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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

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

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

Name of foundation YARBOROUGH FOUNDATION		A Employer identification number 75-2919532
Number and street (or P O box number if mail is not delivered to street address) 200 N LORAIN, SUITE 1400	Room/suite	B Telephone number 432-684-8578
City or town, state, and ZIP code MIDLAND, TX 79701		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,939,955. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,369,742.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		69,196.	69,196.		STATEMENT 1
4 Dividends and interest from securities		73,034.	73,034.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		429,323.			
b Gross sales price for all assets on line 6a	429,323.				
7 Capital gain net income (from Part IV, line 2)			429,323.		
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		877.	877.		STATEMENT 3
12 Total. Add lines 1 through 11		1,942,172.	572,430.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 4	10,376.	10,376.		0.
b Accounting fees	STMT 5	5,250.	5,250.		0.
c Other professional fees	STMT 6	31,772.	31,772.		0.
17 Interest					
18 Taxes	STMT 7	3,599.	2,659.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		7,152.	7,152.		0.
22 Printing and publications					
23 Other expenses	STMT 8	8,633.	8,129.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		66,782.	65,338.		0.
25 Contributions, gifts, grants paid		257,500.			257,500.
26 Total expenses and disbursements. Add lines 24 and 25		324,282.	65,338.		257,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,617,890.			
b Net investment income (if negative, enter -0-)			507,092.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,235,140.	75,866.	75,866.
	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			
	7 Other notes and loans receivable ▶ 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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	3,244,856.	6,020,235.	6,864,089.
Liabilities	14 Land, buildings, and equipment basis ▶ 7,679. Less: accumulated depreciation STMT 10 ▶ 7,679.			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,479,996.	6,096,101.	6,939,955.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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	4,479,996.	6,096,101.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	4,479,996.	6,096,101.	
	31 Total liabilities and net assets/fund balances	4,479,996.	6,096,101.	

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	4,479,996.
2	Enter amount from Part I, line 27a	2	1,617,890.
3	Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	2.
4	Add lines 1, 2, and 3	4	6,097,888.
5	Decreases not included in line 2 (itemize) ▶ <u>ND EXPENSES</u>	5	1,787.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,096,101.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 429,323.			429,323.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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	
a			
b			
c			
d			
e			429,323.

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	429,323.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	244,354.	3,531,925.	.069184
2008	0.	1,839,741.	.000000
2007	10,500.	451,249.	.023269
2006	11,150.	357,495.	.031189
2005	179,809.	458,790.	.391920

2 Total of line 1, column (d)	2	.515562
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	.103112
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,273,216.
5 Multiply line 4 by line 3	5	543,732.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,071.
7 Add lines 5 and 6	7	548,803.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	257,500.

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)		1	10,142.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	10,142.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	10,142.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	985.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations - tax withheld at source		7	985.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	9,157.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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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 ► N/A	13	X	
14	The books are in care of ► ANN JACKSON Telephone no. ► 432-684-8578 Located at ► 200 N. LORAIN, SUITE 1400, MIDLAND, TX ZIP+4 ► 79701			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 ►	☐ Yes ☒ 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 instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
NONE				
	0.00	0.	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

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
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 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.

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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	1a	5,085,868.
b	Average of monthly cash balances	1b	267,651.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,353,519.
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	5,353,519.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,303.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,273,216.
6	Minimum investment return. Enter 5% of line 5	6	263,661.

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	263,661.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,142.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,142.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	253,519.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	253,519.
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	253,519.

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	257,500.
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	257,500.
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	257,500.

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				253,519.
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:				
a From 2005	157,501.			
b From 2006				
c From 2007				
d From 2008				
e From 2009	68,743.			
f Total of lines 3a through e	226,244.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	257,500.			
a Applied to 2009, but not more than line 2a			0.	
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				253,519.
e Remaining amount distributed out of corpus	3,981.			
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	230,225.			
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				0.
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	157,501.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	72,724.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	68,743.			
e Excess from 2010	3,981.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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		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)					
a Paid during the year					
SEE STATEMENT 12					
Total				▶ 3a	257,500.
b Approved for future payment					
NONE					
Total				▶ 3b	0

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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			14	69,196.	
4 Dividends and interest from securities			14	73,034.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	877.	
8 Gain or (loss) from sales of assets other than inventory			18	429,323.	
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)		0.		572,430.	0.
13 Total. Add line 12, columns (b), (d), and (e)				572,430.	0.

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

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

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

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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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.

**Sign
Here**

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

LAURA A. BUCKNER

Firm's name ► **BUCKNER & TILLEY P.C.**

500 W ILLINOIS AVE, SUITE 1150

Firm's address ► MIDLAND, TX 79701

Phone no.	432-687-5577
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Form **990-PF** (2010)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

YARBOROUGH FOUNDATION

Employer identification number

75-2919532

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Name of organization

Employer identification number

YARBOROUGH FOUNDATION

75-2919532

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	YARBOROUGH CHARITABLE LEAD ANNUITY TRUST 200 N. LORAIN, SUITE 1400 MIDLAND, TX 79701	\$ 1,357,293.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	ANN AND JEFFREY JACKSON 200 N. LORAIN, SUITE 1400 MIDLAND, TX 79701	\$ 12,449.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

YARBOROUGH FOUNDATION

75-2919532

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

YARBOROUGH FOUNDATION**75-2919532****Part III**

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

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ST LOSS - ALLCAP GROWTH EQUITY FUND	P		
b	LT GAIN - ALLCAP GROWTH EQUITY FUND	P		
c	ST GAIN - CORE INVESTMENT GRADE BOND	P		
d	LT GAIN - CORE INVESTMENT GRADE BOND	P		
e	ST GAIN - HIGH YIELD BOND	P		
f	LT GAIN - HIGH YIELD BOND	P		
g	ST GAIN - INCOME OPPORTUNITY	P		
h	LT GAIN - INCOME OPPORTUNITY	P		
i	ST GAIN - INTERNATIONAL GROWTH INVESTMENT	P		
j	LT GAIN - INTERNATIONAL GROWTH INVESTMENT	P		
k	ST GAIN - INTERNATIONAL INVESTMENT	P		
l	LT LOSS - INTERNATIONAL INVESTMENT	P		
m	ST GAIN - LARGE CAP EQUITY	P		
n	LT GAIN - LARGE CAP EQUITY	P		
o	ST GAIN - MIDCAP VALUE EQUITY	P		

(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	-8,757.		-8,757.
b	174,056.		174,056.
c	1,306.		1,306.
d	3,783.		3,783.
e	9,290.		9,290.
f	11,400.		11,400.
g	10,650.		10,650.
h	11,872.		11,872.
i	7,617.		7,617.
j	27,472.		27,472.
k	5,034.		5,034.
l	-764.		-764.
m	12,477.		12,477.
n	18,368.		18,368.
o	10,389.		10,389.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-8,757.
b			174,056.
c			1,306.
d			3,783.
e			9,290.
f			11,400.
g			10,650.
h			11,872.
i			7,617.
j			27,472.
k			5,034.
l			-764.
m			12,477.
n			18,368.
o			10,389.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LT GAIN - MIDCAP VALUE EQUITY	P		
b	ST GAIN - REIT INVESTMENT	P		
c	LT GAIN - REIT INVESTMENT	P		
d	ST GAIN - SMALLCAP VALUE EQUITY	P		
e	LT GAIN - SMALLCAP VALUE EQUITY	P		
f	ST GAIN - SMIDCAP EQUITY	P		
g	LT GAIN - SMIDCAP EQUITY	P		
h	ST GAIN - WESTWOOD ACCOUNT	P		
i	LT GAIN - WESTWOOD ACCOUNT	P		
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16,443.			16,443.
b 2,826.			2,826.
c -3,400.			-3,400.
d 9,719.			9,719.
e 18,070.			18,070.
f 7,920.			7,920.
g 13,785.			13,785.
h 23,307.			23,307.
i 46,460.			46,460.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			16,443.
b			2,826.
c			-3,400.
d			9,719.
e			18,070.
f			7,920.
g			13,785.
h			23,307.
i			46,460.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	429,323.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2010 DEPRECIATION AND AMORTIZATION REPORT

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
1	ORGANIZATIONAL COSTS	032301		60M	43	6,073.			6,073.	6,073.		0.
2	ORGANIZATIONAL COSTS	041701		60M	43	300.			300.	300.		0.
3	ORGANIZATIONAL COSTS	051701		60M	43	306.			306.	306.		0.
4	ORGANIZATIONAL COSTS	091401		60M	43	1,000.			1,000.	1,000.		0.
	* TOTAL 990-PF PG 1					7,679.		0.	7,679.	7,679.	0.	0.
	DEPR & AMORT											

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WESTWOOD INTEREST	69,196.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	69,196.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WESTWOOD DIVIDENDS	73,034.	0.	73,034.
TOTAL TO FM 990-PF, PART I, LN 4	73,034.	0.	73,034.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT	877.	877.	
TOTAL TO FORM 990-PF, PART I, LINE 11	877.	877.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,376.	10,376.		0.
TO FM 990-PF, PG 1, LN 16A	10,376.	10,376.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,250.	5,250.		0.
TO FORM 990-PF, PG 1, LN 16B	5,250.	5,250.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	31,772.	31,772.		0.
TO FORM 990-PF, PG 1, LN 16C	31,772.	31,772.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,659.	2,659.		0.
EXCISE TAX	940.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,599.	2,659.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	3,509.	3,509.		0.
MEALS AND ENTERTAINMENT	1,009.	505.		0.
SEMINARS AND EDUCATION	4,115.	4,115.		0.
TO FORM 990-PF, PG 1, LN 23	8,633.	8,129.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WESTWOOD INVESTMENTS	COST	6,020,235.	6,864,089.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,020,235.	6,864,089.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATIONAL COSTS	6,073.	6,073.	0.
ORGANIZATIONAL COSTS	300.	300.	0.
ORGANIZATIONAL COSTS	306.	306.	0.
ORGANIZATIONAL COSTS	1,000.	1,000.	0.
TOTAL TO FM 990-PF, PART II, LN 14	7,679.	7,679.	0.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	11
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NAME OF CONTRIBUTOR	ADDRESS
YARBOROUGH CHARITABLE LEAD ANNUITY TRUST	200 N. LORAIN, SUITE 1400 MIDLAND, TX 79701

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALPINE PUBLIC LIBRARY 203 N. 7 ST ALPINE, TX 79830	NEW BUILDING FUND		5,000.
APHASIA CENTER OF WEST TEXAS INC. 5214 THOMASON DR. MIDLAND, TX 79703	OPERATING EXPENSES		5,000.
BIG BEND EDUCATION CORPORATION P.O. BOX 256 TERLINGUA, TX 79852	BUILDING FUND		10,000.
BYNUM SCHOOL P.O. BOX 80175 MIDLAND, TX 79708	OPERATING EXPENSES		10,000.
CHRISTMAS IN ACTION INC. P.O. BOX 3744 MIDLAND, TX 79701	OPERATING EXPENSES		5,000.
COMMEMORATIVE AIR FORCE P.O. BOX 62000 MIDLAND, TX 79711	2010 MEMORIAL DAY EVENT		7,500.
COMMUNITY & SENIOR SERVICES OF MIDLAND INC. 3301 SINCLAIR AVE MIDLAND, TX 79702	MEAL-ON-WHEELS PROGRAM		5,000.
EASTSIDE COMMUNITY CONNECTION 5810 BERKMAN DR. AUSTIN, TX 78723	NEW FULL TIME STAFF FUNDING		5,000.

YARBOROUGH FOUNDATION		75-2919532
GRAND COMPANIONS HUMANE SOCIETY P.O. BOX 1156 FORT DAVIS, TX 79734	NEW BUILDING FUND	10,000.
HILLCREST SCHOOL INC. 3510 NORTH A BLDG C MIDLAND, TX 79705	SCHOLARSHIP FUND	10,000.
HIGH SKY CHILDRENS RANCH 8701 WCR 60 MIDLAND, TX 79707	OPERATING EXPENSES	5,000.
HOPSICE OF MIDLAND INCORPORATED 911 W. TEXAS AVE MIDLAND, TX 79701	RAYS OF HOPE PROGRAM	10,000.
I-20 WILDLIFE PRESERVE & JENNA WELCH NATURE STUDY CENTER P.O. BOX 2906 MIDLAND, TX 79702	OPERATING EXPENSES	5,000.
ISLAND DOLPHIN CARE INC. 150 LORELANE PLACE KEY LARGO, FL 33037	SCHOLARSHIP FUND	5,000.
KEEP MIDLAND BEAUTIFUL INC. P.O. BOX 50432 MIDLAND, TX 79710	OPERATING EXPENSES	2,500.
MAKE-A-WISH FOUNDATION OF NORTH TEXAS 207 N BIG SPRING STE 208 MIDLAND, TX 79701	OPERATING EXPENSES	5,000.
THE DEVEREUX FOUNDATION 81 SABBADAY LANE WASHINGTON, CT 06793	SCHOOL EQUIPMENT	5,000.
MCCALLIE SCHOOL INC. 500 DODDS AVE CHATTANOOGA, TN 37404	SCHOLARSHIP FUND	5,000.

MIDLAND CHILDRENS REHABILITATION CENTER INC. 802 VENTURA MIDLAND, TX 79705	NEW POOL FUND	5,000.
MIDLAND CITIZENS FIRE ACADEMY ALUMNI ASSOCIATION 1501 W. WALL ST MIDLAND, TX 79701	EQUIPMENT	5,000.
MIDLAND COLLEGE FOUNDATION INC. 3600 N. GARFIELD MIDLAND, TX 79705	HEALTH SCIENCE CENTER	10,000.
MIDLAND ISD EDUCATION FOUNDATION 615 W MISSOURI #220-E MIDLAND, TX 79701	OPERATING EXPENSES	10,000.
MIDLAND MEMORIAL FOUNDATION 2200 W. ILLINOIS AVE MIDLAND, TX 79701	SUPPORT NURSES	10,000.
MIDLAND NEED TO READ INC. 1709 W. WALL ST MIDLAND, TX 79701	OPERATING EXPENSES SMART BOARD PROGRAM	10,000.
MIDLAND POLICE DEPARTMENT, CITY OF MIDLAND 601 N. LORAIN ST MIDLAND, TX 79701	EQUIPMENT	7,500.
MIDLAND SOUP KITCHEN MINISTRY 1401 ORCHARD LANE MIDLAND, TX 79701	OPERATING EXPENSES	7,500.
MUSEUM OF THE SOUTHWEST 1705 W. MISSOURI ST MIDLAND, TX 79701	OPERATING EXPENSES	2,500.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1031 ANDREWS HWY STE 201 MIDLAND, TX 79701	ASSISTANCE PROGRAM	7,500.

NATIONAL SOCIETY TO PREVENT BLINDNESS 2000 W. WALL ST MIDLAND, TX 79701	OPERATING EXPENSES	5,000.
SAFE PLACE OF THE PERMIAN BASIN P.O. BOX 11331 MIDLAND, TX 79701	OPERATING EXPENSES	5,000.
PBAF NONPROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN 200 N. LORAIN ST STE 500 MIDLAND, TX 79701	OPERATING EXPENSES	10,000.
PERMIAN BASIN PUBLIC TELECOMMUNICATIONS INC P.O. BOX 8940 MIDLAND, TX 79708	OPERATING EXPENSES	2,500.
RONALD MCDONALD HOUSE CHARITIES OF THE SOUTHWEST INC. 1030 ANDREWS HWY STE 109A MIDLAND, TX 79701	OPERATING EXPENSES	5,000.
SAN ANTONIO ACADEMY OF TEXAS 117 E. FRENCH PLACE SAN ANTONIO, TX 78212	OPERATING EXPENSES	7,500.
SPRINGBOARD CENTER 112 S. LORAIN ST STE 410 MIDLAND, TX 79701	OPERATING EXPENSES	2,500.
SIBLEY ENVIRONMENTAL LEARNING CENTER FOUNDATION 1307 E. WADLEY MIDLAND, TX 79705	LEARNING CENTER	2,500.
WEST TEXAS FOOD BANK 1008 E 2ND ST ODESSA, TX 79761	OPERATING EXPENSES	5,000.
CASA OF WEST TEXAS 201 W. WALL ST., STE 700 MIDLAND, TX 79701	OPERATING EXPENSES.	7,500.

BORDERLANDS RESEARCH INSTITUTE
FOR NATURAL RESOURCES MGMT
P.O. BOX C-16 ALPINE, TX 79832

OPERATING EXPENSES

2,500.

ALZHEIMER'S DISEASE AND RELATED
DISORDERS ASSOCIATION
4400 N. BIG SPRING ST. STE C-32
MIDLAND, TX 79705

PUBLIC EDUCATION
PROGRAM

2,500.

ALPINE VOLUNTEER FIRE DEPARTMENT
100 N. 13TH ST ALPINE, TX 79830

TRAINING DVDS

10,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

257,500.