FREE CAMPS.	25,000.
JAMES PHILLIPS WILLIAMS MEMORIAL FDN P.O. BOX 60154 SAN ANGELO, TX 76906		501-C3	SPEAKER FOR TEACHERS'CONFERENCE.	7,500.
LOHN EAGLE BOOSTER ASSOCIATION P.O. BOX 216 LOHN, TX 76852		501-C3	SUPPLIES AND EQUIPMENT FOR A NURSE'S STATION.	4,336.
MILES YOUNG FARMERS P.O. BOX 118 MILES, TX 76861		501-C3	HVAC FOR THEIR COMMUNITY CENTER.	25,000.

STATEMENT 16 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
MHMR OF THE CONCHO VALLEY 1501 W BEAUREGARD AVENUE SAN ANGELO, TX 76901		501-C3	ELECTRONIC MEDICAL RECORDS SOFTWARE AND HARDWARE.	$ 167,944.
SAN ANGELO AREA FOUNDATION 2201 SHERWOOD WAY, SUITE 205 SAN ANGELO, TX 76901		501-C3	MATCH FUNDS TO ESTABLISH A "FUTURE FUND".	25,000.
SAN ANGELO CIVIC BALLET 15 W BEAUREGARD AVENUE SAN ANGELO, TX 76901		501-C3	EQUIPMENT TO ESTABLISH A PILATES STUDIO.	17,800.
SAN ANGELO DAY NURSERY 619 JULIAN STREET SAN ANGELO, TX 76903		501-C3	PLAYGROUND RESURFACING.	14,598.
ANGELO STATE UNIVERITY P.O. BOX 10022 SAN ANGELO, TX 76909		170-C1	BLACKBOARD EXPANSION PROJECT.	-10,585.
SUTTON COUNTY HOSPITAL DISTRICT 308 HUDSPETH SONORA, TX 76950		501-C3	CONSTRUCTION OF AN IMAGING CENTER AND MULTI-USE SPACE.	300,000.
TRENT'S RETREAT 1015 FM 2887 BALLINGER, TX 76821		501-C3	ESTABLISH A RETREAT FOR FAMILIES COPING WITH PEDIATRIC CANCER.	69,024.
Y OF SAN ANGELO 305 S. RANDOLPH SAN ANGELO, TX 76903		501-C3	FACILITIES EXPANSION PROJECT.	400,000.
BAPTIST MEMORIALS MINISTRIES 902 N MAIN SAN ANGELO, TX 76903		501-C3	ROTARY HOUSE OF HOPE RESIDENTIAL HOSPICE PROGRAM.	100,000.
MEALS FOR THE ELDERLY 310 E HOUSTON HARTE SAN ANGELO, TX 76903		501-C3	ADDITION OF A CASE MANAGER.	6,000.
BOYS & GIRLS CLUB OF SA 1802 N LILLIE SAN ANGELO, TX 76903		501-C3	SEASONAL GRANT.	2,500.

STATEMENT 16 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HOUSE OF FAITH 321 MONTECITO SAN ANGELO, TX 76903		501-C3	SEASONAL GRANT.	$ 2,500.
CHRISTIANS IN ACTION 25 W TWOHIG SAN ANGELO, TX 76903		501-C3	SEASONAL GRANT.	2,500.
CONCHO VALLEY HOME FOR GIRLS 412 PREUSSER STREET SAN ANGELO, TX 76903		501-C3	CHILDREN'S EMERGENCY SHELTER.	2,500.
HOPE HOUSE/CASA 317 KOBERLIN STREET SAN ANGELO, TX 76903		501-C3	SEASONAL GRANT.	2,500.
SALVATION ARMY 215 GILLIS SAN ANGELO, TX 76903		501-C3	SEASONAL GRANT.	2,500.
CONFERENCE OF SWEST FOUNDATIONS 624 N. GOOD LATIMER EXPY DALLAS, TX 75204		501-C3	SUPPORT FOR PHILANTHROPIC MEMBERSHIP ORGANIZATION.	1,750.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE ARLINGTON, VA 22202		501-C3	SUPPORT FOR MEMBERSHIP ORGANIZATION.	6,540.
ASSOCIATION OF SMALL FOUNDATIONS 33 WILD BERRY LANE UNDERHILL, VT 05489		501-C3	SUPPORT FOR PHILANTHROPIC MEMBERSHIP ORGANIZATION.	495.
			TOTAL	$ 2,213,902.

STATEMENT 17
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ANGELO STATE UNIVERSITY P.O. BOX 10022, ASU STATION SAN ANGELO, TX 76909		170-C1	FUNDING TO IMPLEMENT MENTAL HEALTH SERVICES AT SAN JACINTO SCHOOL.	$ 32,000.

STATEMENT 17 (CONTINUED)
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
BIG BROTHERS BIG SISTERS OF SAN ANGELO 36 W BEAUREGARD AVENUE SAN ANGELO, TX 76903		501-C3	MENTORING SERVICES FOR PAYS STUDENTS.	$ 15,000.
BOYS & GIRLS CLUB OF SAN ANGELO 1802 N LILLIE SAN ANGELO, TX 76903		501-C3	EDUCATION DIRECTOR, VANS AND EQUIPMENT TO EXPAND PROGRAMMING.	18,300.
HOUSE OF FAITH 321 MONTECITO SAN ANGELO, TX 76903		501-C3	HIGHER EDUCATION SCHOLARSHIP PROGRAM FOR QUALIFYING HOUSE OF FAITH PARTICIPANTS.	668,500.
CHANGE IN ACCRUED GRANTS BETWEEN YEARS VARIOUS SAN ANGELO, TX 76901		501-C3	VARIOUS	-387,656.
HOWARD COLLEGE 3501 N US HWY 67 SAN ANGELO, TX 76905		501-C3	EXPANSION AT THEIR ST. JOHN'S CAMPUS FOR ALLIED HEALTH PROGRAMS.	433,868.
			TOTAL	$ 780,012.

OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS

BANK ACCOUNTS		$ 216.
	TOTAL	$ 216.

OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.

		$ 89,471.
	TOTAL	$ 89,471.

OTHER REVENUE
AMOUNT
OIL AND GAS INCOME

OIL & GAS ROYALTIES		$ 166,790.
	TOTAL	$ 166,790.

NET INVESTMENT INCOME / ADJ. NET INCOME
DIVIDENDS & INTEREST FROM SECURITIES (SEE SCREEN 18) [O]

RUSSELL CORE BOND FUND		$ 517,420.
RUSSELL LARGE CAP US EQUITY FUND		200,740.
RUSSELL SMALL CAP US EQUITY FUND		249,027.
RUSSELL QUANTATIVE EQUITY FUND		183,116.
RUSSELL INTERNATIONAL EQUITY FUND		32,207.
CASH DIVIDENDS RECEIVED THROUGH RUSSELL		89,471.
	TOTAL	$ 1,271,981.

NET INVESTMENT INCOME / ADJ. NET INCOME
OTHER INVESTMENT INCOME

RUSSELL CORE BOND FUND		$ 481,388.
RUSSELL LARGE CAP US EQUITY FUND		1,013,212.
RUSSELL SMALL CAP US EQUITY FUND		449,856.
RUSSELL QUANTATIVE EQUITY FUND		112,958.
RUSSELL INTERNATIONAL EQUITY FUND		621,591.
	TOTAL	$ 2,679,005.

OPERATING & ADMINISTRATIVE EXP. (990-PF)
PENSION PLAN CONTRIBUTIONS

RETIREMENT CONTRIBUTIONS		$ 13,300.
PAYROLL TAXES		12,627.
	TOTAL	$ 25,927.

OPERATING & ADMINISTRATIVE EXP. (990-PF)
PENSION PLAN CONTRIBUTIONS

RETIREMENT CONTRIBUTIONS	$	907.
PAYROLL TAXES		861.
TOTAL	$	1,768.

OPERATING & ADMINISTRATIVE EXP. (990-PF)
PENSION PLAN CONTRIBUTIONS

RETIREMENT CONTRIBUTIONS	$	12,393.
PAYROLL TAXES		11,766.
TOTAL	$	24,159.

BALANCE SHEET
OTHER (FORM 990-PF)[O]

INVESTMENT SECURITIES	$	45,280,781.
TOTAL	$	45,280,781.