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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 7/01, 2010, and ending 6/30, 2011

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

The Charles R. Whitfield Charitable
Foundation
4201 Clear Lake Circle
Fort Worth, TX 76109

A Employer identification number
20-0100958

B Telephone number (see the instructions)
817-924-4212

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, column (c), line 16) \$ 2,325,249.
 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 the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

11,560.

11,560.

N/A

4 Dividends and interest from securities

59,457.

59,457.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

50,228.

b Gross sales price for all assets on line 6a 1,712,087.

7 Capital gain net income (from Part IV, line 2)

50,228.

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/(loss) (att sch)

d Net income (attach schedule)

12 Total. Add lines 1 through 11

122,715.

122,715.

13 Compensation of officers, directors, trustees, etc

9,900.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 2

8,203.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instr) See Stm 3

1,808.

19 Depreciation (attach sch) and depletion

100.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 4

38,846.

28,059.

24 Total operating and administrative expenses. Add lines 13 through 23

58,857.

28,059.

25 Contributions, gifts, grants paid Part XV

109,390.

109,390.

26 Total expenses and disbursements. Add lines 24 and 25

168,247.

28,059.

109,390.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-45,532.

b Net investment income (if negative, enter -0-)

94,656.

c Adjusted net income (if negative, enter -0-)

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ADMINISTRATIVE EXPENSES

G114

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	39,452.	65,492.	65,492.
	2 Savings and temporary cash investments	40,950.	150,899.	150,899.
	3 Accounts receivable 196,976.			
	Less allowance for doubtful accounts 167,398.	167,398.	196,976.	196,976.
	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			
	10a Investments — U.S. and state government obligations (attach schedule)	40,706.	40,706.	35,227.
	b Investments — corporate stock (attach schedule)	1,745,337.	1,597,936.	1,876,255.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)	62,600.		
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis 500.			
	Less accumulated depreciation (attach schedule) See Stmt 5 100.	1,498.	400.	400.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	2,097,941.	2,052,409.	2,325,249.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	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)	0.	0.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	2,097,941.	2,052,409.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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			
	30 Total net assets or fund balances (see the instructions)	2,097,941.	2,052,409.	
	31 Total liabilities and net assets/fund balances (see the instructions)	2,097,941.	2,052,409.	

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	2,097,941.
2	Enter amount from Part I, line 27a	2	-45,532.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,052,409.
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	2,052,409.

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 See Statement 6				
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)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	50,228.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	1,583.

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	135,867.	2,195,424.	0.061886
2008	156,868.	2,734,816.	0.057360
2007	160,393.	3,160,409.	0.050751
2006	161,285.	3,356,928.	0.048045
2005	156,770.	3,335,239.	0.047004

2 Total of line 1, column (d)	2	0.265046
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	0.053009
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,287,370.
5 Multiply line 4 by line 3	5	121,251.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	947.
7 Add lines 5 and 6	7	122,198.
8 Enter qualifying distributions from Part XII, line 4	8	109,390.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,893.
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	1,893.
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	1,893.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	220.	
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	220.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	3.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,676.	
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	11		
	Refunded		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>F.E. Whitfield</u> Telephone no <u>817-924-4212</u> Located at <u>4201 Clear Lake Circle Fort Worth, TX</u> ZIP + 4 <u>76109</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

		Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	<input type="checkbox"/>	1 b	X
Organizations relying on a current notice regarding disaster assistance check here <u></u>			
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?		1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>			
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)		2 b	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 <u>20__ , 20__ , 20__ , 20__</u>			
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)		3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a	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?		4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 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 ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
F.E. Whitfield 4201 Clear Lake Circle Fort Worth, TX 76109	President 4.00	3,300.	0.	0.
Mark Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Treasurer 2.00	3,300.	0.	0.
David Loew 282 Running Deer Grapeland, TX 75844	Director 2.00	3,300.	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.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	1,938,508.
b Average of monthly cash balances	1b	186,219.
c Fair market value of all other assets (see instructions)	1c	197,476.
d Total (add lines 1a, b, and c)	1d	2,322,203.
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	2,322,203.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	34,833.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,287,370.
6 Minimum investment return. Enter 5% of line 5	6	114,369.

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	114,369.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,893.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,893.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	112,476.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	112,476.
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	112,476.

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	109,390.
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	109,390.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,390.

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

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Form 990-PF (2010)

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				112,476.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			109,388.	
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 ▶ \$ 109,390.				
a Applied to 2009, but not more than line 2a			109,388.	
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				2.
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				112,474.
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 7				
Total			3a	109,390.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,560.	
4 Dividends and interest from securities			14	59,457.	
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			14	1,470.	
8 Gain or (loss) from sales of assets other than inventory			18	50,228.	
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)				122,715.	
13 Total. Add line 12, columns (b), (d), and (e)					122,715.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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	\$ 1,470.	\$ 1,470.	
Total	<u>\$ 1,470.</u>	<u>\$ 1,470.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foundation Accounting fees	\$ 8,203.			
Total	<u>\$ 8,203.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
License and Taxes	\$ 540.			
Property Taxes	1,268.			
Total	<u>\$ 1,808.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 104.			
Contract Labor	5,058.			
Insurance	197.			
Investment Management Fees	28,059.	\$ 28,059.		
Office Expense	1,295.			
Repairs and Maintenance	325.			
Travel and Other	3,631.			
Utilities	177.			
Total	<u>\$ 38,846.</u>	<u>\$ 28,059.</u>	<u></u>	<u>\$ 0.</u>

Statement 5
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 0.	\$ 0.	\$ 0.	\$ 400.
Miscellaneous	500.	100.	400.	0.
Total	<u>\$ 500.</u>	<u>\$ 100.</u>	<u>\$ 400.</u>	<u>\$ 400.</u>

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	7319.413 Goldman Sachs High Yield Institutional	Purchased	3/25/2008	9/16/2010
2	15787.23 Goldman Sachs High Yield Institutional	Purchased	3/25/2008	10/06/2010
3	118.145 Goldman Sachs High Yield Institutional	Purchased	3/25/2008	6/13/2011
4	1213 I Shares Barclays Agg Bond Fund	Purchased	2/11/2010	7/29/2010
5	110 I Shares Barclays Agg Bond Fund	Purchased	2/11/2010	9/20/2010
6	371 I Shares Barclays Agg Bond Fund	Purchased	2/11/2010	10/08/2010
7	181 I Shares Barclays Agg Bond Fund	Purchased	2/11/2010	12/15/2010
8	1659 SPDR High Yield	Purchased	7/29/2010	10/08/2010
9	1829 SPDR High Yield	Purchased	7/29/2010	6/15/2011
10	4 Vanguard REIT ETF	Purchased	12/10/2008	10/08/2010
11	265 Vanguard Funds Emerging Markets Vipers	Purchased	12/11/2008	9/20/2010
12	383 Vanguard Funds Emerging Markets Vipers	Purchased	12/11/2008	10/08/2010
13	374 I Shares Russell 2000 Growth Ind	Purchased	12/11/2008	10/08/2010
14	303 I Shares Russell 1000 Growth Fund	Purchased	12/11/2008	9/20/2010
15	938 I Shares Russell 1000 Growth Fund	Purchased	12/11/2008	10/08/2010
16	192 I Shares Russell 1000 Value	Purchased	12/11/2008	9/20/2010
17	863 I Shares Russell 1000 Value	Purchased	12/11/2008	10/08/2010
18	279 I Shares Russell 2000 Val Ind Fund	Purchased	12/11/2008	10/08/2010
19	693 Vanguard Funds Intl Equity Index	Purchased	6/08/2010	9/20/2010
20	841 Vanguard Funds Intl Equity Index	Purchased	6/08/2010	10/08/2010
21	406 I Shares MSCI Brazil Index Fund	Purchased	10/08/2010	2/01/2011
22	510 I Shares MSCI Brazil Index Fund	Purchased	10/08/2010	2/04/2011
23	701 I Shares MSCI Korea Index Fund	Purchased	10/08/2010	11/30/2010
24	604 I Shares MSCI Korea Index Fund	Purchased	10/08/2010	2/11/2011
25	485 I Shares MSCI Taiwan	Purchased	10/08/2010	12/29/2010
26	119 I Shares MSCI Taiwan	Purchased	10/08/2010	2/01/2011
27	229 I Shares MSCI Taiwan	Purchased	10/08/2010	6/08/2011
28	401 SPDR Index SHS FDS S&P China ETF	Purchased	10/08/2010	12/29/2010
29	464 SPDR Index SHS FDS S&P China ETF	Purchased	10/08/2010	2/01/2011
30	103 Barclays Bank PLC Ipath ETNS Linked	Purchased	10/08/2010	10/25/2010
31	372 Barclays Bank PLC Ipath ETNS Linked	Purchased	10/08/2010	10/25/2010
32	451 Barclays Bank PLC Ipath ETNS Linked	Purchased	10/08/2010	2/01/2011
33	3 I Shares Inc MSCI Malaysia	Purchased	10/08/2010	2/01/2011
34	2633 I Shares Inc MSCI Malaysia	Purchased	10/08/2010	2/15/2011
35	59 Market Vectors Russia EFT TR SHS	Purchased	12/20/2010	2/01/2011
36	948 Market Vectors Russia EFT TR SHS	Purchased	12/20/2010	2/15/2011
37	967 Market Vectors Russia EFT TR SHS	Purchased	12/20/2010	5/27/2011
38	16 I Shares MSCI Canada Index Fund	Purchased	2/04/2011	2/11/2011
39	86 I Shares MSCI Canada Index Fund	Purchased	2/04/2011	3/09/2011

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
40	2172 I Shares MSCI Canada Index Fund	Purchased	3/18/2011	6/21/2011
41	24 I Shares MSCI EMU Index Fund	Purchased	2/01/2011	2/11/2011
42	1971 I Shares MSCI EMU Index Fund	Purchased	2/01/2011	5/27/2011
43	3323 I Shares MSCI Japan Index Fund	Purchased	2/11/2011	3/18/2011
44	973 Proshares TR Ultrashort MSCI Emerging Mk	Purchased	2/15/2011	3/09/2011
45	1150 Proshares TR Ultrashort MSCI Emerging Mk	Purchased	2/15/2011	3/09/2011
46	1590 Proshares TR Ultrashort MSCI Emerging Mk	Purchased	2/15/2011	6/08/2011
47	184 I Shares Inc MSCI Germany Index Fund	Purchased	3/09/2011	6/08/2011
48	1000 LSI Corp	Purchased	6/30/2004	5/13/2011
49	1000 Brocade Communications Systems	Purchased	8/26/2010	9/23/2010
50	1000 Altera Corp	Purchased	4/17/2006	9/27/2010
51	449 Cemex S AB DE CC ADR	Purchased	8/16/2006	4/26/2011
52	500 Cedar Fair LP Depository Units	Purchased	4/03/2007	5/13/2011
53	1000 CitiGroup Inc.	Purchased	3/09/2009	3/21/2011
54	2000 Transglobe Energy Corp	Purchased	4/02/2008	8/24/2010
55	500 El Paso Corporation	Purchased	9/30/2008	3/21/2011
56	1000 China Energy Recovery Inc.	Purchased	4/21/2009	8/24/2010
57	166 Cell Therapeutics Inc	Purchased	6/15/2009	6/13/2011
58	200 QAD Inc	Purchased	8/17/2009	3/04/2011
59	800 QAD Inc	Purchased	8/17/2009	5/13/2011
60	1000 Quantum Corp DLT & Storage Systems	Purchased	10/26/2009	5/13/2011
61	1000 Arena Pharmaceuticals Inc	Purchased	3/07/2010	8/02/2010
62	1000 American Petro Hunter	Purchased	5/10/2010	5/13/2011
63	2000 Bloggerwave Inc	Purchased	5/18/2010	8/18/2010
64	2000 Micron Technology	Purchased	6/28/2010	2/07/2011
65	1000 Allis-Chalmers Energy Inc	Purchased	7/19/2010	8/24/2010
66	1000 Advanced Micro Devices	Purchased	8/12/2010	1/11/2011
67	333 Kemet	Purchased	11/02/2010	5/13/2011
68	500 Bank of America Corp	Purchased	12/01/2010	4/19/2011
69	1000 China Shenghuo Pharmaceuticals Holdings	Purchased	1/18/2011	6/13/2011
70	1000 First China Pharmaceutical Group Inc	Purchased	1/24/2011	5/13/2011
71	Big Springs House	Purchased	6/01/2009	10/31/2010
72	1000 China Gerui Advanced Wts	Purchased	10/28/2010	3/19/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	52,407.		57,091.	-4,684.				\$ -4,684.
2	113,984.		116,617.	-2,633.				-2,633.
3	8,230.		8,250.	-20.				-20.
4	130,213.		126,880.	3,333.				3,333.
5	11,870.		11,506.	364.				364.
6	40,223.		38,807.	1,416.				1,416.
7	19,066.		18,933.	133.				133.
8	66,226.		65,316.	910.				910.
9	72,529.		72,012.	517.				517.
10	215.		131.	84.				84.
11	11,623.		6,269.	5,354.				5,354.
12	17,943.		9,060.	8,883.				8,883.
13	28,525.		18,420.	10,105.				10,105.
14	15,198.		11,085.	4,113.				4,113.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
15	48,907.		34,316.	14,591.				\$ 14,591.
16	11,328.		9,596.	1,732.				1,732.
17	51,857.		43,132.	8,725.				8,725.
18	17,614.		13,278.	4,336.				4,336.
19	30,769.		27,303.	3,466.				3,466.
20	39,165.		33,134.	6,031.				6,031.
21	30,189.		32,387.	-2,198.				-2,198.
22	38,015.		40,683.	-2,668.				-2,668.
23	38,909.		38,632.	277.				277.
24	37,862.		33,286.	4,576.				4,576.
25	7,285.		6,596.	689.				689.
26	1,893.		1,618.	275.				275.
27	3,616.		3,114.	502.				502.
28	30,459.		31,535.	-1,076.				-1,076.
29	35,850.		37,499.	-1,649.				-1,649.
30	8,310.		8,124.	186.				186.
31	29,954.		29,340.	614.				614.
32	30,731.		35,570.	-4,839.				-4,839.
33	43.		42.	1.				1.
34	37,362.		36,657.	705.				705.
35	2,356.		2,187.	169.				169.
36	36,341.		35,133.	1,208.				1,208.
37	35,034.		36,339.	-1,305.				-1,305.
38	515.		510.	5.				5.
39	2,915.		2,741.	174.				174.
40	65,602.		69,394.	-3,792.				-3,792.
41	921.		913.	8.				8.
42	74,699.		74,977.	-278.				-278.
43	33,229.		37,816.	-4,587.				-4,587.
44	31,439.		33,744.	-2,305.				-2,305.
45	37,356.		39,890.	-2,534.				-2,534.
46	47,017.		50,292.	-3,275.				-3,275.
47	4,937.		4,758.	179.				179.
48	7,394.		10,100.	-2,706.				-2,706.
49	5,819.		5,099.	720.				720.
50	28,373.		21,233.	7,140.				7,140.
51	3,786.		11,107.	-7,321.				-7,321.
52	10,755.		14,589.	-3,834.				-3,834.
53	4,245.		3,745.	500.				500.
54	14,440.		10,266.	4,174.				4,174.
55	8,707.		6,298.	2,409.				2,409.
56	162.		1,995.	-1,833.				-1,833.
57	307.		1,735.	-1,428.				-1,428.
58	1,662.		902.	760.				760.
59	8,467.		10,060.	-1,593.				-1,593.
60	2,839.		1,672.	1,167.				1,167.
61	7,345.		3,262.	4,083.				4,083.
62	305.		1,083.	-778.				-778.
63	40.		1,239.	-1,199.				-1,199.
64	22,233.		19,404.	2,829.				2,829.
65	3,836.		2,505.	1,331.				1,331.
66	8,158.		6,733.	1,425.				1,425.
67	5,263.		4,154.	1,109.				1,109.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
68	5,960.		5,705.	255.				\$ 255.
69	585.		1,955.	-1,370.				-1,370.
70	675.		2,074.	-1,399.				-1,399.
71	70,000.		68,598.	1,402.				1,402.
72	0.		1,433.	-1,433.				-1,433.
Total								\$ 50,228.

Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
First United Methodist Church 400 West Seventh Street Stillwater, OK 74074	None	N/A	General Religious	\$ 15,000.
Jewel Charity Ball 600 Bailey Avenue Fort Worth, TX 76107	None	N/A	Benefit Childrens Hospital	10,000.
University of The Cumberlands 6191 College Station Drive Williamsburg, KY 40769	None	N/A	Scholarship Fund	43,755.
Agricultural Missions Found. 1153 Owens Rd Terry, MS 39701	None	N/A	Agricultural Based Religious	7,293.
First Street United Methodist Church 800 W 5th Street Fort Worth, TX 76102	None	N/A	General Religious	6,100.
Heifer International Foundation 1015 Louisiana Street Little Rock, AR 72203	None	N/A	Agricultural Training and Grants	6,878.
Light On A Hill Church 212 W. Chestnut Street Grapeland, TX 75844	None	N/A	General Religious	7,293.

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Fort Worth Airpower Foundation P.O. Box 77077 Fort Worth, TX 76177	None	N/A	Militaary Veterans Support	\$ 1,500.
Cook Children's Medical Center 801 Seventh Avenue Fort Worth, TX 76104	None	N/A	Benefit Children's Hospital	4,028.
Grapeland Teen Center 210 W. Chestnut Street Grapeland , TX 75844	None	N/A	Youth Center	7,293.
Smile Train 41 Madison Avenue, 28th Floor New York, NY 10010	None	N/A	Childrens Medical Support	250.
Total				\$ <u>109,390.</u>