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 , 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: Carl E. Kessler Family Foundation

A Employer identification number: 75-2567397

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 121579 — Room/suite:

B Telephone number: 940-325-5629

City or town, state, and ZIP code: Fort Worth, TX 76121-1579

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 ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 10,338,566.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	56,717.	56,717.		Statement 1
	5a Gross rents	19,550.	19,550.		Statement 2
	b Net rental income or (loss) <3,640.>				Statement 3
	6a Net gain or (loss) from sale of assets not on line 10	<85,917.>			
	b Gross sales price for all assets on line 6a 22,254,704.				
	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 or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	<9,650.>	76,267.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	93,000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	1,370.	0.		0.
	b Accounting fees Stmt 5	3,657.	0.		0.
	c Other professional fees Stmt 6	90,000.	0.		0.
	17 Interest	258.	0.		0.
	18 Taxes Stmt 7	19,533.	0.		0.
	19 Depreciation and depletion	6,700.	1,643.		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,504.	0.		0.
	22 Printing and publications				
	23 Other expenses Stmt 8	70,871.	21,547.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	286,893.	23,190.		0.
	25 Contributions, gifts, grants paid	423,880.			423,880.
	26 Total expenses and disbursements. Add lines 24 and 25	710,773.	23,190.		423,880.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<720,423.>			
	b Net investment income (if negative, enter -0-)		53,077.		
	c Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED MAY 16 2011 OGDEN, UT

SCANNED MAY 27 2011

9-14 14

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	1,057,724.	612,531.	612,531.
2	Savings and temporary cash investments	936,093.	754,058.	754,058.
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	1,290.	1,640.	1,640.
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	735.		
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock Stmt 10	3,344,340.	6,318,783.	7,692,355.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment: basis ▶ 109,920.			
	Less accumulated depreciation Stmt 11 ▶ 7,525.	104,038.	102,395.	102,395.
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment: basis ▶ 1,209,250.			
	Less accumulated depreciation Stmt 12 ▶ 33,663.	1,180,644.	1,175,587.	1,175,587.
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers)	6,624,864.	8,964,994.	10,338,566.
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 ▶ Statement 13)	3,888.	801.	
23	**Total liabilities** (add lines 17 through 22)	3,888.	801.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	3,435,841.	6,499,481.	
29	Retained earnings, accumulated income, endowment, or other funds	3,185,135.	2,464,712.	
30	**Total net assets or fund balances**	6,620,976.	8,964,193.	
31	**Total liabilities and net assets/fund balances**	6,624,864.	8,964,994.	

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	6,620,976.
2	Enter amount from Part I, line 27a	2	<720,423.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	3,063,640.
4	Add lines 1, 2, and 3	4	8,964,193.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,964,193.

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	Various Equities Sold	P	Various	Various
b	Various Equities Sold	D	11/28/08	09/01/10
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	22,119,762.		22,213,146.	<93,384.>
b	134,942.		127,475.	7,467.
c				
d				
e				

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<93,384.>
b				7,467.
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** <85,917.>

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? [X] 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			
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 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	1,062.
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.
3	Add lines 1 and 2		3	1,062.
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	1,062.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,080.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	1,080.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	13.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 5. **Refunded** ▶		11	0.

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 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? N/A	4b		
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, col. (c), and Part XV.*	7	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*	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)*

			Yes	No
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? N/A	13		

Website address ▶ N/A

14 The books are in care of ▶ Carla Kessler Telephone no. ▶ 817-793-1951

Located at ▶ P.O. Box 121579, Mineral Wells, TX ZIP+4 ▶ 76121

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

			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 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 ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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 ▶ ______, ______, ______, ______			
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

023541
12-07-10

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? *If "Yes" to 6b, file Form 8870.*		6b	X
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.

(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
Kenneth R. Kessler 4761 Fieldcrest Fort Worth, TX 76109	President 20.00	0.	0.	10,000.
David R. Kessler 13 Cliff Drive Mineral Wells, TX 76067	Vice President 2.00	45,000.	0.	10,000.
Carla K. Kessler P.O. Box 123212 Fort Worth, TX 76121	Secretary/Treasurer 2.00	48,000.	0.	0.

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

023551
12-07-10

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Chance Research Inc 4761 Fieldcrest, Fort Worth, TX 76109	Consulting/Investment Advisor	90,000.
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**

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.

023561
12-07-10

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	4,831,562.
b	Average of monthly cash balances	1b	1,680,203.
c	Fair market value of all other assets	1c	1,400,000.
d	**Total** (add lines 1a, b, and c)	1d	7,911,765.
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	7,911,765.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,676.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,793,089.
6	**Minimum investment return** Enter 5% of line 5	6	389,654.

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	389,654.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,062.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,062.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	388,592.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	388,592.
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	388,592.

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	423,880.
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:		
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	423,880.
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	423,880.

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				388,592.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			141,854.	
b Total for prior years: ____, ____, ____		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: ▶ $ 423,880.				
a Applied to 2009, but not more than line 2a			141,854.	
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				282,026.
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 instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				106,566.
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				
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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 14				
Total			▶ 3a	423,880.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	56,717.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property	531120	<3,640.>			
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					<85,917.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<3,640.>		56,717.	<85,917.>

13 Total. Add line 12, columns (b), (d), and (e) 13 <32,840.>

(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).
8	Sale of Publicly Traded Securities

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

Kim R. Kessler | 5-6-11 | ~~Trustee~~ President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
	J Brown CPA	4/29/11	X	

Firm's name ▶ J. A. Garrison & Co., CPA's — Firm's EIN ▶

Firm's address ▶ 500 West 7th Street, Suite 827, Fort Worth, TX 76102 — Phone no. (817)332-3921

023622
03-04-11

2010 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1 990-PF

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
101	Land	010106	L			1,053,270.			1,053,270.			0.
102	558 Grant Rd. - Land	010106	L			20,900.			20,900.			0.
103	558 Grant Rd. - Building	010106	SL	39.00	16	64,600.			64,600.	6,624.		1,656.
104	553 Grant Rd. - Land	010106	L			4,040.			4,040.			0.
105	553 Grant Rd. - Building	010106	SL	39.00	16	26,140.			26,140.	2,680.		670.
106	300 Industrial, Bldg # 336 - Land	010106	L			6,659.			6,659.			0.
107	300 Industrial, Bldg # 336 - Buildi	010106	SL	39.00	16	11,291.			11,291.	1,160.		290.
108	2003 Chevy 1500	121306	200DB	5.00	17	16,114.			16,114.	12,807.		1,764.
109	Fork Lift	030706	200DB	5.00	17	4,000.			4,000.	3,504.		441.
110	18 ft Trailer - C&S Trailers	051106	200DB	5.00	17	2,075.			2,075.	1,751.		236.
111	CORDLESS PHONE	110308	200DB	7.00	17	161.		81.	80.	80.		0.
	* Total 990-PF Pg 1 Depr					1,209,250.		81.	1,209,169.	28,606.	0.	5,057.

(D) - Asset disposed

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

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends	56,717.	0.	56,717.
Total to Fm 990-PF, Part I, ln 4	56,717.	0.	56,717.

Form 990-PF Rental Income Statement 2

Kind and Location of Property	Activity Number	Gross Rental Income
Non-Residental Rental	1	19,550.
Total to Form 990-PF, Part I, line 5a		19,550.

Form 990-PF Rental Expenses Statement 3

Description	Activity Number	Amount	Total
Depreciation		1,643.	
Repairs and Maintenance		21,547.	
- SubTotal -	1		23,190.
Total rental expenses			23,190.
Net rental Income to Form 990-PF, Part I, line 5b			<3,640.>

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	1,370.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	1,370.	0.		0.

Form 990-PF	Accounting Fees	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	3,657.	0.		0.
To Form 990-PF, Pg 1, ln 16b	3,657.	0.		0.

Form 990-PF	Other Professional Fees	Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting	90,000.	0.		0.
To Form 990-PF, Pg 1, ln 16c	90,000.	0.		0.

Form 990-PF	Taxes	Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Property Taxes	15,390.	0.		0.
Other-Taxes	4,143.	0.		0.
To Form 990-PF, Pg 1, ln 18	19,533.	0.		0.

Form 990-PF	Other Expenses	Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Automobile Expense	4,139.	0.		0.
Contract Labor	8,782.	0.		0.
Insurance - Auto	445.	0.		0.
Mobile Phone	4,489.	0.		0.
Office Expense	1,635.	0.		0.
Postage and Delivery	676.	0.		0.

Repairs and Maintenance	16,147.	0.		0.
Investment Services & Publications	5,877.	0.		0.
Dues & Subscriptions	440.	0.		0.
Utilities	2,804.	0.		0.
Miscellaneous	3,318.	0.		0.
Telephone	457.	0.		0.
Penalties	115.	0.		0.
Repairs and Maintenance	21,547.	21,547.		0.
To Form 990-PF, Pg 1, ln 23	70,871.	21,547.		0.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 9

Description	Amount
Net transfers from Carl E. Kessler Trust	3,063,640.
Total to Form 990-PF, Part III, line 3	3,063,640.

Form 990-PF Corporate Stock Statement 10

Description	Book Value	Fair Market Value
Anglogold Ashanti & Other Inv.	6,318,783.	7,692,355.
Total to Form 990-PF, Part II, line 10b	6,318,783.	7,692,355.

Form 990-PF Depreciation of Assets Held for Investment Statement 11

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
559 Grant Rd - Land	8,240.	0.	8,240.
559 Grant Rd - Building	12,310.	1,580.	10,730.
560 Grant Rd - Land	37,620.	0.	37,620.
560 Grant Rd - Building	15,240.	1,955.	13,285.
Overhead door repair	6,000.	693.	5,307.
Leasehold Improvements	18,170.	1,980.	16,190.
Leasehold Improvements	12,340.	1,317.	11,023.
Total to Fm 990-PF, Part II, ln 11	109,920.	7,525.	102,395.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 12

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land	1,053,270.	0.	1,053,270.
558 Grant Rd. - Land	20,900.	0.	20,900.
558 Grant Rd. - Building	64,600.	8,280.	56,320.
553 Grant Rd. - Land	4,040.	0.	4,040.
553 Grant Rd. - Building	26,140.	3,350.	22,790.
300 Industrial, Bldg # 336 - Land	6,659.	0.	6,659.
300 Industrial, Bldg # 336 - Building	11,291.	1,450.	9,841.
2003 Chevy 1500	16,114.	14,571.	1,543.
Fork Lift	4,000.	3,945.	55.
18 ft Trailer - C&S Trailers	2,075.	1,987.	88.
CORDLESS PHONE	161.	161.	0.
Total To Fm 990-PF, Part II, ln 14	1,209,250.	33,744.	1,175,506.

Form 990-PF Other Liabilities Statement 13

Description	BOY Amount	EOY Amount
Credit Cards Payable	3,888.	801.
Total to Form 990-PF, Part II, line 22	3,888.	801.

Form 990-PF | Grants and Contributions Paid During the Year | Statement 14

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
All Gods Children P.O. Box 5909 Villa Park, IL 60181	Community Service	Exempt	1,000.
All Hands Volunteers 389 River Road Carlisle, MA 01741	Community Service	Exempt	1,000.
American Cancer Society 250 Williams Street Atlanta, GA 30303	Community Service	Exempt	10,500.
AmeriCares 88 Hamilton Stamford, CT 06902	Community Service	Exempt	1,000.
Bethel Baptist 805 S.E. 2nd Ave. Mineral Wells, TX 76067	Kids Across America Camp	Exempt	2,500.
Beyond Borders P.O. Box 2132 Norristown, PA 19404	Community Service	Exempt	1,000.
Big Shoulders Fund 309 W. Washingtin Chicago, IL 60606	Community Service	Exempt	2,000.
Blessings International 1650 N. Indianwood Avenue Broken Arrow, OK 74012	Community Service	Exempt	1,000.

Blessings in a Backpack P.O. Box 1628 Lousiville, KY 40201	Community Service	Exempt	1,500.
BooEnds 6520 Platt Ave West Hills, CA 91307	Community Service	Exempt	2,000.
Brazos Valley Food Bank 1514 Shiloh Ave Bryan, TX 77803	Community Service	Exempt	1,000.
Christian Heritage Ministry 4001 E Berry St Fort Worth, TX 76105	Community Service	Exempt	1,500.
Citizens for Animal Protection 11925 Katy Freeway Houston, TX 77079	Community Service	Exempt	1,000.
City of Mineral Wells P.O. Box 1408 Mineral Wells, TX 76068	Jet Memorial	Exempt	2,200.
Community Link Mission 208 South Hampshire Saginaw, TX 76179	Community Service	Exempt	1,000.
Community Renewal International 838 Margaret Place Shreveport, LA 71101	Community Service-Fuller Center House project	Exempt	250,490.
Compassion for Life 10 Lori Drive Mineral Wells, TX 76067	Community Service	Exempt	1,000.
Dalit Freedom Network 631 Pennsylvania Ave SE, Suite 2 Washington, DC 20003	Community Service	Exempt	1,000.

Dave Thomas Foundation for Adoption 525 Metro Place North, Suite 220 Dublin, OH 43017	Help foster adoption system	Exempt	1,000.
Doctors Without Borders P.O. Box 5030 Hagerstown, MD 21741	Community Service	Exempt	2,500.
East Harlem Turtorial 2050 2nd Ave New York, NY 10029	Help children graduate	Exempt	2,500.
Echo 17391 Durrance Road North Fort Myers, FL 33917	Community Service	Exempt	1,500.
Education Through Music 122 East 42nd, Suite 1501 New York, NY 10168	Community Service	Exempt	1,000.
Elija's Stars P.O. Box 172218 Dallas, TX 75217	Star lights for children's cancer units	Exempt	1,000.
Evergreen Freedom Foundation P.O. Box 552 Olympia, WA 98507	Community Service	Exempt	1,000.
Fifty Year Club Mineral Wells, TX 76067	Community Service	Exempt	1,000.
First Christian Church 302 NW 6th Street Mineral Wells, TX 76067	Community Service and Religious	Exempt	1,000.
Free the Kids 2303 West Market St Greensboro, NC 27403	Community Service	Exempt	1,000.

Free the Slaves 1320 19th St NW, Suite 600 Washington, DC 20036	Community Service	Exempt	1,000.
Hands On Worldwide 389 River Road Carlisle, MA 01741	Community Service	Exempt	2,500.
Happy Hill Farm Academy 3846 North Highway 144 Granbury, TX 76048	Community Service	Exempt	1,000.
Help from People to People 121 West Nyack Road Nanuet, NY 10954	Community Service	Exempt	2,500.
Homes for the Heart 8340 Oldham Road Kansas City, MO 64138	Community Service	Exempt	6,500.
Hope Domestic Violence P.O. Box 1650 Mineral Wells, TX 76068	Community Service - Domestic Violence Shelter	Exempt	10,000.
Humane Society of North Texas 1840 East Lancaster Fort Worth, TX 76103	Community Service - Animal Shelter	Exempt	2,500.
Humanitarian Service Project 465 Randy Road Carol Stream, IL 60188	Community Service	Exempt	1,000.
Impact Missions 868 Goodmand Road Southhaven, MS 38671	Community Service	Exempt	1,000.
Jump Start 308 Congress St. 6th Floor Boston, MA 02210	Community Service	Exempt	2,500.

KERA 300 Harry Hines Blvd Dallasq, TX 75201	Community Service	Exempt	1,000.
Kids in Need 3077 Kettering Blvd, Suite 114 Dayton, OH 45439	Community Service	Exempt	2,500.
La Compagnie De Jesus - Carrefour Fleuruau Tabarre 27 Port au Prince Haiti, DOMINICAN REPUBLIC	Community Service - building school, feeding	Exempt	3,000.
Lena Pope Home, Inc. 3131 Sanguinet Street Fort Worth, TX 76107	Community Service	Exempt	1,000.
Lion's Club Cripple Children's Camp P.O. Box 368 Mineral Wells, TX 76068	Community Service	Exempt	10,000.
Muscular Dystrophy Association 3300 E. Sunrise Dr. Tucson, AZ 85718	MDA Telethon	Exempt	2,500.
Meals on Wheels 1410 S.E. Martin Luther King Jr. Blvd. Mineral Wells, TX 76068	Community Service	Exempt	4,500.
MediSend International 9244 Markville Dr Dallas, TX 75243	Community Service	Exempt	1,000.
MedShare International 3240 Clifton Springs Road Decatur, GA 30034	Community Service	Exempt	1,000.
Michigan anticruelty Society 13569 Joseph Campau St Detroit, MI 48212	Community Service	Exempt	2,000.

Mineral Wells Rotary Club P.O. Box 1151 Mineral Wells, TX 76068	Community Service	Exempt	90.
Mineral Wells High School 906 S W 6th Ave Mineral Wells, TX 76067	Educational Scholarship Fund	Exempt	10,000.
Mineral Wells Senior Center 102 N W 6th Ave Mineral Wells, TX 76067	Community Service	Exempt	15,000.
Mineral Wells Women's Club 201 N E 2nd St Mineral Wells, TX 76067	Community Service	Exempt	1,000.
Models of the Maker P.O. Box 87 Paris, TX 75461	Community Service	Exempt	1,500.
National Viet Nam Memorial P.O. Box 146 Mineral Wells, TX 76068	Community Service	Exempt	3,500.
Noon Lion's Club P.O. Box 3099 Mineral Wells, TX 76068	Community Service	Exempt	200.
Pachamama Alliance P.O. Box 29191 San Francisco, CA 94129	Community Service	Exempt	2,500.
Palo Pinto General Hospital Aux 400 SW 25th Ave Mineral Wells, TX 76067	Community Service	Exempt	1,000.
Palo Pinto Humane Society P.O. Box 1574 Mineral Wells, TX 76068	Community Service - Animal Shelter	Exempt	1,000.

Partners in Health 888 Commonwealth Ave 3rd Floor Boston, MA 02215	Community Service	Exempt	1,000.
Physicians for Human Rights Two Arrow St., Suite 301 Cambridge, MA 02138	Community Service - Health	Exempt	2,500.
Puppies Behind Bars 10 East 40th Street, 19th Floor New York, NY 10016	Community Service - Animals	Exempt	2,900.
RAFT 1355 Ridder Park Dr. San Jose, CA 95131	Community Service	Exempt	2,000.
Refugees International 2001 S. Street NW, Suite 700 Washington, DC 20009	Community Service	Exempt	1,500.
Salvation Army 1855 East Lancaster Ave Fort Worth, TX 76103	Community Service	Exempt	2,500.
Save Darfur Coalition P.O. Box 170305 Milwaukee, WI 53217	Community Service	Exempt	1,000.
Sea Shepherd Conservation Society P.O. Box 2616 Friday Harbor, WA 98250	Conservation	Exempt	1,000.
Sheperd's Gate 1660 Partola Avenue Livermore, CA 94551	Safe haven for homeless, Addiction center	Exempt	2,000.
Shriners Hospital 2900 Rocky Point Dr Tampa, FL 33607	Community Service - Medical	Exempt	1,000.

Small Steps Nurturing Center 1709 Depelchin Street Houston, TX 77007	Helps at risk children - education and feed	Exempt	2,000.
Smile Train 41 Madison Ave 28th Floor New York, NY 10010	Helps children with dental costs	Exempt	1,000.
Spirituality for Kids 1054 S Robertson Blvd Los Angeles, CA 90035	Community Service	Exempt	1,000.
St. Judes Children Research Hospital 501 St. Jude Place Memphis, TN 38105	Community Service - help sick children	Exempt	1,500.
Tarrant County Food Bank 2600 Cullen Street Fort Worth, TX 76107	Community Service - Meals for the hungry	Exempt	1,000.
TEAK 16 West 22nd Street 3rd Floor New York, NY 10010	Community Service	Exempt	1,000.
The Elephant Sanctuary P.O. Box 393 Hohenwald, TN 38462	Community Service	Exempt	1,500.
UNICEF 125 Maiden Lane New York, NY 10038	Community Service - help sick children	Exempt	1,000.
United Way of Palo Pinto P.O. Box 1223 Mineral Wells, TX 76508	Community Service	Exempt	1,000.
Water for People 6666 West Quincy Avenue Denver, CO 80235	Community Service	Exempt	2,500.

WestAid 4701 Bryant Irving Rd N, Ste 100 Fort Worth, TX 76107	Community Service	Exempt	1,000.
Texas A&M University P.O. Box 30016 College Station, TX 77842	Scholarship Fund	Exempt	1,000.
Total to Form 990-PF, Part XV, line 3a			423,880.