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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☒ Amended return ☒ Address change ☐ Name changeT. B. BUTLER FOUNDATION
P. O. BOX 10000
TYLER, TX 75711-0000

A Employer identification number

75-2737670

B Telephone number (see the instructions)

903-596-6336

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)

\$ 1,054,442.

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)	2,250.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	26,566.	26,566.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	1,850.			
b Gross sales price for all assets on line 6a	136,013.			
7 Capital gain net income (from Part IV, line 2)		1,850.		
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	-4,252.	-4,252.		
12 Total. Add lines 1 through 11	26,414.	24,164.	0.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages	2,600.			
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	1,589.	1,430.		159.
c Other prof fees (attach sch) SEE ST 3	5,604.	5,604.		
Interest				
Taxes (attach schedule)(see instr) SEE STM 4	670.	143.		
Depreciation (attach sch) and depletion				
Occupancy				
Travel, conferences, and meetings				
Printing and publications				
Other expenses (attach schedule)				
Total operating and administrative expenses. Add lines 13 through 23	10,463.	7,177.		159.
Contributions, gifts, grants paid PART XV.	44,625.			44,625.
Total expenses and disbursements. Add lines 24 and 25	55,088.	7,177.	0.	44,784.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-28,674.			
b Net investment income (if negative, enter -0-)		16,987.		
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	1,057.	3,365.	3,365.
	2 Savings and temporary cash investments	73,347.	47,368.	47,368.
	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			
	10a Investments — U.S. and state government obligations (attach schedule) STATEMENT 5	144,648.	144,648.	142,914.
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) STATEMENT 6	821,407.	816,603.	860,795.	
14 Land, buildings, and equipment: basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	1,040,459.	1,011,984.	1,054,442.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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 7)	199.	398.	
	23 Total liabilities (add lines 17 through 22)	199.	398.	
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,040,260.	1,011,586.	
	30 Total net assets or fund balances (see the instructions)	1,040,260.	1,011,586.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,040,459.	1,011,984.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,040,260.
2 Enter amount from Part I, line 27a	2	-28,674.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3.	4	1,011,586.
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	1,011,586.

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)
1 a SEE STATEMENT 8				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	1,850.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>		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.)

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	40,884.	888,009.	0.046040
2008	55,326.	1,029,567.	0.053737
2007	56,634.	1,146,245.	0.049408
2006	43,085.	1,073,529.	0.040134
2005	51,423.	1,001,284.	0.051357

2 Total of line 1, column (d)	2	0.240676
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	0.048135
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	982,771.
5 Multiply line 4 by line 3	5	47,306.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	170.
7 Add lines 5 and 6	7	47,476.
8 Enter qualifying distributions from Part XII, line 4	8	44,784.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	340.
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	340.
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	340.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	350.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	416.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d <i>O.R. OVERPAYMENT SEE STATEMENT 9</i>	7	366.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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 <i>SEE STATEMENT 10</i>	10	26.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <i>0. Refunded</i>	11	26.	

Part VII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <i>\$ 0.</i> (2) On foundation managers <i>\$ 0.</i>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <i>\$ 0.</i>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <i>TX</i>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A: Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SHERRY CLYDE</u> Telephone no <u>903-596-6336</u> Located at <u>P. O. BOX 10000</u> ZIP + 4 <u>75711-0000</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	N/A <u>N/A</u>		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <u></u>	1b	N/A
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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 (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 11		0.	0.	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
NONE				

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
NONE		
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 NONE APPLICABLE	
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.

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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	1 a	940,763.
b	Average of monthly cash balances	1 b	56,974.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	997,737.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	997,737.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	14,966.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	982,771.
6	Minimum investment return. Enter 5% of line 5	6	49,139.

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	49,139.
2a	Tax on investment income for 2010 from Part VI, line 5	2 a	340.
b	Income tax for 2010 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	340.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	48,799.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	48,799.
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	48,799.

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	1 a	44,784.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	44,784.
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	44,784.

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				48,799.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			35,689.	
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 ▶ \$ 44,784.				
a Applied to 2009, but not more than line 2a.			35,689.	
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				9,095.
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				39,704.
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

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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))

SEE STATEMENT 12

- 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 13

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 14				
Total			3a	44,625.
<i>b Approved for future payment</i>				
Total			3b	

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ -4,252.	\$ -4,252.	
TOTAL	\$ -4,252.	\$ -4,252.	0.

STATEMENT 2
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	\$ 1,589.	\$ 1,430.		\$ 159.
TOTAL	\$ 1,589.	\$ 1,430.	\$ 0.	\$ 159.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	\$ 5,604.	\$ 5,604.		
TOTAL	\$ 5,604.	\$ 5,604.	\$ 0.	\$ 0.

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
2009 EXCISE TAX	\$ 19.			
2010 EXCISE TAX	350.			
FOREIGN TAXES	143.	\$ 143.		
PAYROLL TAXES	158.			
TOTAL	\$ 670.	\$ 143.	\$ 0.	\$ 0.

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STATEMENT 5
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
RBTD---MF-FEDERATED US GOVT 2-5 INT SVS	MKT VAL	\$ 104,648.	\$ 106,317.
RBTD---MF-PIMCO LONG TERM US GOVT FD #10	MKT VAL	40,000.	36,597.
		\$ 144,648.	\$ 142,914.
	TOTAL	\$ 144,648.	\$ 142,914.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER PUBLICLY TRADED SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
RBTD---MF-EATON VANCE LARGE-CAP VALUE	MKT VAL	\$ 70,000.	\$ 69,371.
RBTD---MF-AMERICAN EUROPACIFIC GRTH-F2	MKT VAL	60,000.	53,801.
RBTD---MF-FIDELITY CONTRAFUND 022	MKT VAL	133,029.	178,038.
RBTD---MF-GOLDMAN SACHS MID CAP VALUE FU	MKT VAL	29,243.	29,137.
RBTD---MF-HATERAS ALPHA HEDE STRAT FD	MKT VAL	29,000.	30,155.
RBTD---MF-MFS INTL NEW DISCOVERY FUND (A	MKT VAL	15,570.	21,664.
RBTD---MF-MFS VALUE FUND CL A	MKT VAL	128,598.	115,714.
RBTD---MF-OPPENHEIMER MAIN ST SMALL CAP	MKT VAL	47,641.	56,800.
RBTD---MF-PIONEER SELECT MID CAP GROWTH	MKT VAL	29,045.	28,706.
RBTD---MF-PIMCO HIGH YIELD FUND ADMIN	MKT VAL	42,801.	41,377.
RBTD---MF-PIMCO TOTAL RETURN ADMIN 435	MKT VAL	104,297.	103,857.
RBTD---MF-PIMCO FOREIGN BOND FUND ADM	MKT VAL	53,000.	55,748.
RBTD---MF-FRONTIER DIVERSIFIED SRVS 2	MKT VAL	74,379.	76,427.
	TOTAL	\$ 816,603.	\$ 860,795.

STATEMENT 7
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

PAYROLL LIABILITES		\$ 398.
	TOTAL	\$ 398.

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STATEMENT 8
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	403.792 FIDELITY CONTRAFUND #22	PURCHASED	1/27/1998	2/25/2010
2	345.71 GOLDMAN SACHS MID CAP VAL FD	PURCHASED	5/25/2006	2/25/2010
3	2228.682 MFS VAL FD CL A	PURCHASED	5/25/2006	2/25/2010
4	399.088 OPPENHEIMER MAIN ST SMALL CAP FD CL Y	PURCHASED	3/18/2008	2/25/2010
5	758.098 PIONEER SELECT MD CAP GRTH A	PURCHASED	5/25/2006	2/25/2010
6	FEDRATED TREASURY OBLIG SHS	PURCHASED	VARIOUS	VARIOUS
7	LTCG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
8	SERIES DIVERS-2, FRONTIER FD K-1, SEC 988	PURCHASED	VARIOUS	VARIOUS
9	SERIES DIVERS-2, FRONTIER FD K-1, SEC 1256	PURCHASED	VARIOUS	VARIOUS

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	22,964.		20,435.	2,529.				\$ 2,529.
2	10,024.		12,334.	-2,310.				-2,310.
3	45,866.		54,402.	-8,536.				-8,536.
4	6,992.		7,359.	-367.				-367.
5	11,023.		13,654.	-2,631.				-2,631.
6	25,979.		25,979.	0.				0.
7	3,626.		0.	3,626.				3,626.
8	1,208.		0.	1,208.				1,208.
9	8,331.		0.	8,331.				8,331.
							TOTAL	\$ 1,850.

STATEMENT 9
FORM 990-PF, PART VI, LINE 7
TOTAL CREDITS AND PAYMENTS

TAX CREDITS AND PAYMENTS	\$	766.
ORIGINAL RETURN OVERPAYMENT		-400
TOTAL	\$	366.

STATEMENT 10
FORM 990-PF, PART VI, LINE 10
OVERPAYMENT

OVERPAYMENT	\$	26.
TOTAL	\$	26.

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STATEMENT 11

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
CAROLE E. WILSON P. O. BOX 10000 TYLER, TX 75711-0000	DIRECTOR 1	\$ 0.	\$ 0.	\$ 0.
LLOYD W. WILSON P. O. BOX 10000 TYLER, TX 75711-0000	DIRECTOR 1	0.	0.	0.
THOMAS CLYDE P. O. BOX 10000 TYLER, TX 75711-0000	DIRECTOR/PRES 1	0.	0.	0.
ELOISE CLYDE CHANDLER P. O. BOX 10000 TYLER, TX 75711-0000	DIRECTOR/SEC 1	0.	0.	0.
ANNA C. MALONE P. O. BOX 10000 TYLER, TX 75711-0000	DIRECTOR/VP 2	0.	0.	0.
CAROLINE CHANDLER P. O. BOX 10000 TYLER, TX 75711-0000	DIRECTOR 1	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 12

FORM 990-PF, PART XV, LINE 1A

FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

CAROLE E. WILSON
LLOYD W. WILSON
THOMAS CLYDE

STATEMENT 13

FORM 990-PF, PART XV, LINE 2A-D

APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

SHERRY CLYDE

CARE OF:

STREET ADDRESS:

P. O. BOX 10000

CITY, STATE, ZIP CODE:

TYLER, TX 75711

TELEPHONE:

903-596-6336

FORM AND CONTENT:

APPLICATIONS ARE PROVIDED AS REQUESTED. REQUESTS MAY BE
MADE IN WRITING OR VERBALLY, VIA MAIL, TELEPHONE OR IN
PERSON. INITIAL APPLICATIONS REQUEST THE FOLLOWING
INFORMATION:

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME, ADDRESS, TELEPHONE NUMBER, DATE, AMOUNT AND PURPOSE OF REQUEST, PURPOSE AND ACTIVITIES OF APPLICANT, PROJECT DESCRIPTION, PROPOSED BUDGET AND FINANCIAL INFORMATION FOR THE REQUEST, PORTION OF ANNUAL BUDGET USED IN ORGANIZATION'S FUND RAISING, COPY OF 501(C) (3) EXEMPTION LETTER FROM THE INTERNAL REVENUE SERVICE AND THE ORGANIZATIONS CONTACT PERSON'S NAME SIGNATURE AND TITLE.

NO ADDITIONAL APPLICANTS ARE REQUIRED AFTER THE INITIAL APPLICATION.

SUBMISSION DEADLINES: DEADLINE IS USUALLY IN APRIL.
 RESTRICTIONS ON AWARDS: NONE

STATEMENT 14
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
DISCOVERY SCIENCE PLACE 308 N. BROADWAY TYLER, TX 75702	NONE	PUBLIC	STAFF CONFERENCES	\$ 2,100.
TYLER DAY NURSERY 2901 W. GENTRY PARKWAY TYLER, TX 75702	NONE	PUBLIC	OPERATING EXPENSES	1,800.
CHILDREN'S ADVOCACY CENTER 2210 FRANKSTON HWY TYLER, TX 75701	NONE	PUBLIC	GENERAL SUPPORT	1,675.
CYSTIC FIBROSIS FOUNDATION 305 S. BROADWAY AVE. #1000 TYLER, TX 75702	NONE	PUBLIC	GENERAL SUPPORT- GREAT STRIDES	1,950.
PATH 402 W FRONT ST TYLER, TX 75702	NONE	PUBLIC	KID REACH PROGRAM	900.
SALVATION ARMY OF TYLER 633 N BROADWAY TYLER, TX 75702	NONE	PUBLIC	GENERAL SUPPORT	600.
TYLER LIONS YOUTH SPORTS P. O. BOX 1354 TYLER, TX 75710	NONE	PUBLIC	GENERAL SUPPORT	3,000.

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STATEMENT 14 (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
ST PAUL CHILDREN'S FOUNDATION 1358 E RICHARDS TYLER, TX 75702	NONE	PUBLIC	GENERAL SUPPORT	\$ 3,000.
EAST TEXAS CRISIS CENTER 2401 OLD BULLARD RD TYLER, TX 75701	NONE	PUBLIC	CHILDREN'S COUNSELING PROGRAM	2,100.
FELLOWSHIP OF CHRISTIAN ATHLETES 3922 TROUP HIGHWAY TYLER, TX 75703	NONE	PUBLIC	GENERAL BUDGET	600.
JUNIOR ACHIEVEMENT 2737 S. BROADWAY SUITE 207 TYLER, TX 75701	NONE	PUBLIC	JA BELL ELEMENTARY SCHOOL	500.
ARC OF TYLER SMITH COUNTY 810 VINE HEIGHTS TYLER, TX 75701	NONE	PUBLIC	CAMP SCHOLARSHIP	1,500.
PARENTS ANONYMOUS OF TYLER 717 W. HOUSTON TYLER, TX 75702	NONE	PUBLIC	GENERAL SUPPORT	2,750.
LITERACY COUNCIL OF TYLER 1530 S SOUTHWEST LOOP 323, #20 TYLER, TX 75701	NONE	PUBLIC	GED PROGRAM	2,500.
ROYAL FAMILY KIDS CAMP 301 WEST FERGUSON TYLER, TX 75702	NONE	PUBLIC	GENERAL SUPPORT	1,250.
UNITED NEGRO COLLEGE FUND 721 MAIN STREET HOUSTON, TX 77002	NONE	PUBLIC	TEXAS COLLEGE SCIENCE PROGRAM	400.
AMERICAN RED CROSS SMITH CO 320 EAST REICK ROAD TYLER, TX 75703	NONE	PUBLIC	FUND LOCAL PROGRAM- LEARN TO SWIM	1,135.
BOYS & GIRLS CLUB OF EAST TX 504 W. 32ND TYLER, TX 75702	NONE	PUBLIC	SUMMER FOOD PROGRAM	2,530.
BULLARD COMMUNITY LIBRARY 211 WEST MAIN ST BULLARD, TX 75757	NONE	PUBLIC	OPERATING BUDGET	300.

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STATEMENT 14 (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
CANCER FOUNDATION FOR LIFE 1713 TROUP HIGHWAY TYLER, TX 75701	NONE	PUBLIC	OPERATING BUDGET	\$ 1,500.
TYLER CIVIC THEATRE CENTER 400 ROSE PARK DR TYLER, TX 75702	NONE	PUBLIC	YOUTH PROGRAMS	1,000.
LEUKEMIA & LYMPHOMA SOCIETY 8111 LBJ FREEWAY, STE 425 DALLAS, TX 75251	NONE	PUBLIC	LIGHT THE NIGHT-EAST TEXAS	2,535.
LINDALE LIBRARY 200 E HUBBARD LINDALE, TX 75771	NONE	PUBLIC	FURNITURE/TEEN AREA	300.
TYLER RESCUE MINISTRIES 12876 NORTH POINTE ROAD WINONA , TX 75792	NONE	PUBLIC	PROGRAM SUPPORT	750.
TRINITY MOTHER FRANCIS FOUNDATION 800 E DAWSON ST TYLER, TX 75701	NONE	PUBLIC	NEONATAL ICU	250.
CARTER BLOOD CARE 815 SOUTH BAXTER AVE TYLER, TX 75701	NONE	PUBLIC	HIGH SCHOOL MARATHON	1,200.
JUNIOR LEAGUE OF TYLER 1919 S DONNYBROOK TYLER, TX 75701	NONE	PUBLIC	FUND LOCAL PROGRAM- CHILDREN'S EVENTS	500.
AZLEWAY INC 15892 CR 26 TYLER, TX 75707	NONE	PUBLIC	OPERATING EXPENSES	1,500.
ARTS AND HUMANITIES OF EAST TEXAS 4828 S BROADWAY, SUITE 248 TYLER, TX 75703	NONE	PUBLIC	OPERATING EXPENSES	2,200.
GIRL SCOUTS OF NORTHEAST TEXAS 9126 US HIGHWAY 271 TYLER, TX 75708	NONE	PUBLIC	OPERATING EXPENSES	600.
TEEN REACH ADVENTURE CAMP P O BOX 1589 SHERWOOD, OR 97140	NONE	PUBLIC	GENERAL SUPPORT	1,200.

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STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
TYLER TYPE 1 DIABETES FOUNDATION 713 W.S.W. LOOP 323 STE 'H' TYLER, TX 75701	NONE	PUBLIC	GENERAL SUPPORT	\$ 500.

TOTAL \$ 44,625.