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## Form **990-PF**

## **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.

2010

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

For	calen	dar year 2010, or tax y	ear beginning		, and e	nding		
G (	heck	all that apply:	Initial return Amended return	Initial return of a fo	-	charity	Final return	1
Nai	ne of	foundation		Address chair	<u></u>		A Employer identification	number
							<b></b>	
				ROWN FOUNDAT	ION		75-1783643	<u> </u>
Nur	nber a	•	er if mail is not delivered to street	address)		Room/suite	B Telephone number 432-688-37	130
City	or to	P.O. BOX own, state, and ZIP code				<u> </u>	C if exemption application is p	
[ ".		MIDLAND,	TX 79702				D 1. Foreign organization	s, check here
H (	_	type of organization:	X Section 501(c)(3) ex	xempt private foundation			2 Foreign organizations me check here and attach co	peting the 85% test, pmputation
		ction 4947(a)(1) nonexe		Other taxable private founda			E If private foundation sta	
		arket value of all assets a		-	L Acc	rual	under section 507(b)(1	
-	om F •\$	Part II, col. (c), line 16)	1. <b>597</b> (Part Look)	ther (specify) imn (d) must be on cash i	hasis )		F If the foundation is in a under section 507(b)(1	
L	irt l	Analysis of Revenue	and Expenses olumns (b), (c), and (d) may not	(a) Revenue and		nvestment	(c) Adjusted net	(d) Disbursements
		(The total of amounts in connecessarily equal the amo	olumns (b), (c), and (d) may not punts in column (a) )	expenses per books		ome	income	for charitable purposes (cash basis only)
	1	Contributions, gifts, gra				·	ļ	
	2	Check X If the founda	ation is not required to attach Sch. B	ļ		··		
	3	Interest on savings and tem cash investments		J				
	4	Dividends and interest f	from securities					
	1	Gross rents				<del>-</del>		
	۱ ـ	Net rental income or (loss)  Net gain or (loss) from sale	of accets not on line 10		<u></u>			
Je	b	Gross sales price for all assets on line 8a	or assets flot off life to		·			
Revenue	7	Capital gain net income (fro	om Part IV, fine 2)			0.		
Ě	8	Net short-term capital g	gain					
	9	Income modifications	1	<u> </u>	 			
	10a	Gross sales less returns and allowances			-		ļ	
		Less Cost of goods sold						
	1	Gross profit or (loss)						
	11 12	Other income  Total Add lines 1 throi	uah 11	0.		0.	0.	
_	13	Compensation of officers, of		0.		0.	0.	0.
	14	Other employee salaries						
	15	Pension plans, employe	ee benefits					
seuses	16a	Legal fees		ļ <del> </del>				
	ì	Accounting fees						
e Ex		Other professional fees	<b>;</b>			RECEI	VED	
ativ	17 18	Interest Taxes		<del></del>			8	
<u>≡₿</u>	19	Depreciation and deple	tion		8	NOV 22	2011	
<u></u>	20	Occupancy			山山	NO V = ~	<u>E</u>	
γ <u>Ā</u>	21	Travel, conferences, an	id meetings		1	CDEN	TIT	
e P	22	Printing and publication	ns ,		1	ノロレレ	1.01	
g	23	Other expenses						
rati	24	Total operating and ad				•		
O O	٠.	expenses Add lines 13	=	0.	<del></del>	0.	0.	
	25 26	Contributions, gifts, gra Total expenses and dis				· ·	<del>  </del>	0.
ANNIOPErating and Administrative	20	Add lines 24 and 25	əvu   50	0.		_ 0.	0.	0.
_	27	Subtract line 26 from li	ne 12:					
J		Excess of revenue over exp		0.				
	Ь	Net investment income	e (if negative, enter -0-)			0.	<del></del>	
0005		Adjusted net income (			<u> </u>		0.	
0235 12-0	7- <b>10</b>	LHA For Paperwork	Reduction Act Notice, see	the instructions.				Form <b>990-PF</b> (2010)

Part	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	year
_Fan	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	1,587.	1,414.	
3	Accounts receivable >			
	Less; allowance for doubtful accounts	] ]_		
4	Pledges receivable ▶			
İ	Less: allowance for doubtful accounts ▶	[		
5				
6	Receivables due from officers, directors, trustees, and other			
	disqualified persons		173.	
7				····
- 1	Less: allowance for doubtful accounts			
y 8				
Assets	5			
& 10	a Investments - U.S. and state government obligations		<del></del>	
- 1	b Investments - corporate stock			
- 1	c Investments - corporate bonds			
	Investments - land, buildings, and equipment basis			
' '		1		
140	Less accumulated depreciation	<del>                                     </del>	<del></del>	
12				
13		<del> </del>		
14		-		
	Less accumulated depreciation			<del>-</del>
15	Other assets (describe	· · · · · · · · · · · · · · · · · · ·		
		1 507	1 507	1 505
16		1,587.	1,587.	1,587.
17	, ,			
18	• •			
ဖ္တ   19				
Liabilities 21 21 21			<del></del>	
[편   21				
22	Other liabilities (describe )			
23	Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here			
S	and complete lines 24 through 26 and lines 30 and 31.			
S 24		ļ	<del>-</del>	
Net Assets or Fund Balance	Temporarily restricted			
<u>iii</u>  26				
Ĕ	Foundations that do not follow SFAS 117, check here 🕒 🗶	1		
Œ	and complete lines 27 through 31.			
<u>g</u> 27	Capital stock, trust principal, or current funds	0.	0.	
g 28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
<b>₹</b>  29	Retained earnings, accumulated income, endowment, or other funds	1,587.	1,587.	
<b>≅</b>  30	Total net assets or fund balances	1,587.	1,587.	
ļ				
<u>31</u>	Total liabilities and net assets/fund balances	1,587.	1,587.	
Part	Analysis of Changes in Net Assets or Fund E	Balances		
	al net assets or fund balances at beginning of year - Part II, column (a), line	30		
(mı	ust agree with end-of-year figure reported on prior year's return)		1	1,587.
2 Ent	er amount from Part I, line 27a		2	0.
3 Oth	er increases not included in line 2 (itemize)		3	0.
4 Add	1 lines 1, 2, and 3		4	1,587.
5 Dec	creases not included in line 2 (itemize)		5	0.
6 Tot	al net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumn (b), line 30	6	1,587.
				Form <b>990-PF</b> (2010)

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Pa	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(	e), or 49	948 -	see ii	nstru	ctio	ns)
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%	<b>}</b> [	1				0.
	of Part I, line 27b						
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	ノー					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	L	2				0.
3	Add lines 1 and 2	Ĺ	_3				<u>0.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	L	4				0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	Ĺ	5				0.
6	Credits/Payments:	İ					
a	2010 estimated tax payments and 2009 overpayment credited to 2010 6a						
b	Exempt foreign organizations - tax withheld at source 6b						
C	E Tax paid with application for extension of time to file (Form 8868)						
	Backup withholding erroneously withheld 6d 6d						
	Total credits and payments. Add lines 6a through 6d		7				0.
	Enter any <b>penalty</b> for underpayment of estimated tax. Check here if Form 2220 is attached	ľ	8	-			
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	▶Ì	9				0.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10				
	···	nded	11				
	art VII-A Statements Regarding Activities			<del></del>			
_	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or	ıntervene i	ın			Yes	No
	any political campaign?				1a		Х
h	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for def	inition)?		'	1b		X
٠	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials		d or				
	distributed by the foundation in connection with the activities	pus	,				
	Did the foundation file Form 1120-POL for this year?				1c		х
	I Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				_'`		
u	(1) On the foundation. $\blacktriangleright$ \$ 0 . (2) On foundation managers. $\blacktriangleright$ \$	0.					
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation						İ
e	managers. > \$ 0.	lion					
•	Has the foundation engaged in any activities that have not previously been reported to the IRS?				2	ļ	х
2	If "Yes," attach a detailed description of the activities						
•	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorp	oration or					ł
J	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	ioration, U	1		3		х
							X
	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		N	/A	4a 4b		
	) If "Yes," has it filed a tax return on Form 990-T for this year? Was there a liquidation, termination, dissolution, or substantial contraction during the year?		TA	<i>,</i> A	5		x
5					_ 0		
c	If "Yes," attach the statement required by General Instruction T  Are the requirements of section 508(a) (relating to sections 4041 through 4045) satisfied either:						
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  By language in the governing instrument, or						1
		h tha atata	low				l
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with a second of the	ii tiie state	IaW		_	v	ĺ
_	remain in the governing instrument?				6 	X	-
1	Did the foundation have at least \$5,000 in assets at any time during the year?				_7		X
_	If "Yes," complete Part II, col (c), and Part XV						
88	Enter the states to which the foundation reports or with which it is registered (see instructions) NONE				ł		
	If the account in Mant to line 7, has the foundation from shad a contract Engage 000 DE to the Attorney Concert for decision	·a\					
C	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designation of each state as required by Copyright and the Copyright of each state as required by Copyright and the Copyright of each state as required by Copyright of each state as required by Copyright of the Copyr	10)	NT	/A	0.		
_	of each state as required by General Instruction G? If "No," attach explanation	E) for soles		/ A	8b		
9	is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(3)	oj ioi caler	iudi		_		v
4.0	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 address	ses			10	DE /	
				rorr	n <b>990</b>	-r-r (	∠U IU)

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Pε	art 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	ľ		
	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 ► N/A			
14	The books are in care of ► SPROLES WOODARD Telephone no. ► 432-6	82-7	<u> 323</u>	
	Located at ▶PO BOX 151, MIDLAND, TX ZIP+4 ▶7	9702		
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	<u>N</u>	/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,		Yes	No
	securities, or other financial account in a foreign country?	16	<u>L</u>	X
	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			
Pa	art VII-B   Statements Regarding Activities for Which Form 4720 May Be Required	<del></del>		
	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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?	[ '		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		ĺ	
	(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)?	-		
	(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.)			
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)?  N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here			
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			37
	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)):  At the end of tay year 2010, did the foundation have any undistributed recome (lines 6d and 6s. Part XIII) for tay year(s) beginning	-   '		
а	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 X No			
		] '		
h	If "Yes," list the years \( \bigsim_ \),,,,			
	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		
	of the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.	20		
·	In the provisions of section 7572(a)(2) are being applied to any of the years noted in 2a, not the years note.	[		
32	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	1		
-	during the year?	1		
b	of "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	3ь		
48	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	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_
		orm <b>990</b>	- <b>PF</b> (	2010)

Part VII-B Statements Regarding Activities for Which F		Paguired (contin	12-T1830	43	Page 6
	Offit 4720 May De I	tequired (contin	ueu)		
5a During the year did the foundation pay or incur any amount to:	4045/2\\0		es X No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	• • • •		8 LALINO		1
(2) Influence the outcome of any specific public election (see section 4955); o	i to carry on, directly or main		es 🔀 No		
any voter registration drive?	n		S X No	]	}
(3) Provide a grant to an individual for travel, study, or other similar purposes'		L 16	S LALINO		
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section		s X No		
509(a)(1), (2), or (3), or section 4940(d)(2)?			S LAL NO		- [
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t		s X No		
the prevention of cruelty to children or animals?			NO LAAL 8:		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	•	n Regulations	NT / 3		
section 53.4945 or in a current notice regarding disaster assistance (see instru			N/A	5b	+
Organizations relying on a current notice regarding disaster assistance check h					1
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr					
expenditure responsibility for the grant?		I/A	s L No		ļ
If "Yes," attach the statement required by Regulations section 53 4945					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to papersonal benefit contract?	pay premiums on		s X No		
,	arcanal hanafit contract?	Tt		6ь	x
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a p	CISOHAI DEHEHI COHHACI*		<u></u>	00	+
If "Yes" to 6b, file Form 8870.  7a At any time during the tax year, was the foundation a party to a prohibited tax s	halter transaction?		s X No		
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b	+
Information About Officers Directors Trust		nagers. Highly		7.0	<del></del>
Part VIII Paid Employees, and Contractors	,				
List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) E	xpense nt, other
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	accour	nt, other /ances
MARY JANE JOHNDROE	PRESIDENT		· · · · · · · · · · · · · · · · · · ·		
2120 FOUNTAIN SQUARE DRIVE					
FORT WORTH, TX 76107	0.00	0.	0.		0.
). PETER COURTNEY III	SECRETARY/TRE	AS			
P.O. BOX 10004		!			
MIDLAND, TX 79702	0.00	0.	0.		0.
ANNABELLE B. FOWLKES	VICE PRESIDEN	${f r}$			
133 PARK AVENUE, APT 7W		ļ			
NEW YORK, NY 10128	0.00	0.	0.		0.
					_
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	(-) F	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	accour	xpense nt, other
	devoted to position		compensation	allow	ances
NONE					
			-		
	<del></del>	<u> </u>			
Total number of other employees paid over \$50,000					Ō
		-	Form 9	990-PF	(2010)

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Faid Employees, and Contractors (continued)	lighly		
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		· · · · · · · · · · · · · · · · · · ·	
	of service	(c) Con	pensation
NONE			
			_
		İ	
		ł	
Total number of others receiving over \$50,000 for professional services  Part IX-A Summary of Direct Charitable Activities		<u> </u>	0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as t	the		
number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	116	Expense	S
1 N/A			
2			
3			
4			
Part IX-B Summary of Program-Related Investments			
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount	<del></del>
1 N/A			
2			
All other program-related investments. See instructions.	ļ		
3			
Total. Add lines 1 through 3	<u> </u>	Form <b>990-F</b>	0. PE (2010)
		rorm <b>330-F</b>	T (2010)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations, 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	0.
b	Average of monthly cash balances	1b	1,493.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1 <u>d</u>	1,493.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,493.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	_1,471.
6	Minimum investment return Enter 5% of line 5	6	74.
P	part XI  Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	74.
	Tax on investment income for 2010 from Part VI, line 5		
ь	Income tax for 2010. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	74.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	74.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
		1a	0.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	
þ		3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
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.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	0.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation is	qualified for the	caction

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4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	( <b>c)</b> 2009	( <b>d)</b> 2010
1 Distributable amount for 2010 from Part XI,				
line 7				74.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:				
,,		0.	·	
3 Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
c From 2007				
<b>d</b> From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from				
Part XII, line 4: ► \$0.				
a Applied to 2009, but not more than line 2a			0.	
<b>b</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			·	<u> </u>
e Remaining amount distributed out of corpus	0.			. Mar
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 instr.			0.	
f Undistributed income for 2010. Subtract				****
lines 4d and 5 from line 1. This amount must				
be distributed in 2011				74.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005				
not applied on line 5 or line 7	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		1		
<b>b</b> Excess from 2007				
c Excess from 2008				
d Excess from 2009	1			
e Excess from 2010				
				Form <b>990-PF</b> (2010)

	ELIZABETH M				783643 Page 10
Part XIV Private Operating F	oundations (see ins	structions and Part \	/II-A, question 9)	N/A	
1 a If the foundation has received a ruling of	r determination letter that	it is a private operating	,		
foundation, and the ruling is effective fo	r 2010, enter the date of t	he ruling	▶		
<b>b</b> Check box to indicate whether the found	dation is a private operatir	ig foundation describe	d in section	4942(j)(3) or 4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2010	<b>(b)</b> 2009	(c) 2008	(d) 2007	(e) Total
investment return from Part X for					
each year listed					
<b>b</b> 85% of line 2a					
c Qualifying distributions from Part XII,	•				
line 4 for each year listed	l				
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.				ľ	<b> </b>
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(1)(3)(B)(1)					
<b>b</b> "Endowment" alternative test - enter	<del></del>	·		-	<del> </del>
2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					<del> </del>
(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			<del></del>		<del></del>
and 5 or more exempt					
organizations as provided in section 4942(j)(3)(B)(iii)	•				
(3) Largest amount of support from		<del> </del>	<del></del>		
an exempt organization					
(4) Gross investment income					
Part XV   Supplementary Info	rmation (Comple	te this part only	if the foundation	n had \$5,000 or m	ore in assets
at any time during t			N/A	•	
1 Information Regarding Foundation	on Managers:				
a List any managers of the foundation wh	-	than 2% of the total co	ntributions received by t	he foundation before the clo	se of any tax
year (but only if they have contributed r					,
b List any managers of the foundation wh	o own 10% or more of th	e stock of a corporation	n (or an equally large po	tion of the ownership of a p	partnership or
other entity) of which the foundation ha	s a 10% or greater interes	st.		, ,	·
					•
2 Information Regarding Contribut	ion, Grant, Gift, Loan,	Scholarship, etc., I	Programs:		
Check here   if the foundation of				s not accept unsolicited requ	uests for funds. If
the foundation makes gifts, grants, etc.	(see instructions) to indiv	iduals or organizations	under other conditions,	complete items 2a, b, c, an	d d.
a The name, address, and telephone num	ber of the person to whor	n applications should b	e addressed:		
<b>b</b> The form in which applications should	oe submitted and informat	tion and materials they	should include:		
c Any submission deadlines:		<u> </u>		<del></del>	
				<del></del>	
d Any restrictions or limitations on award	s, such as by geographica	al areas, charitable field	s, kınds of ınstitutions, c	r other factors:	

3 Grants and Contributions Paid During the Ye		Pavment		
Recipient	If recipient is an individual,	1	Durnoss of great or	
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				
MONE				
NONE				
				10
		1		
Total		<u> </u>	<u> </u>	0.
Total b Approved for future payment			<u>▶ 3a</u>	
NONE				
NONE		1		
		1		
	}	]		
	<u> </u>	1		
Total			<u>▶ 3b</u>	0.

er gross amounts unless otherwise indicated.	Unrelated b	usiness income	Excluded	by section 512, 513, or 514	(e)
s	(a)	(b)	(C) Exclu-	(d)	Related or exemp
Program service revenue:	Business	Amount	code	Amount	function income
l	_				
					<del></del>
·					
·	<del>-   -  -</del>		+	<del></del>	
			+		<del></del>
Fore and contrasts from payarament accesses			+-+		
Fees and contracts from government agencies  Membership dues and assessments	<del></del>		+	- <del></del>	<del></del>
nterest on savings and temporary cash	<del></del>		<del>  -</del>		
nvestments					
Ovidends and interest from securities					
Net rental income or (loss) from real estate:			<del>   -</del>		
Debt-financed property					
Not debt-financed property					
let rental income or (loss) from personal					
property				<u> </u>	
Other investment income			<del>-   -  </del>		
Gain or (loss) from sales of assets other	]				
han inventory		<del>-</del>			
let income or (loss) from special events					<del></del>
Gross profit or (loss) from sales of inventory Other revenue:	<del>                                     </del>	<del></del>			<del></del>
	— <del>                                    </del>		<del>                                     </del>	•	<del></del>
	1 1				
	1 1				
Subtotal. Add columns (b), (d), and (e)		0		0.	
Total. Add line 12, columns (b), (d), and (e)				13	
worksheet in line 13 instructions to verify calculations	i.)				
art XVI-B Relationship of Activitie	s to the Accom	plishment of l	Exempt P	urposes	
e No. Explain below how each activity for which i	nooma is reported in a	olumn (a) of Part VV	I-A contribute	d importantly to the accom	nuchment of
the foundation's exempt purposes (other the			יייייייייייייייייייייייייייייייייייייי	importantly to the accomp	Justinient Of
	-,,,			·	
				<del></del>	
l					<del></del>

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).

_										
1		id the organization directly or indirectly engage in any of the following with any other organization describ					ion 501(c) of	}	Yes	No
	the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?									
8	Transfe	Transfers from the reporting foundation to a noncharitable exempt organization of:								
	(1) Ca:	sh						1a(1)		X
	(2) Oth	ner assets						1a(2)		X
b	Other transactions:									
	(1) Sales of assets to a noncharitable exempt organization									X
	(2) Purchases of assets from a noncharitable exempt organization							1b(2)		X
	(3) Rental of facilities, equipment, or other assets									X
	(4) Reimbursement arrangements									X
	(5) Loans or loan guarantees							1b(4) 1b(5)		X
		6) Performance of services or membership or fundraising solicitations								X
c		Sharing of facilities, equipment, mailing lists, other assets, or paid employees								Х
		f 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, o								
•	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)L							of transfers, transaction	ons, and sharing an	rangeme	nts
				N/A		<del></del>		<u>.</u>		
				11/21		<del></del>				
			<del></del>			<del></del>	<del></del>			
		<del></del>	<del></del>		<del></del>	<del></del>				
	<del></del>		<u> </u>			<del></del>	<del></del>			
-						<del></del>				
		<del></del>			<del></del>	<del>-  </del>		<del></del>		
	<del></del> -	<del></del> _				<del></del>	<del></del>			
	+									
		_ <del></del>								
	<del></del>									
			l 				<del></del>			
					<u></u>	<u> </u>				
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?										
b	of "Yes," complete the following schedule.									
	(a) Name of organization				(b) Type of organization	1	(c) Description of re	elationship		
N/A										
				<del></del>						
								<del></del>		
		<del> </del>				<u> </u>	<del></del>			
_					ling accompanying schedules an			e and belief, it is tru	е, соле	ct,
Si	gn   ar	d complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge								
H	ere	Colub SECRETARY/TREA								
		Signature of officer or tru	istee		Date		itle	IKBAD		
		Print/Type preparer's na	<u></u>	Preparer's s		Date	Check If	PTIN		
					1		self- employed			
Paid		YETE HUL	Haller ,	11/10/11	con omployed	200 141	57u	!		
Preparer								P00 141		
			Firm's name ► SPROLES WOODARD L.L.P.						aa	
US	e Onl								-1-1	
		1	Firm's address ▶ P.O. BOX 151 MIDLAND, TX 79702					20 665		_
		MI.	MIDLAND, TX 79702					<u>32-682-</u>		
								Form <b>990</b>	-PF (	2010)