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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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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: **LUPE MURCHISON FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **16250 KNOLL TRAIL DR., SUITE 110**

Room/suite: _____

City or town, state, and ZIP code: **DALLAS, TX 75248**

A Employer identification number: **75-2953224**

B Telephone number (see page 10 of the instructions): **(972) 248-2200**

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, col (c), line 16) ▶ \$ **47,356,048.**

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

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

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 page 11 of the instructions))		(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 (attach schedule)	0.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	588.	588.	588.	ATCH 1
4	Dividends and interest from securities	564,852.	564,852.	564,852.	ATCH 2
5a	Gross rents	14,653.	14,653.	14,653.	
b	Net rental income or (loss)	14,653.			
6a	Net gain or (loss) from sale of assets not on line 10	-3,529.			
b	Gross sales price for all assets on line 6a	3,184,898.			
7	Capital gain net income (from Part IV, line 2)		32,678.		
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) (attach schedule)				
11	Other income (attach schedule)	766,420.	709,034.	1,369,408.	ATCH 3
12	Total. Add lines 1 through 11	1,342,984.	1,321,805.	1,949,501.	
13	Compensation of officers, directors, trustees, etc.	193,050.	96,525.	193,050.	96,525.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	24,249.	12,124.	24,249.	9,501.
b	Accounting fees (attach schedule)	127,265.	63,632.	127,265.	0.
c	Other professional fees (attach schedule)	78,150.	39,076.	78,150.	
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	49,383.	192.	49,383.	
19	Depreciation (attach schedule) and depletion	57,910.	57,910.	57,810.	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	495.	247.	495.	
23	Other expenses (attach schedule)	102,125.	26,661.	30,329.	26,661.
24	Total operating and administrative expenses. Add lines 13 through 23	632,627.	296,367.	560,731.	132,687.
25	Contributions, gifts, grants paid	2,106,000.			2,106,000.
26	Total expenses and disbursements. Add lines 24 and 25	2,738,627.	296,367.	560,731.	2,238,687.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,395,643.			
b	Net investment income (if negative, enter -0-)		1,025,438.		
c	Adjusted net income (if negative, enter -0-)			1,388,770.	

SCANNED NOV 25 2011
Operating and Administrative Expenses

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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			
	2 Savings and temporary cash investments	351,081.	169,118.	169,118.
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ * Less allowance for doubtful accounts ▶	300,000.	* 225,000. 225,000.	ATCH 9 225,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 10	216,831.	216,831.	216,831.
	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) ATCH 11	45,211,576.	46,725,099.	46,725,099.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 12)	20,000.	20,000.	20,000.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	46,099,488.	47,356,048.	47,356,048.	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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	36,715,815.	39,368,018.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	9,383,673.	7,988,030.	
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	46,099,488.	47,356,048.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	46,099,488.	47,356,048.		

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	46,099,488.
2 Enter amount from Part I, line 27a	2	-1,395,643.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13	3	2,652,203.
4 Add lines 1, 2, and 3	4	47,356,048.
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	47,356,048.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				
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 32,678.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	{ }		3

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 page 18 of 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 (col (b) divided by col (c))
2009			
2008			
2007			
2006			
2005			
2	Total of line 1, column (d)		
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		
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		
5	Multiply line 4 by line 3		
6	Enter 1% of net investment income (1% of Part I, line 27b)		
7	Add lines 5 and 6		
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 on page 18		

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of 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 ruling letter if necessary - see instructions)		1	20,509.
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			
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	
3 Add lines 1 and 2		3	20,509.
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	20,509.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6a	12,823.
b Exempt foreign organizations-tax withheld at source		6b	0.
c Tax paid with application for extension of time to file (Form 8868)		6c	15,000.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments Add lines 6a through 6d		7	27,823.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	134.
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	7,180.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 7,180. Refunded		11	

Part VII-A 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 page 19 of 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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
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?	X	
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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <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 on page 27)? <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

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ J. V. SMITH PC C/O M. MITCHELL Telephone no ▶ 972/248-2200			
Located at ▶ 16250 KNOLL TRAIL DR, SUITE 110 DALLAS, TX ZIP + 4 ▶ 75248				
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			
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	Yes	No
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

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 checked="" type="checkbox"/> Yes <input 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 checked="" type="checkbox"/> Yes <input 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)	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? <input checked="" type="checkbox"/> Yes <input 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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **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? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No

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? **7b** Yes No

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 page 22 of the 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
ATTACHMENT 14		193,050.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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

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 page 23 of the 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		NONE

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 METHODIST HEALTH SYSTEM - \$100,000 CASH CONTRIBUTION TO THE MEDICAL CENTER	
2 SOUTHWESTERN MEDICAL FOUNDATION - \$500,000 CASH CONTRIBUTION TO THE MEDICAL CENTER	
3 CHRISTIAN COMMUNITY ACTION - \$300,000 CASH CONTRIBUTION TO THE GENERAL FUND	
4 THE UNIVERSITY OF NORTH TEXAS - \$500,000 CASH CONTRIBUTION TO THE UNIVERSITY	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	21,214,387.
b	Average of monthly cash balances	1b	331,838.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	23,038,991.
d	Total (add lines 1a, b, and c)	1d	44,585,216.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	44,585,216.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	668,778.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,916,438.
6	Minimum investment return. Enter 5% of line 5	6	2,195,822.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	2,195,822.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	20,509.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	20,509.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,175,313.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,175,313.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,175,313.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,238,687.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,238,687.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,238,687.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,175,313.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,921,176.	
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,238,687.				
a Applied to 2009, but not more than line 2a			1,921,176.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				317,511.
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				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,857,802.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
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	0.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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		(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of 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 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 page 28 of the 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

ATTACHMENT 15

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

ATTACHMENT 16

c Any submission deadlines

NONE

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

ATTACHMENT 17

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 <i>Paid during the year</i> ATTACHMENT 18				
Total ▶ 3a				2,106,000.
b <i>Approved for future payment</i>				
Total ▶ 3b				

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					32,678.	
TOTAL GAIN (LOSS)							<u>32,678.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GRAND BANK	588.	588.	588.
TOTAL	<u>588.</u>	<u>588.</u>	<u>588.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GULF COAST	0.	0.	0.
ORD DIVIDENDS CHARLES SCHWAB ND22435592	131,929.	131,929.	131,929.
STCG DIVIDENDS CHARLES SCHWAB NC2243559	71,466.	71,466.	71,466.
QUAL DIVIDENDS CHARLES SCHWAB NC2243559	346,757.	346,757.	346,757.
INTEREST INCOME ROYAL GORGE NOTE JVS	14,700.	14,700.	14,700.
TOTAL	<u>564,852.</u>	<u>564,852.</u>	<u>564,852.</u>

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

WARD TRUST ROYALTY INCOME

190.
190.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

NET RENTAL REAL ESTATE

131,757.
131,757.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

NET INCOME FROM RENTAL REAL ESTATE

-117,104.
-117,104.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

MINERAL INTEREST PAYMENT UNCLAIMED PROPERTY	385,821.
	<u>385,821.</u>

OTHER DEDUCTIONS

TAXES	18,442.
OTHER EXPENSES	19,429.
DEDUCTIONS RELATED TO ROYALTY INCOME	33,925.
	<u>71,796.</u>

ROYALTY DEPLETION SCHEDULE

ACTIVITY NAME: WARD TRUST ROYALTIES

1. COMPUTED DEPLETION	37.
2. LIMITATION (100% OF NET INCOME)	190.
3. DEPLETION ALLOWED (LESSER OF LINE 1 OR 2)	37.
4. CARRYOVER DEPLETION	
5. TOTAL DEPLETION	37.
6. LIMITED DEPLETION	
7. ALLOWED DEPLETION	37.
8. DEPLETION CARRYOVER TO NEXT YEAR	

ROYALTY DEPLETION SCHEDULE

ACTIVITY NAME: ROYALTIES-UNCLAIMED PROPERTY

1. COMPUTED DEPLETION	57,873.
2. LIMITATION (100% OF NET INCOME)	314,025.
3. DEPLETION ALLOWED (LESSER OF LINE 1 OR 2)	57,873.
4. CARRYOVER DEPLETION	
5. TOTAL DEPLETION	57,873.
6. LIMITED DEPLETION	
7. ALLOWED DEPLETION	57,873.
8. DEPLETION CARRYOVER TO NEXT YEAR	

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
WARD TRUST ROYALTIES	190.	37.		153.
WHITING OIL & GAS CO 225 CANYON ROAD LIM	131,757.			131,757.
GLEN ABBEY PARTNERS	-117,104.			-117,104.
ROYALTIES-UNCLAIMED	385,821.	57,873.	71,796.	256,152.
TOTALS	<u>400,664.</u>	<u>57,910.</u>	<u>71,796.</u>	<u>270,958.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
ROYALTY INCOME	386,011.	386,011.	386,011.
225 CANYON ROAD LIMITED	0.	0.	0.
ESPUELA GAS PARTNERS 2005 LP	-38,147.	3,942.	-34,892.
JDM MINERALS LTD	82,015.	76,085.	82,015.
LA PLATA COUNTY LGM	168,108.	29,231.	168,108.
LGM RESOURCES LLC	68,472.	65,674.	68,472.
LGM STARR COUNTY LP	27,655.	44.	27,655.
GRAND ISLE	-522.	-277.	-530.
ENCAP ENERGY INFRASTRUCTURE LP	7,114.	7,114.	7,114.
ENERGY PARTNERS 3-01 LP	-168.	0.	-168.
GLEN ABBEY LP	0.	0.	0.
CLO OPPORTUNITY FUND	25,301.	25,301.	160,501.
AT MLP FUND	2,386.	-11,025.	183,361.
HW SPRING CREEK LTD	52,902.	-14,811.	52,902.
BRANDYWINE GLOBAL FIXED INCOME TRUST	176,507.	180,977.	218,943.
MONTAUK TRIGUARD FUND IV LP	-23,235.	-23,662.	55,159.
LONE STAR RACE PARK	384.	384.	384.
LCKM INVESTMENT PARTNERSHIP	-14,235.	-12,587.	133,860.
ESPUELA GAS PARTNERS II LP	-150,456.	359.	-150,456.
SALEM 2X FUND LP	-3,748.	-3,748.	10,893.
OTHER MISC	22.	22.	22.
ENERGY PARTNERS 9-98 LP	54.	0.	54.
TOTALS	766,420.	709,034.	1,369,408.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES-OTHER	14,748.	7,374.	14,748.	
LEGAL FEES-HAYNES & BOONE	9,501.	4,750.	9,501.	9,501.
TOTALS	<u>24,249.</u>	<u>12,124.</u>	<u>24,249.</u>	<u>9,501.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING/TAX PREP	127,265.	63,632.	127,265.	
TOTALS	<u>127,265.</u>	<u>63,632.</u>	<u>127,265.</u>	<u>0.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
CONSULTING/ADVISORY HAMMOND	58,333.	29,167.	58,333.
CONSULTING/ADVISORY-CAPROCK	16,667.	8,334.	16,667.
ADVISORY & DUE DILIG-NOT COMP	3,150.	1,575.	3,150.
TOTALS	<u>78,150.</u>	<u>39,076.</u>	<u>78,150.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
NET INVESTMENT TAXES	14,000.		14,000.
NET UBTI TAXES PAID	35,000.		35,000.
PROPERTY TAXES PAID	19.	10.	19.
IRS FILING FEE	364.	182.	364.
TOTALS	<u>49,383.</u>	<u>192.</u>	<u>49,383.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RENT AND ROYALTY EXPENSES	71,796.			
OFFICE EXPENSES-OTHER	1,257.	628.	1,257.	628.
PROPERTY & LAIBILITY INSURANCE	22,995.	22,995.	22,995.	22,995.
OFFICE EXPENSES-JVSPC	5,927.	2,963.	5,927.	2,963.
SAFE DEPOSIT BOX	150.	75.	150.	75.
TOTALS	<u>102,125.</u>	<u>26,661.</u>	<u>30,329.</u>	<u>26,661.</u>

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: JERRY V. SMITH, TRUSTEE
ORIGINAL AMOUNT: 900,000.
INTEREST RATE: 4.900000
DATE OF NOTE: 11/01/2001
REPAYMENT TERMS: ANNUAL INSTALLMENT OF \$75,000 PLUS 4.9% INT ON BAL
SECURITY PROVIDED: ROYAL GORGE STOCK
PURPOSE OF LOAN: LGM ESTATE SOLD 100% OF STOCK IN BUSINESS

BEGINNING BALANCE DUE	300,000.
ENDING BALANCE DUE	<u>225,000.</u>
ENDING FAIR MARKET VALUE	<u>225,000.</u>
 TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	 <u>300,000.</u>
 TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	 <u>225,000.</u>
 TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	 <u>225,000.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GULF COAST WATER CO. 351 SH	105,300.	105,300.	105,300.
FRANKLIN BANK STOCK	111,531.	111,531.	111,531.
TOTALS	<u>216,831.</u>	<u>216,831.</u>	<u>216,831.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MONTAUK TRIGUARD FUND IV, LP	558,506.	882,345.	882,345.
ISHARES EAFE INDEX FUND	3,915,444.	3,373,576.	3,373,576.
ISHARES EMERGING MARKETS FUND	1,686,224.	2,128,735.	2,128,735.
ISHARES MSCI GROWTH INDEX FUND	2,236,935.	2,478,607.	2,478,607.
G.S. DISTRESSED OPPORTUNITY FD	100,479.	464,769.	464,769.
ESPUELA GAS PARTNERS II, LP	496,329.	1,230,191.	1,230,191.
MORGAN STANLEY INTL	2,812,269.	2,983,304.	2,983,304.
COMMERCE STREET INCOME PTRS	486,768.	363,752.	363,752.
PIMCO REAL RETURN FUND	2,522,319.	1,925,856.	1,925,856.
PIMCO TOTAL RETURN FUND	2,683,633.	2,207,160.	2,207,160.
VANGUARD DIVIDEND	2,804,056.	4,170,478.	4,170,478.
VANGUARD GROWTH INDEX	2,535,142.	2,783,799.	2,783,799.
VANGUARD 500 INDEX	1,446,760.	1,664,507.	1,664,507.
LKCM PARTNERSHIP	2,440,158.	3,153,571.	3,153,571.
ESPUELA GAS PARTNERS 2005, LP	302,522.	267,630.	267,630.
JDM MINERALS LTD	287,511.	338,188.	338,188.
LA PLATA COUNTY LGM CORP	1,387,874.	1,360,982.	1,360,982.
LGM RESOURCES LLC	474,007.	432,479.	432,479.
LGM RESOURCES STARR COUNTY LP	246,841.	228,081.	228,081.
GRAND ISLE-LGM RESOURCES STARR	-2,567.	-3,127.	-3,127.
GLEN ABBEY LP	1,551,661.	1,483,557.	1,483,557.
225 CANYON ROAD LIMITED	1,239,543.	1,272,550.	1,272,550.
CLO OPPORTUNITY FUND	500,000.	545,579.	545,579.
SILVERCREEK LOW VOL STRAT II	3,878,433.	3,229,708.	3,229,708.
LONESTAR RACE PARK	-2,879.	-2,632.	-2,632.
ENERGY PARTNERS 9-98	0.	0.	0.
ENERGY PARTNERS 3-01	134.	0.	0.
HW SPRINGCREEK PARTNERS LP	1,920,943.	175,000.	175,000.
BRANDYWINE GLOBAL FIXED FD	3,190,491.	3,032,222.	3,032,222.
PINEHURST INSTITUTIONAL FD	3,294,863.	3,791,457.	3,791,457.
SALEM 2X FUND	217,177.	0.	0.
AT MLP FUND LLC	0.	607,431.	607,431.
ENCAP ENERGY INFRASTRUCTURE	0.	155,344.	155,344.

TOTALS

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
	<u>45,211,576.</u>	<u>46,725,099.</u>	<u>46,725,099.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ART	20,000.	20,000.	20,000.
TOTALS	<u>20,000.</u>	<u>20,000.</u>	<u>20,000.</u>

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX DIFF GAIN RECOG/UNREALIZED APPR	2,652,203.
TOTAL	<u>2,652,203.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
JERRY V. SMITH, TRUSTEE J. V. SMITH PROFESSIONAL CORP. 16250 KNOLL TRAIL DRIVE, STE 110 DALLAS, TX 75007	TRUSTEE, ACCOUNTANT, RECORDS	133,757.
TRUSTEE FEES/INVESTMENT MTG FEES	\$ 133,757	
TAX PLANNING AND ACCOUNTING	\$ 127,265	
OFFICE EXPENSES	\$ 5,927	
TOTAL FEES PAID TO J. V. SMITH PC	\$ 266,949	
ROBERT MCCULLOCH HAYNES & BOONE 901 MAIN STREET, STE 3100 DALLAS, TX 75201	TRUSTEE	33,559.
LEGAL FEES	\$ 9,501	
TRUSTEE FEES	\$ 33,559	
TOTAL PAID TO HAYNES & BOONE	\$ 43,060	
D. MICHAEL REDDEN 5720 GLENEAGLES DRIVE PLANO, TX 75093	TRUSTEE	25,734.
TRUSTEE FEES	\$25,734	

LUPE MURCHISON FOUNDATION

75-2953224

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
CAPROCK CAPITAL-JERRY V. SMITH, PRINCIPAL AND OWNER 16250 KNOLL TRAIL, STE 110 DALLAS, TX 75248 CONSULTING FEES \$16,667	TRUSTEE & OWNER OF COMPANY	
	GRAND TOTALS	<u>193,050.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JERRY V. SMITH, TRUSTEE
16250 KNOLL TRAIL DRIVE, STE 110
DALLAS, TX 75248
972/248-2200

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATION SHOULD BE SUBMITTED IN WRITING AND INCLUDE INTERNAL REVENUE CODE ORGANIZATION STATUS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MUST BE AN IRC QUALIFIED CHARITABLE ORGANIZATION-THE FOUNDATION CONTRIBUTES TO IRC CHARITABLE ORGANIZATIONS, FOCUSING PRIMARILY ON (I) QUALIFIED CHARITABLE ORGANIZATION THAT ADMINISTER THE FUNDING OF PROGRAMS THAT PROVIDE EDUCATIONAL AND MEDICAL BENEFITS TO CHILDREN, (II) QUALIFIED CHARITABLE ORGANIZATIONS THAT ADMINISTER THE FUNDING OF STUDENT SCHOLARSHIPS, AND (III) GRANTS TO THE SOUTHWESTERN MEDICAL FOUNDATION.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
METHODIST HEALTH SYSTEM FOUNDATION P.O. BOX 655999 DALLAS, TX 75265-5999	PUBLIC	DONATION TO HELP ENHANCE THE PEDIATRIC EMERGENCY AND TRAUMA SERVICES	100,000.
CHRISTIAN COMMUNITY ACTION 200 SOUTH MILL STREET LEWISVILLE, TX 75057	PUBLIC	DONATION TO CHARITY GENERAL FUND	300,000.
FOSTERS HOME FOR CHILDREN 1779 N. GRAHAM STEPHENVILLE, TX 76401	PUBLIC	DONATION TO CHARITY GENERAL FUND	50,000.
THE UNIVERSITY OF NORTH TEXAS FOUNDATION P.O. BOX 64469 DENTON, TX 76201	PUBLIC	DONATION TO THE GRADUATE FELLOWSHIP ENDOWMENT TO HELP PROVIDE SCHOLARSHIPS FOR STUDENTS.	500,000.
MERCY STREET 3801 HOLYSTONE DALLAS, TX 75212	PUBLIC	MISSION GENERAL FUND	100,000.
COUNCIL FOR LIFE 4516 LOVERS LANE, PNB NO 103 DALLAS, TX 75225-6993	PUBLIC	DONATION TO CHARITY GENERAL FUND	100,000.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD DALLAS, TX 75201	PUBLIC	DONATION TO HELP FUND THE K-12 EDUCATION PROGRAMS AT THE DALLAS MUSEUM OF ART	25,000.
SOUTHWESTERN MEDICAL FOUNDATION 5323 HARRY HINES BLVD DALLAS, TX 75390-9166	PUBLIC	DONATION TO HOSPITAL	500,000.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS, TX 75204	PUBLIC	DONATION TO CHARITY GENERAL FUND	50,000.
CENTRAL DALLAS MINISTRIES P.O. BOX 710385 DALLAS, TX 75371-0385	PUBLIC	DONATION TO CHARITY GENERAL FUND	25,000.
ATHENS CEMETERY ASSOCIATION, INC P.O. BOX 1296 ATHENS, TX 75751	PUBLIC	TO GENERAL FUND OF ATHENS CEMETARY ASSOC FOR MAINTENANCE	1,000.
CAL FARLEY'S BOYS RANCH P.O. BIX 1890 AMARILLO, TX 79174	PUBLIC	DONATION TO CHARITY GENERAL FUND	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS HEALTH PRESBYTERIAN FOUNDATION 8440 WALNUT HILL LANE, STE 800 DALLAS, TX 75231-4496	PUBLIC	DONATION TO CHARITY GENERAL FUND FOR LITERATURE AND MEDICAL SEMINAR	30,000.
PACIFIC RIDGE SCHOOL 6269 EL FUERTE ST CARLSBAD, CA 92009	NONE 501(C)(3) SCHOOL	GENERAL FUND CONTRIBUTION FOR EDUCATION OF CHILDREN GRADES 7 TO 12.	50,000.
BROTHER BILL'S HELPING HAND 3430 ODESSA STREET DALLAS, TX 75212	PUBLIC	CONTRIBUTION TOWARDS BROTHER BILL'S HELPING HAND BUILDING CAMPAIGN	50,000.
OVERSEAS COUNCIL	PUBLIC	GENERAL FUND CONTRIBUTION TOWARDS ADVANCING CHRISTIAN LEADERS	25,000.
RESTORATION OUTREACH OF DALLAS 1128 SABINE STREET DALLAS, TX 75203	PUBLIC	GENERAL FUND 2010-2011 CONTRIBUTION TO SHEPHERD AND RESTORE EX-OFFENDERS IN THE DALLAS COMMUNITY	25,000.
SCOVELL SCHOLARSHIP FOUNDATION ONE LEGENDS WAY ARLINGTON, TX 76011	PUBLIC	CONTRIBUTION FOR THE BENEFIT OF TEXAS TECH STUDENTS	50,000

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIFE TALK RESOURCE CENTER 8380 WARREN PKWY STE 204 FRISCO, TX 75034	PUBLIC	GENERAL FUND CONTRIBUTION TO HELP PEOPLE NAVIGATE SOME OF LIFE'S MOST DIFFICULT CHALLENGES	25,000.
CISTERCIAN PREPATORY SCHOOL 3660 CISTERCIAN ROAD IRVING, TX 75039	PUBLIC	ONE TIME CONTRIBUTION TO HELP EDUCATE YOUNG MEN IN THE CLASSIC EUROPEAN TRADITION	50,000.
LIBERTY INSTITUTE 2001 WEST PLANO PARKWAY, SUITE 1600 PLANO, TX 75075	PUBLIC	GENERAL FUND CONTRIBUTION TO HELP PROTECT FREEDOMS AND STRENGTHEN FAMILIES	25,000.

TOTAL CONTRIBUTIONS PAID 2,106,000.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

LUPE MURCHISON FOUNDATION

Employer identification number

75-2953224

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	15,580.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	15,580.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		32,678.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-52,172.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	385.
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-19,109.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		15,580.
14	Net long-term gain or (loss):			
a	Total for year	14a		-19,109.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		-3,529.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

Part IV Capital Loss Limitation		
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16 (3,000)
a	The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30 go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)			30
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 2

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

CHARLES SCHWAB LTCG DISTRIBUTION

32,678.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

32,678.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

32,678.

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

▶ **Attach to your tax return.** ▶ **See separate instructions.**

Name(s) shown on return LUPE MURCHISON FOUNDATION	Identifying number 75-2953224
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1 Enter the gross proceeds from sales or exchanges reported to you for 2010 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)	1
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Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
	ATTACHMENT 3						385.

3 Gain, if any, from Form 4684, line 42	3
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37	4
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5
6 Gain, if any, from line 32, from other than casualty or theft	6
7 Combine lines 2 through 6 Enter the gain or (loss) here and on the appropriate line as follows	7
Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9 Skip lines 8, 9, 11, and 12 below	
Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9 If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below	
8 Nonrecaptured net section 1231 losses from prior years (see instructions)	8
9 Subtract line 8 from line 7 If zero or less, enter -0- If line 9 is zero, enter the gain from line 7 on line 12 below If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	9

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)	

11 Loss, if any, from line 7	11 ()
12 Gain, if any, from line 7 or amount from line 8, if applicable	12
13 Gain, if any, from line 31	13
14 Net gain or (loss) from Form 4684, lines 34 and 41a	14
15 Ordinary gain from installment sales from Form 6252, line 25 or 36	15
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824	16
17 Combine lines 10 through 16	17
18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below For individual returns, complete lines a and b below	
a If the loss on line 11 includes a loss from Form 4684, line 38, column (b)(ii), enter that part of the loss here Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23 Identify as from "Form 4797, line 18a" See instructions	18a
b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a Enter here and on Form 1040, line 14	18b

For Paperwork Reduction Act Notice, see separate instructions.

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property		(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A			
B			
C			
D			
These columns relate to the properties on lines 19A through 19D. ▶		Property A	Property B
20	Gross sales price (Note: See line 1 before completing)	20	20
21	Cost or other basis plus expense of sale	21	21
22	Depreciation (or depletion) allowed or allowable	22	22
23	Adjusted basis Subtract line 22 from line 21	23	23
24	Total gain Subtract line 23 from line 20	24	24
25 If section 1245 property:			
a	Depreciation allowed or allowable from line 22	25a	25a
b	Enter the smaller of line 24 or 25a	25b	25b
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291			
a	Additional depreciation after 1975 (see instructions)	26a	26a
b	Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b	26b
c	Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c	26c
d	Additional depreciation after 1969 and before 1976	26d	26d
e	Enter the smaller of line 26c or 26d	26e	26e
f	Section 291 amount (corporations only)	26f	26f
g	Add lines 26b, 26e, and 26f	26g	26g
27 If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)			
a	Soil, water, and land clearing expenses	27a	27a
b	Line 27a multiplied by applicable percentage (see instructions)	27b	27b
c	Enter the smaller of line 24 or 27b	27c	27c
28 If section 1254 property:			
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)	28a	28a
b	Enter the smaller of line 24 or 28a	28b	28b
29 If section 1255 property:			
a	Applicable percentage of payments excluded from income under section 126 (see instructions)	29a	29a
b	Enter the smaller of line 24 or 29a (see instructions)	29b	29b

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30

30	Total gains for all properties Add property columns A through D, line 24	30
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31
32	Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 36 Enter the portion from other than casualty or theft on Form 4797, line 6	32

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33	Section 179 expense deduction or depreciation allowable in prior years	33
34	Recomputed depreciation (see instructions)	34
35	Recapture amount Subtract line 34 from line 33 See the instructions for where to report	35

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization LUPE MURCHISON FOUNDATION	Employer identification number 75-2953224
	Number, street, and room or suite no. If a P.O. box, see instructions 16250 KNOLL TRAIL DR., SUITE 110	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions DALLAS, TX 75248	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► J. V. SMITH PC C/O M. MITCHELL

Telephone No ► 972 248-2200 FAX No. ► 972 250-2500

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 2010 or
- tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	27,823.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	12,823.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	15,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization LUPE MURCHISON FOUNDATION	Employer identification number 75-2953224
	Number, street, and room or suite no If a P O box, see instructions 16250 KNOLL TRAIL DR., SUITE 110	
	City, town or post office, state, and ZIP code For a foreign address, see instructions DALLAS, TX 75248	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of J. V. SMITH PC C/O M. MITCHELL
 Telephone No FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 2011
- For calendar year 2010, or other tax year beginning 20, and ending 20
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period
- State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	27,268.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	27,268.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title Date