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 ,

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

DUDLEY T. DOUGHERTY FOUNDATION, INC.
P.O. BOX 4310
BEEVILLE, TX 78104-4310

A Employer identification number
94-3418539

B Telephone number (see the instructions)
361-358-1244

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: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ►$ 3,044,647.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	119.	119.		
	4 Dividends and interest from securities	71,705.	71,705.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	21,550.			
	b Gross sales price for all assets on line 6a 246,425.				
	7 Capital gain net income (from Part IV, line 2)		21,550.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	82,985.	82,985.		
	12 **Total.** Add lines 1 through 11	176,359.	176,359.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	9,711.	9,711.		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	3,882.	3,882.		
	b Accounting fees (attach sch) SEE ST 3	5,965.	5,965.		
	c Other prof fees (attach sch) SEE ST 4	23,886.	23,886.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 5	1,631.	1,631.		
	19 Depreciation (attach sch) and depletion	785.	785.		
	20 Occupancy	2,898.	2,898.		
	21 Travel, conferences, and meetings	1,092.	1,092.		
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	7,701.	7,701.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	57,551.	57,551.		
	25 Contributions, gifts, grants paid PART. XV	145,595.			145,595.
	26 **Total expenses and disbursements.** Add lines 24 and 25	203,146.	57,551.	0.	145,595.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-26,787.			
	b **Net investment income** (if negative, enter -0-)		118,808.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	772,218.	533,994.	533,994.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,064.	2,410.	2,410.
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 7	1,025,685.	1,005,805.	1,446,824.
	c	Investments – corporate bonds (attach schedule) STATEMENT 8	744,077.	978,219.	1,053,826.
	11	Investments – land, buildings, and equipment: basis ► 13,378.			
		Less: accumulated depreciation (attach schedule) SEE STMT 9 ► 12,831.	1,332.	547.	547.
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 10	580.	580.	580.
	14	Land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► SEE STATEMENT 11)	8,054.	6,466.	6,466.
	16	**Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	2,555,010.	2,528,021.	3,044,647.
LIABILITIES	17	Accounts payable and accrued expenses	2,106.	1,904.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	2,106.	1,904.	
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 ► [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,552,904.	2,526,117.	
	30	**Total net assets or fund balances** (see the instructions)	2,552,904.	2,526,117.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	2,555,010.	2,528,021.	

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	2,552,904.
2	Enter amount from Part I, line 27a	2	-26,787.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,526,117.
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	2,526,117.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a				
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	21,550.
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 the instructions). If (loss), enter -0- in Part I, line 8	3	-1,112.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	144,991.	2,771,296.	0.052319
2008	165,736.	3,231,783.	0.051283
2007	170,329.	3,503,479.	0.048617
2006		3,243,523.	
2005	172,975.	3,220,447.	0.053711

2	**Total** of line 1, column (d)	2	0.205930
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	0.041186
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,929,203.
5	Multiply line 4 by line 3	5	120,642.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,188.
7	Add lines 5 and 6	7	121,830.
8	Enter qualifying distributions from Part XII, line 4	8	145,595.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☒ and enter 1% of Part I, line 27b.	1	1,188.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	1,188.
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	1,188.
6 Credits/Payments:		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010 — 6a: 2,410.		
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	2,410.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	1,222.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ► 1,222. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A | Statements Regarding Activities *(Continued)*

			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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► DUDLEYTDOUGHERTYFOUNDATION.ORG

14 The books are in care of ► FLORETTE E. SPIRES Telephone no. ► 361-358-8449

Located at ► P.O. BOX 4249 BEEVILLE TX ZIP + 4 ► 78104-4249

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			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		X
	See 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
1 a	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 the instructions)?	1b	N/A	
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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 [X] 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 [X] No

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) [ ] Yes [X] 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 [X] No

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

Organizations relying on a current notice regarding disaster assistance check here ► [ ]

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No

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

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

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services	►	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3. ►	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	2,316,717.
b Average of monthly cash balances		1b	657,093.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	2,973,810.
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	2,973,810.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	44,607.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,929,203.
6 **Minimum investment return.** Enter 5% of line 5		6	146,460.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	146,460.
2a Tax on investment income for 2010 from Part VI, line 5	2a 1,188.		
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	1,188.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	145,272.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	145,272.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	145,272.

Part XII **Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	145,595.
b Program-related investments — total from Part IX-B	1b	
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	145,595.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,188.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	144,407.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				145,272.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			134,347.	
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 ► $ 145,595.				
a Applied to 2009, but not more than line 2a			134,347.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				11,248.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				134,024.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

SEE STATEMENT 13

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part 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 STATEMENT 14				
Total			► **3a**	145,595.
***b** Approved for future payment*				
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 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	119.	
4 Dividends and interest from securities			14	71,705.	
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			15	81,256.	
8 Gain or (loss) from sales of assets other than inventory			18	21,550.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a REFUNDS-OVERPAID EXPENSES					1,729.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				174,630.	1,729.

13 **Total.** Add line 12, columns (b), (d), and (e) . . 13 176,359.

(See worksheet in line 13 instructions 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 the instructions)
N/A	

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

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
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

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

Sign Here ▶ Signature of officer or trustee — Date: 11/15/2011 ▶ Title: ASST TREAS

Paid Preparer Use Only				
Print/Type preparer's name: FLORETTE E. SPIRES, CPA	Preparer's signature: FLORETTE E. SPIRES, CPA	Date: 11/15/2011	Check ☐ if self-employed	PTIN: N/A
Firm's name ▶ FLORETTE E. SPIRES, CPA, P.C.			Firm's EIN ▶ N/A	
Firm's address ▶ P.O. BOX 4249, BEEVILLE, TX 78104-4249			Phone no (361) 358-8449	

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 81,256.	$ 81,256.	
REFUNDS-OVERPAID EXPENSES	1,729.	1,729.	
TOTAL	$ 82,985.	$ 82,985.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 3,882.	$ 3,882.		
TOTAL	$ 3,882.	$ 3,882.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 5,965.	$ 5,965.		
TOTAL	$ 5,965.	$ 5,965.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	$ 19,690.	$ 19,690.		
WEBSITE/TECHNICAL FEES	4,196.	4,196.		
TOTAL	$ 23,886.	$ 23,886.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	$ 654.	$ 654.		
FOREIGN TAXES	234.	234.		
PAYROLL TAXES	743.	743.		
TOTAL	$ 1,631.	$ 1,631.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	$ 2,786.	$ 2,786.		
OFFICE SUPPLIES/EXPENSE	923.	923.		
PAYROLL PROCESSING FEES	101.	101.		
ROYALTY EXPENSES	3,891.	3,891.		
TOTAL	$ 7,701.	$ 7,701.	$ 0.	$ 0.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VARIOUS CORPORATE STOCKS	COST	$ 1,005,805.	$ 1,446,824.
	TOTAL	$ 1,005,805.	$ 1,446,824.

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VARIOUS CORPORATE BONDS	COST	$ 978,219.	$ 1,053,826.
	TOTAL	$ 978,219.	$ 1,053,826.

STATEMENT 9
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	$ 13,378.	$ 12,831.	$ 547.	$ 547.
TOTAL	$ 13,378.	$ 12,831.	$ 547.	$ 547.

STATEMENT 10
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROYALTY INTERESTS	COST	$ 580.	$ 580.
	TOTAL	$ 580.	$ 580.

STATEMENT 11
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ROYALTIES RECEIVABLE	$ 6,466.	$ 6,466.
TOTAL	$ 6,466.	$ 6,466.

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ERIN MARCOTTE MARMOR 99 EAST 4TH STREET NEW YORK, NY 10004	VP/SEC/TRUSTEE 0	$ 0.	$ 0.	$ 0.
KEVIN DOUGHERTY 2063 THOMAS ROAD OLD CHATHAM, NY 12136	VP/TRUSTEE 0	0.	0.	0.
PATRICIA DOUGHERTY 11734 198TH AVE. SE ISSAQUAH, WA 98027	PRE/TRUSTEE 0	0.	0.	0.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
TIM FITCH P.O. BOX 4310 BEEVILLE, TX 78104-4310	ASST TREAS 0	$ 0.	$ 0.	$ 0.
MELISSA DOUGHERTY 214 EAST 11TH ST, APT 6A NEW YORK, NY 10003	ASST TREAS/SEC 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

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

NAME OF GRANT PROGRAM:	
NAME:	DUDLEY T. DOUGHERTY FOUNDATION, INC.
CARE OF:	MARY PATRICIA DOUGHERTY
STREET ADDRESS:	P.O. BOX 4310
CITY, STATE, ZIP CODE:	BEEVILLE, TX 78104-4310
TELEPHONE:	361-358-1244
FORM AND CONTENT:	REQUESTS SHOULD BE MADE BY LETTER OR EMAIL GIVING THE INFORMATION ABOUT THE ORGANIZATION, ITS PROJECT, AND THE AMOUNT REQUESTED. A COPY OF THE IRS DETERMINATION LETTER SHOULD ALSO BE ENCLOSED. THERE IS NO FIXED TIMES FOR MEETINGS, WHICH ARE USUALLY HELD IN THE FALL. ONLY REQUESTS RECEIVED SIX (6) WEEKS PRIOR TO THE MEETING DATE ARE CONSIDERED. OTHER REQUESTS ARE HELD OVER FOR THE NEXT MEETING.
SUBMISSION DEADLINES:	SIX WEEKS PRIOR TO MEETING DATE
RESTRICTIONS ON AWARDS:	NONE, EXCEPT NO GRANTS ARE MADE TO INDIVIDUALS.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE BEEVILLE VINEYARD 21 N. MONROE BEEVILLE, TX 78102	NONE	EXEMPT	FUND PROGRAM SERVICES	$ 2,000.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
YOUTH ODYSSEY, INC PO BOX 331394 CORPUS CHRISTI, TX 78463	NONE	EXEMPT	FUND AFTER SCHOOL ADVENTURE CHALLENGE PROGRAM	$ 2,000.
BEEVILLE BOYS' & GIRLS' CLUB PO BOX 131 BEEVILLE, TX 78104	NONE	EXEMPT	TO PROVIDE FUNDS FOR SUMMER PROGRAMS	6,087.
EQUINE LAND CONSERVATION RESOURCE 4037 IRON WORKS PKY, SUITE 120 LEXINGTON, KY 40511	NONE	EXEMPT	FUND TRAINING PROGRAM FOR CONSERVATION ADVOCATES	5,000.
CORPUS CHRISTI HOPE HOUSE, INC. 658 ROBINSON ST CORPUS CHRISTI, TX 78404	NONE	EXEMPT	SUPPORT SERVICES FOR LOW-INCOME FAMILIES	9,500.
CENTER OF MUSIC BY PEOPLE W/DISABILITIES 415 WEST CENTRAL AVENUE MISSOULA, MT 59801	NONE	EXEMPT	FUND MUSIC LESSONS PROGRAM	2,500.
MERCED HOUSING TEXAS 212 WEST LAUREL ST SAN ANTONIO, TX 78212	NONE	EXEMPT	"SOS" PROGRAM FUNDING	7,000.
RUSKIN THEATRE COMPANY 3000 AIRPORT AVE SANTA MONICA, CA 90405	NONE	EXEMPT	FUND CHILDRENS THEATER PROGRAMS	5,000.
WOMEN'S SHELTER OF SOUTH TEXAS PO BOX 3368 CORPUS CHRISTI, TX 78463	NONE	EXEMPT	TO FUND OPERATIONS OF THEIR EMERGENCY SHELTER	8,000.
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77024	NONE	EXEMPT	FUND CARE PROGRAM FOR RESCUED HORSES	2,500.
CHARITY LEAGUE, INC 242 ROSEBUD AVENUE CORPUS CHRISTI, TX 78404	NONE	EXEMPT	MIRACLE LEAGUE PROGRAM	500.
CHILD STUDY CENTER 1300 WEST LANCASTER FORT WORTH, TX 76102	NONE	EXEMPT	FUND DIAGNOSIS/TREATMENT PROGRAMS	1,000.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HOUSE OF MERCY PO BOX 808 BELMONT, NC 28012	NONE	EXEMPT	FUND PROGRAM EXPENSES FOR AIDS VICTIMS	$ 5,000.
VISITATION HOUSE MINISTRIES 945 W HUISACHE AVENUE SAN ANTONIO, TX 78201	NONE	EXEMPT	LA CASITA LEARNING CENTER PROGRAMS	500.
AMERICAN HIMALAYAN FOUNDATION 909 MONTGOMERY ST STE 400 SAN FRANCISCO, CA 94133	NONE	EXEMPT	FUND HOSPITAL/REHABIL ITATION CENTER FOR DISABLED CHILDREN	10,500.
BIHL HAUS ARTS, INC. PO BOX 100806 SAN ANTONIO, TX 78201	NONE	EXEMPT	FUND ART PROGRAM FOR LOW-INCOME CHILDREN	500.
DREAMCHASER HORSE RESCUE & REHAB, INC 48019 N. 7TH AVENUE NEW RIVER, AZ 85087	NONE	EXEMPT	FUND HORSE REHABILITATION PROGRAM	6,000.
CHARITY HEALTH CARE-DRISCOLL HOSPITAL 3533 S. ALAMEDA ST CORPUS CHRISTI, TX 78411	NONE	EXEMPT	DRISCOLL HOSPITAL CHARITY HEALTH CARE PROGRAM	1,500.
YWCA OF CORPUS CHRISTI 4601 CORONA DRIVE CORPUS CHRISTI, TX 78411	NONE	EXEMPT	WEEKLY GROUP SESSIONS FOR AT-RISK GIRLS	5,508.
FENTRESS COUNTY CHILREN'S CENTER, INC 340 WEST CENTRAL AVENUE JAMESTOWN, TN 38556	NONE		FUND CHILD COUNSELING PROGRAM	2,000.
FORT BEND SENIORS MEALS ON WHEELS PO BOX 1488 ROSENBURG, TX 77471	NONE	EXEMPT	SENIOR CITIZEN NUTRITION PROGRAM	3,000.
MISSION OF MERCY PO BOX 8341 CORPUS CHRISTI, TX 78468	NONE	EXEMPT	MOBILE MEDICAL CARE PROGRAM	7,000.
MOUNT ST. MARY'S COLLEGE 10 CHESTER PLACE LOS ANGELES, CA 90007	NONE	EXEMPT	LEADERSHIP PROGRAM	5,000.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
NATIONAL VETERANS LEGAL SERVICES PROGRAM 1600 K STREET, SUITE 500 WASHINGTON, DC 20006	NONE	EXEMPT	JUSTICE FOR WARRIORS LEGAL SERVICES PROGRAM	$ 1,000.
NOAH'S GLEN RESIDENTIAL TREATMENT CENTER 5914 BENT BOUGH HOUSTON, TX 77088	NONE	EXEMPT	FUND PROGRAM FOR AIDS PATIENT MEDICAL TREATMENT	10,000.
PACIFIC BALLROOM DANCE 1604 15TH NW, SUITE 109 AUBURN, WA 98001	NONE	EXEMPT	PUGET SOUND CLASSROOM FUNDING	5,000.
PALMER DRUG ABUSE PROGRAM 3104 S. ALAMEDA CORPUS CHRISTI, TX 78404	NONE	EXEMPT	FUND PROGRAM GROUP SERVICES FOR YOUNGER ABUSERS	1,000.
PROJECT MEND 1201 AUSTIN ST SAN ANTONIO, TX 78208	NONE	EXEMPT	FUND TO PURCHASE MEDICAL EQUIPMENT	3,000.
REED COLLEGE 3203 SE WOODSTOCK BLVD PORTLAND, OR 97202	NONE	EXEMPT	FUND UPPER CRYSTAL SPRINGS PROJECT	15,000.
ST MARY'S ACADEMY CHARTER SCHOOL 507 N. FILMORE ST BEEVILLE, TX 78102	NONE	EXEMPT	FUND "SMART" EDUCATIONAL PROGRAM	6,000.
TEXAS A & M UNIVERSITY-KINGSVILLE MSC 201; 700 UNIVERSITY BLVD KINGSVILLE, TX 78363	NONE	EXEMPT	FUND SEED VAULT PROGRAM	500.
TEXAS STATE AQUARIUM ASSOC DEV OFFICE 2710 N. SHORELINE BLVD CORPUS CHRISTI, TX 78402	NONE	EXEMPT	FUND BROADWALK PROJECT	500.
THE ART CENTER OF CORPUS CHRISTI 100 SHORELINE BLVD CORPUS CHRISTI, TX 78401	NONE	EXEMPT	EDUCATIONAL DEVELOPMENT PROJECT	1,000.
TIBETAN AID PROJECT 2210 HAROLD WAY BERKELEY, CA 94704	NONE	EXEMPT	FUND WORLD PEACE CEREMONY	5,000.
			TOTAL	$ 145,595.

**AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FORM 990-PF, PART X, LINE 1A**

SECURITY	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
NORTHERN TRUST SECURITIES	600,003	603,516	628,839	649,055	625,572	589,032	595,972	600,107	587,323	597,926	608,089	626,854
NORTHERN TRUST CORP BONDS	498,385	514,445	514,285	516,123	515,835	516,175	520,977	524,791	554,569	583,820	580,693	574,242
PNC WEALTH MGMT SECURITIE	719,964	713,044	739,972	757,794	726,484	683,253	687,501	691,661	707,992	752,392	765,526	782,363
PNC WEALTH MGMT BONDS	319,661	317,563	395,840	474,917	470,705	466,447	472,922	479,374	484,267	491,251	489,630	483,455
AVERAGES	2,138,013	2,148,568	2,278,936	2,397,889	2,338,596	2,254,907	2,277,372	2,295,933	2,334,151	2,425,389	2,443,938	2,466,914

TOTALS 27,800,606 NUMBER OF MONTHS 12

AVERAGE MONTHLY FAIR MARKET VALUE 2,316,717

AVERAGE MONTHLY CASH BALANCES
FORM 990-PF, PART X, LINE 1B

CASH BAL.	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
PNC WEALTH MGMT MMA	597,412	559,917	486,180	414,341	414,544	415,309	417,840	418,521	420,354	423,457	423,644	428,081
NORTHERN TRUST MMA	158,841	139,419	141,073	142,839	145,415	148,400	150,028	151,027	152,863	155,530	158,845	162,230
FNB CHECKING ACCT	1,081	45,207	49,716	53,421	57,940	63,154	67,602	71,922	76,661	81,330	82,075	8,896
AVERAGES	757,334	744,543	676,969	610,601	617,899	626,863	635,470	641,470	649,878	660,317	664,564	599,207

TOTALS 7,885,115 NUMBER OF MONTHS 12

AVERAGE MONTHLY CASH BALANCES 657,093