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 , 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 G.C. BROUGHTON FOUNDATION	**A** Employer identification number 75-6395131
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2197 Room/suite	**B** Telephone number (see page 10 of the instructions) 432-267-5284
City or town, state, and ZIP code BIG SPRING, TEXAS 79721	**C** If exemption application is pending, check here ▶ ☐ **D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,891,960 **J** Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

	Line	Description	(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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	54,252	54,252		
	4	Dividends and interest from securities	33,897	33,897		
	5a	Gross rents	261,927	261,927		
	b	Net rental income or (loss) 261,927				
	6a	Net gain or (loss) from sale of assets not on line 10	60,638			
	b	Gross sales price for all assets on line 6a 755,812				
	7	Capital gain net income (from Part IV, line 2)		60,638		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 80,636				
	b	Less: Cost of goods sold 29,432				
	c	Gross profit or (loss) (attach schedule)	51,204		51,204	
	11	Other income (attach schedule)	897,481	859,857	37,624	
	12	**Total.** Add lines 1 through 11	1,359,399	1,270,571	88,828	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	35,687	12,844	22,843	
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	6,845	3,479	3,366	
	b	Accounting fees (attach schedule)	4,996	2,000	2,996	
	c	Other professional fees (attach schedule)	3,307	3,307		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	38,474	26,858	11,616	
	19	Depreciation (attach schedule) and depletion	2,093	1,045	1,048	
	20	Occupancy	5,845	2,923	2,922	
	21	Travel, conferences, and meetings	174		174	
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,679		1,679	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	99,100			
	25	Contributions, gifts, grants paid	439,417			439,417
	26	**Total expenses and disbursements.** Add lines 24 and 25	538,517	52,456	46,644	439,417
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	820,882			
	b	**Net investment income** (if negative, enter -0-)		1,218,115		
	c	**Adjusted net income** (if negative, enter -0-)			42,184	

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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	873,751	572,306	572,306
	2	Savings and temporary cash investments	3,170,398	3,963,785	3,963,785
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	10,117	7,678	7,678
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)		53,597	54,368
	c	Investments—corporate bonds (attach schedule)		1,039,637	1,022,740
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶	488,774	232,161	232,440
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	525,694	15,799	-0-
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶	28,799	24,576	38,643
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,097,533	5,909,539	5,891,960
Liabilities	17	Accounts payable and accrued expenses	48,738	9,094	
	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)	48,738	9,094	
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	5,048,795	5,900,445	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,048,795	5,900,445	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,097,533	5,909,539	

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	5,048,795
2	Enter amount from Part I, line 27a	2	820,882
3	Other increases not included in line 2 (itemize) ▶ RESTORE DEPLETION-SEE NOTE ATTACHED	3	30,768
4	Add lines 1, 2, and 3	4	5,900,445
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	5,900,445

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	Farmland - Schedule Attached	D	see sched	see sched
b	Securities - Schedule Attached	P	see sched	see sched
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	333,388	-0-	270,491	62,897
b	422,424	-0-	424,683	(2,259)
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				
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	62,897
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	(2,259)

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	246,987	4,939,740	.0500
2008	184,223	3,684,454	.0500
2007	176,285	3,525,703	.0500
2006	140,180	2,803,609	.0500
2005	146,603	2,932,065	.0500

2	**Total** of line 1, column (d)	2	.2500
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	.0500
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,376,715
5	Multiply line 4 by line 3	5	268,836
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,181
7	Add lines 5 and 6	7	281,017
8	Enter qualifying distributions from Part XII, line 4	8	439,417

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	12,181
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	12,181
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	12,181
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 12,435		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	12,435
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	254
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	-0-
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	-0-
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶	11	-0-

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		
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		✓
	*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		✓
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? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	✓	
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		✓
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	✓	
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	✓	
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ Jean Broughton, Trustee Telephone no ▶ 432-267-5284
Located at ▶ 415 MAIN STREET, BIG SPRING, TEXAS ZIP+4 ▶ 79720

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 |

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		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		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ▶ 20___, 20___, 20___, 20___	☐ Yes ☐ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see 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. ▶ 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		✓
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		✓

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** ✓

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
Schedule Attached				

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 none 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 None None		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None None None	
2	
3	
4	

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 None None	
2	
All other program-related investments See page 24 of the instructions	
3	
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	465,808
b	Average of monthly cash balances	1b	4,752,667
c	Fair market value of all other assets (see page 25 of the instructions)	1c	278,761
d	**Total** (add lines 1a, b, and c)	1d	5,497,236
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 38,643		
2	Acquisition indebtedness applicable to line 1 assets	2	38,643
3	Subtract line 2 from line 1d	3	5,458,593
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	81,878
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,376,715
6	**Minimum investment return.** Enter 5% of line 5	6	268,836

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	268,836
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 12,181		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b: 12,825		
c	Add lines 2a and 2b	2c	25,006
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	243,830
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	243,830
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	243,830

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	439,417
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	
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	439,417
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	-0-
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	439,417

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				243,830
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			236,269	
b	Total for prior years: 20 ___ ,20 ___ ,20 ___		-0-		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008				
e	From 2009				
f	**Total** of lines 3a through e	-0-			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 439,417				
a	Applied to 2009, but not more than line 2a			236,269	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		-0-		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	-0-			
d	Applied to 2010 distributable amount				203,148
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				40,682
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 . . . . ▶ N/A

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

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

G.C. BROUGHTON FOUNDATION, POBOX 2197, BIG SPRING, TX. 79721, PH. 432-267-5284, ATTN. JEAN BROUGHTON, TRUSTEE

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

NO POLICY

c Any submission deadlines:

NO POLICY

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

MUST PROVIDE THIS FOUNDATION WITH A FAVORABLE DETERMINATION IRS LETTER

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*				
Schedule Attached				$439,417
Total . . . . ▶ 3a				$439,417
b *Approved for future payment*				
None				
Total . . . . ▶ 3b				

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			14	54,252	
4 Dividends and interest from securities			14	33,897	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	261,927	
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	60,638	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	211110	51,204			
11 Other revenue a					
b Oil Royalties			15	859,859	
c Refund & Reimbursements			15	37,622	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		51,204		1,308,195	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,359,399

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

▶ Joan Broughton | 3-10-11 | ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
John P. Wilson	John P. Wilson	3-10-11		[redacted]
Firm's name ▶ JOHN P. WILSON, P.C.			Firm's EIN ▶	75-1774904
Firm's address ▶ PO BOX 2829, BIG SPRING, TEXAS 79721			Phone no	432-263-1269

G C Broughton Foundation

SUPPLEMENTAL SCHEDULES

December 31, 2010

Form 990-PF-Part 1 - Analysis of Revenue and Expenses

Line 10c - Gross Profit		
Oil & Gas Working Interest		
Oil & Gas Sales		$80,636
Deduct Lease Operating Expenses		-29,432
		$51,204
Line 11 - Other Income		
Oil & Gas Royalty		$878,622
less cost depletion		-18,765
Refunds and Reimbursements		37,624
		$897,481
Line 16a & 16b - Professional Fees		
Legal fees Oil & Gas Matters	$3,479	
Legal fees for administrative matters	3,366	$6,845
		$4,996
Broker's fees including wire transfers		$3,307
		$11,616
		26,858
		$38,474
Line 19 - Depreciation		
62 5% interest in an Building W/ Contents-		$2,093
Line 23 - Other Expenses		
Trustee Liability Insurance		$815
Internet service		715
Bank charge for supplies		149
		$1,679

G. C. Broughton Foundation

SUPPLEMENTAL SCHEDULE

December 31, 2010

Form 990 - PF - Part II - Balance Sheet	BOOK VALUE	FAIR MARKET VALUE
Line 10b - Investments in Corporate Stock		
Blackrock Equity Dividend Fund	$26,798	$27,170
Lord Abbett Fundamental Equity Fund	26,799	27,198
	$53,597	$54,368
Line 10c - Investment in Corporate Bonds		
Blackrock Strategic Income Fund	$108,731	$107,352
Lord Abbett Core Fixed Income Fund	111,675	107,627
Lord Abbett Bond Debenture Fund	107,193	107,745
Lord Abbett Short Duration Income Fund	540,670	535,420
Pimco Total Return Fund	115,483	108,383
Blackrock Global Allocation Fund	27,031	27,159
Thornburg Income Builder Fund	26,873	27,073
Cash-UBS Financial Services	1,981	1,981
	$1,039,637	$1,022,740
Line 11 - Investments - land, buildings, and equipment		
Undivided 62 5%interest in the following		
160 acres of Farmland in Howard Cnty, Texas	$27,938	$28,217
Producing Oil Royalty	204,223	204,223
	$232,161	$232,440
Line 13 - Investments other		
Undivided 62.5% of Nonproducing Minerals	$15,799	$0
Line 14 - Land, Buildings, & Equipment		
Undivided 62 5% of Building & Equipment located in Big Spring, Texas	$24,576	$38,643

Form 990 - PF - Part III - Analysis of Change in in Fund Balance

Line 3 - Other increases

Depletion Reserves in Excess of Book Value in Undivided Working Interest were Restored	$30,768	

G C. Broughton Foundation

SUPPLEMENTAL SCHEDULES

December 31, 2010

Part IV Capital & Losses for Tax on Investment Income

SHRS	DESCRIPTION	DATE ACQUIR'D	DATE SOLD	SALE PRICE	COST OR BASIS	GAIN (LOSS)
	Farmland 625 Interest.					
	320 acres, Hale Cnty, Texas	Jan 1, 04	Jan 31, 10	$80,025	$58,978	$21,047
	320 acres, Howard Cnty , Texas	Jan 1, 04	Jan 31, 10	87,491	77,679	9,812
	377 acres, Hale Cnty, Texas	Jan 1, 04	Feb 28, 10	106,310	67,168	39,142
	160 acres, Howard Cnty, Texas	Jan 1, 04	Feb 28, 10	34,562	38,729	-4,167
	155 acres more or less, Howard Cnty, Texas	Jan 1, 04	Nov 30, 10	25,000	27,937	-2,937
	Total Land			$333,388	$270,491	$62,897
	Securities					
1,419	Lord Abbett Short Duration Fnd	May 21, 10	July 23, 10	$6,582	$6,505	$77
27,642	Lord Abbett Total Return Fnd	May 21, 10	July 23, 10			
		thru	Dec 13, 10	311,183	305,275	5,908
9,700	Pimco Total Return Fnd	Oct 5, 10	Dec 13, 10	104,659	112,903	-8,244
	Total Securities			$422,424	$424,683	-$2,259

G C Broughton Foundation

SUPPLEMENTAL SCHEDULES

December 31, 2010

Form 990 - PF - Part VIII - Information about Trustees

	TITLE	HRS WEEKLY	COMP SATION	DEFER. COMP	EXPENSE ACCOUNT
Jean Broughton 3100 Mountain Shadow Big Spring, Texas 79720	Trustee Fnd Mgr	30	$34,687	0	0
Jim Weaver 609 West 15th Big Spring, Texas 79720	Trustee	less than 1	$300	0	0
Glenn Fillingim 5 Highland Heather Big Spring, Texas 79720	Trustee	less than 1	$200	0	0
John Grant 706 Highland Drive Big Spring, Texas 79720	Trustee	less than 1	$300	0	0
John Marshall 902 Highland Drive Big Spring, Texas 79720	Trustee	less than 1	$200	0	0

The Foundation and Ms Jean Broughton entered into a personal service contract whereby Ms. Broughton would provide managerial services for the foundation to include but not be limited to supervising "Fsa Properties", oil & gas properties, other farm management, and banking functions

Amounts reflected as compensation of officers, directors, and trustees as stated above are for one year

G C Broughton Foundation

SUPPLEMENTAL SCHEDULES

December 31, 2010

990-PF - Part XV - 3
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME AND ADDRESS	PURPOSE OF GIFT	AMOUNT
Howard College 1001 Birdwell Lane Big spring, texas 79721	Building Fund	$419,417
Retina Foundation of The Southwest 9900 N Central Expressway Dallas, Texas 75231	Operations	10,000
Memorial Hermann Foundation 929 Gessner Houston, Texas 77024	Child's Physical Therapy Devise	10,000
Total		$439,417

G. C Broughton Foundation

SUPPLEMENTAL SCHEDULES

December 31, 2010

Form 990-PF, Part 11, Line 13 - Investment Other

RECLASSIFICATION

INCLUDED IN "INVESTMENTS OTHER" AT THE BEGINNING OF THE YEAR WAS THE VANGUARD PRIME MONEY MARKET FUND" $ 509,762 WAS RECLASSIFIED AND INCLUDED IN CASH AT THE END OF THE YEAR.

Form 990 - Part X - Minimum Investment Return
Line 1e - Reduction Factor

THIS REDUCTION IS FOR THE FOUNDATION ADMINISTRATIVE OFFICES WHICH ARE USED EXCLUSIVELY FOR ADMIN PURPOSES. NEVER HAS THIS ASSET GENERATED ANY INCOME OR ANY OTHER INVESTMENT BENEFIT