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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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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
GRAY-PAMPA FOUNDATION INC

A Employer identification number
75-6021715

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 2436

B Telephone number (see page 10 of the instructions)
(806) 669-3191

City or town, state, and ZIP code
PAMPA, TX 790662436

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,464,671

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	11,306			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	86,325	86,325		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	936,110			
	b	Gross sales price for all assets on line 6a 2,793,426				
	7	Capital gain net income (from Part IV, line 2)		936,110		
	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)				
	12	**Total.** Add lines 1 through 11	1,033,741	1,022,435		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,300	0		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	3,982	0		0
	19	Depreciation (attach schedule) and depletion	363	0		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	400	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,045	0		0
	25	Contributions, gifts, grants paid	123,709			123,709
	26	**Total expenses and disbursements.** Add lines 24 and 25	129,754	0		123,709
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	903,987			
	b	**Net investment income** (if negative, enter -0-)		1,022,435		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	15,510	10,037	10,037
	2	Savings and temporary cash investments	1,767	17,263	17,263
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	871	480	480
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,349,349	2,244,067	2,435,982
	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)			
	14	Land, buildings, and equipment basis ▶ 2,639 Less accumulated depreciation (attach schedule) ▶ 1,730	1,272	909	909
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,368,769	2,272,756	2,464,671
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	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			
	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	1,368,769	2,272,756	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,368,769	2,272,756	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,368,769	2,272,756	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,368,769
2	Enter amount from Part I, line 27a	2	903,987
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,272,756
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,272,756

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
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	936,110
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	107,888	1,985,630	0 054334
2008	95,076	2,347,630	0 040499
2007	181,668	2,790,552	0 065101
2006	41,257	2,229,018	0 018509
2005	51,259	2,051,998	0 024980

2	**Total** of line 1, column (d)	2	0 203423
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 040685
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,207,430
5	Multiply line 4 by line 3	5	89,809
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,224
7	Add lines 5 and 6	7	100,033
8	Enter qualifying distributions from Part XII, line 4	8	123,709

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ______ (attach copy of letter if necessary–see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	10,224
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	10,224
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	10,224
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	480		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	9,733		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	10,213
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	34
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	45
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NOT APPLICABLE

14 The books are in care of ▶BROWN GRAHAM COMPANY PC Telephone no ▶(806) 665-0085

Located at ▶2225 PERRYTON PARKWAY PAMPA TX ZIP+4 ▶79065

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		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? ☐ 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 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 20 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 ▶ 20____, 20____, 20____, 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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** 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**

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
See Additional Data Table				

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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see 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. . . . . ►		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 PAMPA ANIMAL WELFARE SOCIETY	21,500
2 THE SALVATION ARMY	12,500
3 PAMPA UNITED WAY	10,000
4 WORTH THE WAIT	10,000

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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ►	0

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	2,149,578
b	Average of monthly cash balances	1b	91,468
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,241,046
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	2,241,046
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	33,616
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,207,430
6	**Minimum investment return.** Enter 5% of line 5	6	110,372

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	110,372
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 10,224		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	10,224
3	Distributable amount before adjustments Subtract line 2c from line 1	3	100,148
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	100,148
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	100,148

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	123,709
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	123,709
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	10,224
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	113,485

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				100,148
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			97,378	
b Total for prior years 2008 , 2007 , 20___		6,916		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 123,709				
a Applied to 2009, but not more than line 2a			97,378	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		6,916		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				19,415
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				80,733
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)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006. . . .				
b Excess from 2007. . . .				
c Excess from 2008. . . .				
d Excess from 2009. . . .				
e Excess from 2010. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 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))

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

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

W WESLEY GREEN
PO BOX 2436
PAMPA,TX 790662436
(806) 669-6801

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

WRITTEN FORM INCLUDING BACKGROUND, NEED AND PROPOSED USE ALSO MUST INCLUDE MANAGEMENT CONTROL AND TAX STATUS OF APPLICANT

c Any submission deadlines

TWO DEADLINES DURING THE YEAR, JULY 1 AND DECEMBER 1

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

MUST HAVE SOME BENEFIT TO THE RESIDENTS OF GRAY COUNTY, TEXAS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				123,709
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	86,325	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	936,110	
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		1,022,435	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 1,022,435

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
8	PROVIDES INCOME FOR GRANTS AND CONTRIBUTIONS

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2011-11-14	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	DOUG WARE	2011-11-09		
Firm's name	BROWN GRAHAM & COMPANY PC		Firm's EIN	
Firm's address	PO BOX 1520 PAMPA, TX 790661520		Phone no (806) 665-0085	

Additional Data

Software ID:
Software Version:
EIN: 75-6021715
Name: GRAY-PAMPA FOUNDATION INC

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	ALTRIA GROUP INC		2007-05-15	2010-11-15
B	ALTRIA GROUP INC CALL		2009-11-06	2010-06-21
C	AMERICAN WTR WORKSC CO INC		2010-11-15	2010-12-30
D	AMERIPRIZE		2007-11-02	2010-11-15
E	AT&T INC		2005-11-25	2010-11-15
F	BANK OF AMERICA		2007-11-05	2010-11-15
G	BANK OF AMERICA CALL		2009-11-06	2010-05-24
H	BERKSHIRE HATHAWAY		1999-01-22	2010-11-15
I	BRISTOL-MYERS SQUIBB CO		1996-02-09	2010-11-15
J	BRISTOL-MYERS SQUIBB CO CALL		2009-11-06	2010-06-21
K	CATERPILLAR FIN SERVICE		2007-11-02	2010-07-15
L	CENTURY LINK		2010-03-26	2010-09-07
M	CHEVRON CORP COM CALL		2009-01-06	2010-06-21
N	CLOUGH GLBL ALLOCATION		2007-12-12	2010-05-21
O	CITIGROUP INC		2000-12-04	2010-11-15
P	CITIGROUP INC CALL		2009-11-06	2010-06-21
Q	DELUXE CORP		2010-11-15	2010-12-30
R	DIRECTV GROUP		2004-03-17	2010-03-24
S	EMERSON ELECTIC CALL		2010-03-25	2010-09-20
T	FMLMC CMO		2007-11-30	2010-05-24
U	FIRST NIGARA FINL GROUP		2010-11-15	2010-12-30
V	FREDDIE MAC		2010-04-12	2010-04-15
W	FREDDIE MAC		2010-05-12	2010-05-17
X	GENERAL MILL		2007-05-15	2010-01-11
Y	GENERAL MILL		2010-01-15	2010-11-15
Z	GENUINE PARTS CO		2010-05-24	2010-11-15
AA	GOLDMAN SACHS GROUP		2007-11-02	2010-11-15
AB	HALLIBURTON		2010-11-15	2010-12-30
AC	HOME DEPOT		2010-11-15	2010-12-30
AD	IBERIABANK CORP		2010-11-15	2010-12-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	ILLINOIS TOOL WORKS INC		1999-11-30	2010-11-15
AF	ILLINOIS TOOL WORKS INC CALL		2009-11-06	2010-09-20
AG	INTL BUSINESS MACHINES CORP		1995-05-15	2010-01-21
AH	INTL BUSINESS MACHINES CORP		1995-05-15	2010-11-15
AI	ISHARES IBOXX		2007-11-05	2010-11-15
AJ	INTEL CORP COM		2010-11-15	2010-12-30
AK	JOHNSON AND JOHNSON COM		2006-09-18	2010-11-15
AL	JOHNSON AND JOHNSON COM CALL		2010-05-24	2010-10-18
AM	JOHNSON CTLS INC COM		2010-11-15	2010-12-30
AN	JP MORGAN CHASE AND CO		2001-01-03	2010-11-15
AO	JP MORGAN CHASE AND CO CALL		2009-11-06	2010-06-21
AP	KIMBERLY CLARK		2010-03-26	2010-11-15
AQ	KIMBERLY CLARK CALL		2010-03-25	2010-10-18
AR	LEGGET		2010-11-15	2010-12-30
AS	LOOMIS SAYLES STRATEGIC		2007-11-06	2010-05-21
AT	MARSH & MCLENNAN COS		2010-11-15	2010-12-30
AU	MCDONALDS CORP COM		2010-05-24	2010-11-15
AV	MCDONALDS CORP COM CALL		2010-05-24	2010-09-20
AW	MERCH & CO NEW COM		2010-11-15	2010-12-30
AX	MERRILL LYNCH & CO		2007-11-02	2010-11-15
AY	MOTORS LIQUIDATION ORD		2009-07-17	2010-11-15
AZ	NEWS CORP CLA		2003-12-24	2010-11-15
BA	ORACLE CORP COM		2010-11-15	2010-12-30
BB	PEPSICO INC		2010-05-24	2010-11-15
BC	PEPSICO INC CALL		2010-05-24	2010-10-15
BD	PHILIP MORRIS INTL INC CALL		2009-11-06	2010-03-22
BE	PHILIP MORRIS INTL INC		2007-05-10	2010-09-22
BF	PORTLAND GEN ELEC CO COM		2010-11-15	2010-12-31
BG	RAYTHEON CO DELAWARE NEW		2001-05-16	2010-11-15
BH	RPM INTL INC		2010-11-15	2010-12-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
BI	SEASPAN CORP		2007-05-15	2010-11-15
BJ	SEASPAN CORP CALL		2009-11-06	2010-05-24
BK	SEMSIENT TECHNOLOGIES		2010-11-15	2010-12-30
BL	SONOCO PRODS CO COM		2010-11-15	2010-12-30
BM	TRAVELERS COS INC		2001-01-01	2010-11-15
BN	TUPPERWARE CORPORATION		1996-06-05	2010-11-15
BO	UIL HLDG CORP		2010-11-15	2010-12-30
BP	VERIZON COMMUNICATIONS		2010-11-15	2010-12-30
BQ	V F CORPORATION		2010-05-24	2010-11-15
BR	V F CORPORATION CALL		2010-05-24	2010-08-23
BS	VODAFONE GROUP PLC NEW		2009-10-21	2010-10-21
BT	VODAFONE CALL		2009-01-16	2010-04-19
BU	XCEL ENERGY		2009-10-21	2010-11-15
BV	3M COMPANY		2007-05-15	2010-01-21
BW	ALTRIA GROUP INC		2007-05-10	2010-11-15
BX	ALTRIA GROUP INC CALL		2009-11-06	2010-06-21
BY	AMARILLO TEX EDV SLS TAX		2009-12-17	2010-11-15
BZ	AT&T INC		2009-01-01	2010-11-15
CA	AUTOMATIC DATA CALL		2009-11-06	2010-05-24
CB	BRISTOL-MYERS SQUIBB CO		2009-01-29	2010-11-15
CC	BRISTOL-MYERS SQUIBB CO CALL		2009-11-06	2010-06-21
CD	CENTURY LINK		2010-03-26	2010-09-07
CE	CHEVRON CORP COM		2001-10-10	2010-11-15
CF	CHEVRONTEXACO CORP CALL		2009-11-06	1995-05-15
CG	COCA COLA COM		1995-05-15	2010-11-09
CH	COCA COLA COM CALL		2009-11-06	2010-05-24
CI	COMCAST CORP		2002-11-22	2010-11-09
CJ	CONOCO PHILLIPS		2007-05-15	2010-11-15
CK	CONOCO PHILLIPS CALL		2009-11-06	2010-05-24
CL	DEL MONTE FOODS CO		2002-12-27	2010-11-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CM	DLM CALL		2010-03-25	2010-09-20
CN	EMERSON ELEC CO		2007-05-15	2010-03-24
CO	EXXON MOBIL CORP		1999-12-01	2010-11-15
CP	EXXON MOBIL CORP CALL		2010-03-25	
CQ	FAIRMONT COMMUNICATION		2008-04-04	2010-11-15
CR	FRONTIER COMMUNICATION		2010-07-08	2010-10-08
CS	GENERAL MILLS		2007-05-15	2010-01-15
CT	GENERAL MILLS		2010-01-11	2010-11-15
CU	GENUINE PARTS CO		2009-10-21	2010-11-15
CV	GENUINE PARTS CO CALL		2009-11-06	2010-05-24
CW	HEINZ H J CO		2009-01-01	2010-12-30
CX	HEINZ H J CO CALL		2009-11-06	2010-06-16
CY	HONEYWELL INTEL		2010-04-15	2010-11-15
CZ	HONEYWELL INTEL CALL		2010-04-12	2010-09-20
DA	JOHNSON AND JOHNSON COM CALL		2010-11-09	2010-04-27
DB	JOHNSON AND JOHNSON COM		2009-10-16	2010-04-21
DC	MCDONALDS CORP COM		2009-10-26	2010-11-15
DD	MCDONALDS CORP COM CALL		2010-06-17	2009-11-06
DE	MIRANT CORP COM		2001-04-06	2010-12-01
DF	NORFOLK SOUTHERN CORP		1995-05-15	2010-11-15
DG	NORFOLK SOUTHERN CORP CALL		2010-03-25	2010-09-20
DH	OCCIDENTAL PETE CALL		2009-11-06	2010-05-24
DI	OCCIDENTAL PETE		1995-05-15	2010-11-15
DJ	PAYCHEX INC		2009-12-21	2010-11-15
DK	PAYCHEX INC CALL		2009-11-06	2010-06-21
DL	RPM INTL INC		2010-11-15	2010-11-24
DM	SEASPAN CORP		2007-05-10	2010-11-15
DN	SEASPAN CORP CALL		2009-11-06	2010-05-24
DO	SOUTHERN COMPANY		1995-05-15	2010-11-15
DP	SOUTHERN COMPANY CALL		2009-11-06	2010-05-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
DQ	UNITED TECHS CORP COM		2010-03-26	2010-11-15
DR	VERIZON COMMUNICATIONS		2000-07-07	2010-10-08
DS	VERIZON COMMUNICATIONS CALL		2009-07-21	2010-01-19
DT	VODAFONE GROUP PLC NEW		2009-10-21	2010-11-15
DU	VODAFONE CALL		2009-11-06	2010-04-19
DV	3M COMPANY		2007-05-15	2010-01-21
DW	XCEL ENERGY		2000-08-24	2010-11-15
DX	GENERAL MILLS CALL		2010-11-09	2010-03-26
DY	GENUINE PARTS CO CALL		2010-11-09	2010-05-10
DZ	GENERAL MILLS CALL		2010-11-09	2010-03-25
EA	HEINZ H J CO CALL		2010-11-09	2010-06-16
EB	MCDONALDS CORP COM CALL		2010-11-09	2010-06-17
EC	FRONTIER COMMUNICATION		2010-07-02	2010-07-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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	15,350		12,645	2,705
B	42			42
C	5,830		5,719	111
D	57,097		52,213	4,884
E	2,469		3,535	-1,066
F	24,940		94,636	-69,696
G	1,246			1,246
H	40,544		5,545	34,999
I	50,248		24,383	25,865
J	853			853
K	11,000		11,070	-70
L	72,378		71,173	1,205
M	721			721
N	34,403		50,003	-15,600
O	3,338		18,547	-15,209
P	35			35
Q	5,331		5,055	276
R	20,350			20,350
S	131			131
T	51,805		52,733	-928
U	3,381		3,010	371
V	26,000		26,191	-191
W	22,000		22,161	-161
X	38,507		36,188	2,319
Y	36,430		35,983	447
Z	52,347		45,013	7,334
AA	54,840		50,458	4,382
AB	7,352		6,534	818
AC	7,998		7,333	665
AD	10,849		12,290	-1,441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
AE	24,165		134	24,031
AF	886			886
AG	65,577		9,841	55,736
AH	1,164		157	1,007
AI	56,249		53,339	2,910
AJ	3,768		3,866	-98
AK	19,232		19,342	-110
AL	859			859
AM	4,951		4,801	150
AN	80,699		17,943	62,756
AO	5,430			5,430
AP	62,100		63,910	-1,810
AQ	864			864
AR	4,586		4,062	524
AS	46,030		50,000	-3,970
AT	5,464		5,126	338
AU	55,210		49,037	6,173
AV	510			510
AW	5,384		5,263	121
AX	102,719		98,007	4,712
AY	99			99
AZ	1,955		1,994	-39
BA	4,671		4,183	488
BB	25,927		26,641	-714
BC	612			612
BD	325			325
BE	33,380		28,814	4,566
BF	3,252		3,222	30
BG	3,526		27,936	-24,410
BH	20,952		21,313	-361

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
BI	8,004		17,021	-9,017
BJ	45			45
BK	5,563		5,079	484
BL	5,078		4,955	123
BM	2,414			2,414
BN	561		13	548
BO	4,497		4,569	-72
BP	5,313		4,939	374
BQ	49,786		48,288	1,498
BR	401			401
BS	22,110		22,313	-203
BT	823			823
BU	24,095		19,930	4,165
BV	44,832		51,229	-6,397
BW	7,670		6,329	1,341
BX	19			19
BY	75,005		75,027	-22
BZ	1,447		2,636	-1,189
CA	718			718
CB	26,165		23,163	3,002
CC	415			415
CD	36,055		35,678	377
CE	58,673		14,484	44,189
CF	3,206			3,206
CG	197,398		21,719	175,679
CH	2,496			2,496
CI	7,240			7,240
CJ	18,776		20,964	-2,188
CK	58			58
CL	2,978			2,978

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
CM	101			101
CN	13,759		13,933	-174
CO	141,572		10,470	131,102
CP	3,038			3,038
CQ			44	-44
CR	1,722		421	1,301
CS	19,209		18,132	1,077
CT	14,599		14,399	200
CU	23,799		19,404	4,395
CV	37			37
CW	21,869		9,857	12,012
CX	255		569	-314
CY	9,778		9,352	426
CZ	162			162
DA	528		50	478
DB	32,419		30,604	1,815
DC	39,434		29,812	9,622
DD	624		1,438	-814
DE	1			1
DF	83,769		3,657	80,112
DG	2,969			2,969
DH	7,052			7,052
DI	202,660		11,046	191,614
DJ	27,747		29,156	-1,409
DK	528			528
DL	21,427		21,958	-531
DM	3,999		8,548	-4,549
DN	22			22
DO	114,502		25,010	89,492
DP	925			925

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
DQ	7,639		7,358	281
DR	30,513		6,532	23,981
DS	345			345
DT	27,920		22,314	5,606
DU	572			572
DV	22,354		25,626	-3,272
DW	1,628		672	956
DX	1,134		795	339
DY	801		3,317	-2,516
DZ	441		317	124
EA	371		485	-114
EB	996		2,355	-1,359
EC	4			4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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				2,705
B				42
C				111
D				4,884
E				-1,066
F				-69,696
G				1,246
H				34,999
I				25,865
J				853
K				-70
L				1,205
M				721
N				-15,600
O				-15,209
P				35
Q				276
R				20,350
S				131
T				-928
U				371
V				-191
W				-161
X				2,319
Y				447
Z				7,334
AA				4,382
AB				818
AC				665
AD				-1,441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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	
AE				24,031
AF				886
AG				55,736
AH				1,007
AI				2,910
AJ				-98
AK				-110
AL				859
AM				150
AN				62,756
AO				5,430
AP				-1,810
AQ				864
AR				524
AS				-3,970
AT				338
AU				6,173
AV				510
AW				121
AX				4,712
AY				99
AZ				-39
BA				488
BB				-714
BC				612
BD				325
BE				4,566
BF				30
BG				-24,410
BH				-361

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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	
BI				-9,017
BJ				45
BK				484
BL				123
BM				2,414
BN				548
BO				-72
BP				374
BQ				1,498
BR				401
BS				-203
BT				823
BU				4,165
BV				-6,397
BW				1,341
BX				19
BY				-22
BZ				-1,189
CA				718
CB				3,002
CC				415
CD				377
CE				44,189
CF				3,206
CG				175,679
CH				2,496
CI				7,240
CJ				-2,188
CK				58
CL				2,978

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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	
CM				101
CN				-174
CO				131,102
CP				3,038
CQ				-44
CR				1,301
CS				1,077
CT				200
CU				4,395
CV				37
CW				12,012
CX				-314
CY				426
CZ				162
DA				478
DB				1,815
DC				9,622
DD				-814
DE				1
DF				80,112
DG				2,969
DH				7,052
DI				191,614
DJ				-1,409
DK				528
DL				-531
DM				-4,549
DN				22
DO				89,492
DP				925

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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	
DQ				281
DR				23,981
DS				345
DT				5,606
DU				572
DV				-3,272
DW				956
DX				339
DY				-2,516
DZ				124
EA				-114
EB				-1,359
EC				4

Form 990PF Part VIII Line 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
W WESLEY GREEN P O BOX 2436 PAMPA, TX 790662436	CHAIRMAN 0 00	0	0	0
RANDY WATSON 1837 N FIR ST PAMPA, TX 79065	TRUSTEE 0 00	0	0	0
MARK MCVAY 2325 N CHEROKEE DR PAMPA, TX 79065	TRUSTEE 0 00	0	0	0
KENNETH W FIELDS 1131 MARY ELLEN PAMPA, TX 79065	TRUSTEE 0 00	0	0	0
DWIGHT FIVEASH 1717 CHARLES PAMPA, TX 79065	TRUSTEE 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CREATE A BEAT 1607 NORTH BANKS STREET PAMPA, TX 79065	NONE	501C3	OPERATIONS	2,500
PAMPA ANIMAL WELFARE SOCIETY 752 MUNICIPAL DRIVE PAMPA, TX 79065	NONE	501C3	OPERATIONS	21,500
BRIARWOOD CHURCH 1800 WEST HARVESTER AVE PAMPA, TX 79065	NONE	501C3	OPERATIONS	5,000
WORTH THE WAIT 315 N BALLARD PAMPA, TX 79065	NONE	501C3	OPERATIONS	10,000
AMARILLO AREA FOUNDATION FBO PAMPA FAIRVIEW CEMETERY 801 S FILLMORE AMARILLO, TX 79101	NONE	501C3	OPERATIONS	1,000
CASA OF GRAY COUNTY 315 N BALLARD PAMPA, TX 79065	NONE	501C3	OPERATIONS	5,000
COFFEE MEMORIAL BLOOD CENTER 7500 WALLACE BLVD AMARILLO, TX 79124	NONE	501C3	OPERATIONS	2,000
FREEDOM MUSEUM USA 600 N HOBART PAMPA, TX 79065	NONE	501C3	OPERATIONS	5,000
FRONTIER REGIMENT OF THE HIGH PLAINS PO BOX 171 PANHANDLE, TX 79068	NONE	501C3	OPERATIONS	1,000
GIRL SCOUT FIVE STAR COUNCIL 720 E KINGSMILL PAMPA, TX 79065	NONE	501C3	OPERATIONS	5,000
GOOD SAMARITAN CHRISTIAN SERVICES PAMPA TX 309 N WARD PAMPA, TX 79065	NONE	501C3	OPERATIONS	5,000
LOVETT MEMORIAL LIBRARY 111 N HOUSTON PAMPA, TX 79065	NONE	501C3	BOOKS & OPERATIONS	5,709
MEALS ON WHEELS 302 E FOSTER PAMPA, TX 79065	NONE	501C3	OPERATIONS	1,500
PAMPA COMMUNITY CENTER FOR THE ARTS 200 N BALLARD PAMPA, TX 79065	NONE	501C3	OPERATIONS	7,000
PAMPA OPTIMIST YOUTH CLUB INC 601 E CRAVEN PAMPA, TX 79066	NONE	501C3	OPERATIONS	5,000
Total . . . . ▶ **3a**				123,709

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PAMPA UNITED WAY 200 N BALLARD PAMPA,TX 79065	NONE	501C3	OPERATIONS	10,000
PAMPA'S TRIBUTE TO WOODY GUTHRIE 320 S CUYLER PAMPA,TX 79065	NONE	501C3	OPERATIONS	3,000
PREGNANCY SUPPORT CENTER 110 E FRANCIS PAMPA,TX 79065	NONE	501C3	OPERATIONS	1,000
SALVATION ARMY 701 S CUYLER PAMPA,TX 79065	NONE	501C3	OPERATIONS	12,500
MAKE A WISH FOUNDATION 4742 N 24TH ST PHOENIX,AR 85016	NONE	501C3	OPERATIONS	5,000
TRALEE CRISIS CENTER 310 S CUYLER PAMPA,TX 79065	NONE	501C3	OPERATIONS	5,000
ST MATTHEW'S EPISCOPAL DAY SCHOOL 110 E FRANCIS PAMPA,TX 79065	NONE	501C3	OPERATIONS	5,000
Total . . . . ▶ **3a**				123,709

TY 2010 Accounting Fees Schedule

Name: GRAY-PAMPA FOUNDATION INC

EIN: 75-6021715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	1,300	0		0

TY 2010 Applied to Prior Year Election

Name: GRAY-PAMPA FOUNDATION INC

EIN: 75-6021715

Election: THE FOUNDATION ELECTS UNDER REGULATION 53.4942(A)-3(D)(2) TO HAVE $357 AND $6,559 OF ITS EXCESS QUALIFIED DISTRIBUTIONS THAT WERE MADE DURING 2010 BE APPLIED TO ITS UNDISTRIBUTED INCOME FOR THE YEARS 2007 AND 2008 AFTER MAKING ALL OF ITS REQUIRED DISRIBUTIONS FOR 2009.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Depreciation Schedule

Name: GRAY-PAMPA FOUNDATION INC

EIN: 75-6021715

TY 2010 Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SECURITY CAMERAS	2009-11-19	2,639	47	200DB	7 000000000000	363	0		

TY 2010 Investments Corporate Stock Schedule

Name: GRAY-PAMPA FOUNDATION INC

EIN: 75-6021715

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERRILL LYNCH STOCK ACCOUNT	0	0
PERSHING STOCK ACCOUNT	2,244,067	2,435,982

TY 2010 Land, Etc. Schedule

Name: GRAY-PAMPA FOUNDATION INC

EIN: 75-6021715

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
SECURITY CAMERAS	2,639	1,730	909	0

TY 2010 Other Expenses Schedule

Name: GRAY-PAMPA FOUNDATION INC

EIN: 75-6021715

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH AND BANK FEES	400	0		0

TY 2010 Taxes Schedule

Name: GRAY-PAMPA FOUNDATION INC

EIN: 75-6021715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2009 FEDERAL INCOME TAXES	3,982	0		0