



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2008 calendar year, or tax year beginning and ending

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization ARABELLA LEGACY FUND Doing Business As		D Employer identification number 20-5806345
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 734 15TH STREET, NW 600	E Telephone number 202-595-1020	
F Name and address of principal officer ERIC KESSLER SAME AS C ABOVE		G Gross receipts \$ 6,011,782.		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: WWW.ARABELLALEGACYFUND.ORG		H(c) Group exemption number ▶
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2006		M State of legal domicile: DC

Part I Summary

1 Briefly describe the organization's mission or most significant activities: TO SUPPORT INNOVATIVE AND EFFECTIVE PUBLIC INTEREST PROJECTS.			
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.			
3 Number of voting members of the governing body (Part VI, line 1a)	3 5		
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 3		
5 Total number of employees (Part V, line 2a)	5 0		
6 Total number of volunteers (estimate if necessary)	6 5		
7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a 0.		
b Net unrelated business taxable income from Form 990-T, line 84	7b 0.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	1,658,161.	5,998,667.
	9 Program service revenue (Part VIII, line 2g)	0.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,202.	13,115.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 1e)	0.	0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,663,363.	6,011,782.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	10,000.	2,172,460.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	291,046.	
	16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses (Part IX, column (D), line 25) ▶ 94,632.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	512,431.	1,810,957.
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	813,477.	3,983,417.	
19 Revenue less expenses. Subtract line 18 from line 12	849,886.	2,028,365.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	902,403.	2,982,228.
	21 Total liabilities (Part X, line 26)	49,954.	100,885.
	22 Net assets or fund balances - Subtract line 21 from line 20	852,449.	2,881,343.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature of officer: *[Signature]* Date: 11/10/09
ERIC KESSLER, PRESIDENT
 Type or print name and title

Paid Preparer's Use Only
 Preparer's signature: *[Signature]* Date: 9/24/2009
 Firm's name (or yours if self-employed), address, and ZIP + 4: LARSON ALLEN LLP, 2900 SOUTH QUINCY ST., SUITE 150, ARLINGTON, VA 22206
 Preparer's identifying number (see instructions): []
 EIN: []
 Phone no.: 703-998-5100

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

315 9

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission

THE ARABELLA LEGACY FUND IS DEDICATED TO SUPPORTING INNOVATIVE AND EFFECTIVE PUBLIC INTEREST PROJECTS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? If "Yes", describe these new services on Schedule O.

[X] Yes [] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? If "Yes", describe these changes on Schedule O

[X] Yes [] No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 1,000,000. including grants of \$ 999,970.) (Revenue \$) VOTER REGISTRATION FUND: THIS PROJECT SEEKS TO PROVIDE FUNDING TO ORGANIZATIONS COORDINATING NON-PARTISAN VOTER REGISTRATION PROJECTS.

4b (Code:) (Expenses \$ 732,440. including grants of \$ 135,000.) (Revenue \$) RESPONSIBLE TRAILS AMERICA: THIS PROJECT WORKS TO CREATE A BROAD COALITION OF AMERICANS, WHO ENJOY THE OUTDOORS BOTH WITH AND WITHOUT OFF-ROAD VEHICLES, AND WANT TO HANDLE THE OFF-ROAD VEHICLE PROBLEM WITH SOME BASIC, COMMON-SENSE STEPS.

4c (Code.) (Expenses \$ 418,204. including grants of \$ 207,747.) (Revenue \$) THE GLOBAL HEALTH SMALL GRANTS INITIATIVE: THE INITIATIVE ENHANCES THE CURRENT GLOBAL HEALTH LANDSCAPE BY PROVIDING TIMELY, EFFICIENT AND COST-EFFECTIVE FUNDING TO ORGANIZATIONS FOCUSED ON GLOBAL HEALTH.

4d Other program services (Describe in Schedule O) (Expenses \$ 1,481,756. including grants of \$ 829,743.) (Revenue \$)

4e Total program service expenses ► \$ 3,632,400. (Must equal Part IX, Line 25, column (B))

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>	X	
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable		
	1a		16
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b		0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a		0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country <input type="checkbox"/> _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter N/A		
a	Initiation fees and capital contributions included on Part VIII, line 12		
	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
	10b		
11	Section 501(c)(12) organizations. Enter: N/A		
a	Gross income from members or shareholders		
	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		
	12b		

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code)

Section A. Governing Body and Management

		Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body		5
b	Enter the number of voting members that are independent		3
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	X	
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?		X
9a	Does the organization have local chapters, branches, or affiliates?		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?		X
14	Does the organization have a written document retention and destruction policy?		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision		
a	The organization's CEO, Executive Director, or top management official?		X
b	Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)		X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed	NONE
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request	
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization:	ARABELLA PHILANTHROPIC INVESTMENT ADVISORS, LLC - 202-595-1020 734 15TH STREET, NW; SUITE 600, WASHINGTON, DC 20005

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,998,667.				
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f		5998667.				
Program Service Revenue	2 a		Business Code					
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		13,115.			13,115.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	(ii) Personal				
		Less: rental expenses						
		Rental income or (loss)						
		Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		Less: cost or other basis and sales expenses						
		Gain or (loss)						
		Net gain or (loss)						
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		Less: direct expenses	b					
		Net income or (loss) from fundraising events						
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
		Less: direct expenses	b					
		Net income or (loss) from gaming activities						
	10 a	Gross sales of inventory, less returns and allowances	a					
		Less: cost of goods sold	b					
		Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code					
11 a								
	b							
	c							
	d	All other revenue						
e	Total. Add lines 11a-11d							
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			6011782.	0.	0.	13,115.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	2,007,460.	2,007,460.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	165,000.	165,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management	525,931.	261,350.	211,988.	52,593.
b Legal	33,007.		33,007.	
c Accounting	6,025.		6,025.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	1,031,816.	994,623.	340.	36,853.
12 Advertising and promotion	101,379.	101,364.		15.
13 Office expenses	26,610.	23,495.	929.	2,186.
14 Information technology	2,821.		2,821.	
15 Royalties				
16 Occupancy	11,254.	10,129.		1,125.
17 Travel	63,581.	61,721.		1,860.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	4,459.	4,459.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	522.	522.		
23 Insurance	1,275.		1,275.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a MEALS	2,277.	2,277.		
b _____				
c _____				
d _____				
e _____				
f All other expenses _____				
25 Total functional expenses. Add lines 1 through 24f	3,983,417.	3,632,400.	256,385.	94,632.
26 Joint Costs Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	445,715.	1	2,195,787.
	2	Savings and temporary cash investments	453,611.	2	784,673.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment, cost basis	3,483.		
	b	Less accumulated depreciation Complete Part VI of Schedule D	1,715.		
			3,077.	10c	1,768.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
15	Other assets See Part IV, line 11		15		
16	Total assets. Add lines 1 through 15 (must equal line 34)	902,403.	16	2,982,228.	
Liabilities	17	Accounts payable and accrued expenses	49,954.	17	100,885.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	Total liabilities. Add lines 17 through 25	49,954.	26	100,885.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets		27	2,028,295.
	28	Temporarily restricted net assets	852,449.	28	853,048.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	852,449.	33	2,881,343.	
34	Total liabilities and net assets/fund balances	902,403.	34	2,982,228.	

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?		X
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits?		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2008
Open to Public Inspection

Name of the organization **ARABELLA LEGACY FUND** Employer identification number **20-5806345**

Part I Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only one organization)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). (Attach Schedule H)
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete the Part III.)
- 10 An organization organized and operated exclusively to test for public safety See section 509(a)(4). (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")			545,100.	1,658,161.	5,998,667.	8,201,928.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3			545,100.	1,658,161.	5,998,667.	8,201,928.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						4,662,975.
6 Public Support. Subtract line 5 from line 4						3,538,953.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4			545,100.	1,658,161.	5,998,667.	8,201,928.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources				5,202.	13,115.	18,317.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						8,220,245.
12 Gross receipts from related activities, etc. (see instructions)					12	

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

- 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) 14 %
- 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f 15 %
- 16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization
- b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization
- 17a **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- b **10% -facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- 18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

- 19a 33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No 1545-0047

2008
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **To be completed by organizations described below.**
▶ **Attach to Form 990 or Form 990-EZ.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations. Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations. Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations. Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)). Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations. Complete Part III.

Name of organization ARABELLA LEGACY FUND	Employer identification number 20-5806345
---	---

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.
See the instructions for Schedule C for details.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B To be completed by all organizations exempt under section 501(c)(3).
See the instructions for Schedule C for details.

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).
See the instructions for Schedule C for details.

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details

- A Check if the filing organization belongs to an affiliated group.
 B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grassroots lobbying)	5,436.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	221,507.													
c	Total lobbying expenditures (add lines 1a and 1b)	226,943.													
d	Other exempt purpose expenditures	3,772,299.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	3,999,242.													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	349,962.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)	87,491.													
h	Subtract line 1g from line 1a. Enter -0- if line g is more than line a	0.													
i	Subtract line 1f from line 1c Enter -0- if line f is more than line c	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period						
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total	
2a	Lobbying non-taxable amount		0.	0.	349,962.	349,962.
b	Lobbying ceiling amount (150% of line 2a, column(e))					524,943.
c	Total lobbying expenditures		0.	0.	226,943.	226,943.
d	Grassroots non-taxable amount		0.	0.	87,491.	87,491.
e	Grassroots ceiling amount (150% of line 2d, column (e))					131,237.
f	Grassroots lobbying expenditures		0.	0.	5,436.	5,436.

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?			
i Other activities? If "Yes," describe in Part IV			
j Total lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?		

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid):		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5, and Part II-B, line 1. Also, complete this part for any additional information

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008
Open to Public Inspection

Name of the organization **ARABELLA LEGACY FUND** Employer identification number **20-5806345**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- | | |
|---|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of certified historic structure |
| <input type="checkbox"/> Preservation of open space | |
- 2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year
- | | Held at the End of the Year |
|--|-----------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06 | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
- | | |
|--|------------|
| (i) Revenues included in Form 990, Part VIII, line 1 | ▶ \$ _____ |
| (ii) Assets included in Form 990, Part X | ▶ \$ _____ |
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:
- | | |
|--|------------|
| a Revenues included in Form 990, Part VIII, line 1 | ▶ \$ _____ |
| b Assets included in Form 990, Part X | ▶ \$ _____ |

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the year end balance held as
- a Board designated or quasi-endowment ▶ _____ %
 - b Permanent endowment ▶ _____ %
 - c Term endowment ▶ _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		3,483.	1,715.	1,768.
e Other				

Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶ 1,768.

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. (Col (b) should equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Col (b) should equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25

(a) Description of liability	(b) Amount
Federal income taxes	
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.) ▶	

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

Table with 10 rows for reconciliation of net assets. Rows include: 1 Total revenue, 2 Total expenses, 3 Excess or (deficit) for the year, 4 Net unrealized gains, 5 Donated services, 6 Investment expenses, 7 Prior period adjustments, 8 Other, 9 Total adjustments, 10 Excess or (deficit) for the year per financial statements.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Table with 5 main rows for revenue reconciliation. Sub-rows include: 2a Net unrealized gains, 2b Donated services, 2c Recoveries, 2d Other, 2e Add lines 2a through 2d, 4a Investment expenses, 4b Other, 4c Add lines 4a and 4b.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Table with 5 main rows for expense reconciliation. Sub-rows include: 2a Donated services, 2b Prior year adjustments, 2c Losses reported, 2d Other, 2e Add lines 2a through 2d, 4a Investment expenses, 4b Other, 4c Add lines 4a and 4b.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4, Part X; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b.

Multiple horizontal lines provided for entering supplemental information.

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000
 Use Schedule F-1 (Form 990) if additional space is needed

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			EUROPE	PUBLIC AWARENESS EVENT FOR POVERTY CONDUCTED IN CONJUNCTION WITH THE	140,000	WIRE TRANSFER	0		
			EAST ASIA AND THE PACIFIC	TO HOLD A CONFERENCE TITLED: "G8 INTERNATIONAL PARLIAMENTARIAN'S	25,000	WIRE TRANSFER	0		

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 2

3 Enter total number of other organizations or entities 0

SEE PART IV FOR COLUMN (D) DESCRIPTIONS

Part IV Supplemental Information

Complete this part to provide the information required by Part I, line 2, and any other additional information

SCHEDULE F, PART I, LINE 2: FOR THE FOREIGN GRANTS DISBURSED, THE ORGANIZATION REQUIRES THAT ORGANIZATIONS RECEIVING FUNDS SUBMIT A PROPOSAL AND PROVIDE POST-GRANT REPORTS.

PART II, COLUMN (D):

REGION: EUROPE

(D) PURPOSE OF GRANT: PUBLIC AWARENESS EVENT FOR POVERTY CONDUCTED IN CONJUNCTION WITH THE G8 SUMMIT.

REGION: EAST ASIA AND THE PACIFIC

(D) PURPOSE OF GRANT: TO HOLD A CONFERENCE TITLED: "G8 INTERNATIONAL PARLIAMENTARIAN'S CONFERENCE ON POPULATION AND SUSTAINABLE DEVELOPMENT - GLOBAL HEALTH, CLIMATE CHANGE AND FOOD SECURITY."

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

OMB No. 1545-0047

2008

▶ Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.

▶ Attach to Form 990.

Open to Public
Inspection

Name of the organization

Employer identification number

ARABELLA LEGACY FUND

20-5806345

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule L-1 (Form 990) if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN HIKING SOCIETY 1422 FENWICK LN SILVER SPRING, MD 20910	51-0211993	501(C)(3)	10,000.	0.			TO SUPPLEMENT FUNDING FROM TWO OTHER SOURCES THAT WILL ALLOW AMERICAN HIKING SOCIETY TO
CENTER OF SOUTHWEST CULTURE 500 COPPER AVE, NW; SUITE 103 ALBUQUERQUE, NM 87102	85-0402832	501(C)(3)	100,000.	0.			TO SUPPORT NEW MEXICO PUBLIC LANDS ACTION NETWORK (NM PLAN), A NEW COALITION OF NEW MEXICANS.
FRIENDS OF IRONWOOD FOREST PO BOX 3444 TUCSON, AZ 85722	70-1032020	501(C)(3)	68,600.	0.			TO PROTECT THE BIOLOGICAL, GEOLOGICAL, ARCHAEOLOGICAL, AND HISTORICAL RESOURCES AND
NATIONAL CONSERVATION SYSTEM FOUNDATION - PO BOX 618 - DURANGO, CO 81301	20-8924520	501(C)(3)	48,173.	0.			TO ENSURE THE BUREAU OF LAND MANAGEMENT IS ABLE TO PROVIDE LONG-TERM PROTECTION FOR THE LANDS
PROGRESSIVE FUTURE, INC 1536 WYNKOOP ST, SUITE 100 DENVER, CO 80202	26-1525298	501(C)(4)	299,970.	0.			TO FUND THE ORGANIZATION'S COMMUNITY VOTER'S PROJECT.
PROJECT VOTE 739 EIGHTH ST, SE; SUITE 202 WASHINGTON, DC 20003	72-1268719	501(C)(3)	300,000.	0.			TO FUND THE ORGANIZATION'S VOTER PARTICIPATION PROJECT.

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

15.
2.

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) 2008

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: FOR MOST GRANTS CONTRIBUTED, THE ORGANIZATION REQUIRES THAT ORGANIZATIONS RECEIVING FUNDS SUBMIT A PROPOSAL AND PROVIDE POST-GRANT REPORTS.

PART II, LINE 1, COLUMN (H):

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPLEMENT FUNDING FROM TWO OTHER SOURCES THAT WILL ALLOW AMERICAN HIKING SOCIETY TO CONTINUE THROUGHOUT 2008 ITS EFFORT TO COORDINATE AND SERVE AS A RESOURCE TO GRASSROOTS ALLIES IN THE PACIFIC.

Continuation Sheet for Schedule I (Form 990)
Attach to Form 990 to list additional information for Part II and Part III, Schedule I (Form 990).

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Name of the organization: **ARABELLA LEGACY FUND**
Employer identification number: **20-5806345**

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part I).							
(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PUBLIC EMPLOYEES FOR ENVIRONMENTAL RESPONSIBILITY - 2000 P STREET, NW; SUITE 240 - WASHINGTON, DC 20036	93-1102740	501(C)(3)	25,000.	0.			THE ORGANIZATION WILL DEMONSTRATE THE NEGATIVE EFFECTS THAT IRRESPONSIBLE ATV USE IS
SAVE THE CHILDREN 54 WILTON RD WESTPORT, CT 06880	06-0726487	501(C)(3)	20,000.	0.			TO FUND DISASTER RECOVERY EFFORTS IN BURMA.
A SMARTER COLORADO 3165 S WAXBERRY WAY DENVER, CO 80202	26-2695462	501(C)(4)	174,000.	0.			TO PROMOTE PASSAGE OF COLORADO AMENDMENT 58.
VINEYARD CHRISTIAN FELLOWSHIP OF BOISE - 4950 N BRADLEY ST - BOISE, ID 83714	94-3110245	501(C)(3)	73,000.	0.			TO FUND THE ORGANIZATION'S RENEWAL: A STUDENT CREATION CARE NETWORK PROJECT.
VINEYARD CHURCH OF ANN ARBOR 2275 PLATT RD ANN ARBOR, MI 48104	38-2508282	501(C)(3)	68,000.	0.			\$40,000 TO FUND THE ORGANIZATION'S RENEWAL: A STUDENT CREATION CARE NETWORK PROJECT. \$28,000
WESTERN CONSERVATION FOUNDATION 1536 WYNKOOP ST, SUITE 510 DENVER, CO 80202	33-1107506	501(C)(3)	344,830.	0.			\$130,000 TO PROVIDE THE RESOURCES NECESSARY TO ENSURE THE SUCCESS OF A MAJOR STATE RULEMAKING ON
WESTERN RESOURCE ADVOCATES 2260 BASELINE RD, SUITE 200 BOULDER, CO 80302	84-1113831	501(C)(3)	24,640.	0.			TO FUND THE ORGANIZATION'S COLORADO OIL & GAS CONSERVATION COMMISSION PROJECT.
WHITE RIBBON ALLIANCE FOR SAFE MOTHERHOOD - ONE THOMAS CIRCLE, NW - WASHINGTON, DC 20005	20-2029170	501(C)(3)	42,747.	0.			CAMPAIGN TO REDUCE MATERNAL MORTALITY AND MORBIDITY.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
 Attach to Form 990 to list additional information for
 Part II and Part III, Schedule I (Form 990).

Name of the organization: **ARABELLA LEGACY FUND**
 Employer identification number: **20-5806345**

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WOMEN'S VOICES, WOMEN VOTE 1707 L STREET, NW WASHINGTON, DC 20036	55-0889748	501(C)(3)	200,000.	0.			TO FUND THE ORGANIZATION'S GET OUT THE VOTE PROJECT.
WORKING AMERICA EDUCATION FUND 815 16TH STREET, NW WASHINGTON, DC 20006	20-2035052	501(C)(3)	200,000.	0.			TO PROVIDE GENERAL SUPPORT TO THE ORGANIZATION'S PROGRAMS.
WORLD VISION 34834 WEYERHAEUER WAY S, PO BOX 971 FEDERAL WAY WA 98063-9716	95-1922279	501(C)(3)	5,000.	0.			TO FUND THE ORGANIZATION'S TYPHOON FRANK CALAMITY REHABILITATION IN ANTIQUE.

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT NEW MEXICO PUBLIC LANDS ACTION NETWORK (NM PLAN), A NEW COALITION OF NEW MEXICANS WHO USE THE STATE'S PUBLIC LANDS THAT ARE WORKING TO PROMOTE RESPONSIBLE USE OF THESE LANDS AND ENSURE THAT THE STATE'S ORV-RELATED LAWS ARE STRONGLY AND EFFECTIVELY ENFORCED IN A WAY THAT MAKES SENSE TO ALL NEW MEXICANS.

(H) PURPOSE OF GRANT OR ASSISTANCE: TO PROTECT THE BIOLOGICAL, GEOLOGICAL, ARCHAEOLOGICAL, AND HISTORICAL RESOURCES AND VALUES FOR WHICH THE IRONWOOD FOREST NATIONAL MONUMENT WAS ESTABLISHED.

(H) PURPOSE OF GRANT OR ASSISTANCE: TO ENSURE THE BUREAU OF LAND MANAGEMENT IS ABLE TO PROVIDE LONG-TERM PROTECTION FOR THE LANDS AND WATERS WITHIN THE NATIONAL LANDSCAPE CONSERVATION SYSTEM.

(H) PURPOSE OF GRANT OR ASSISTANCE: THE ORGANIZATION WILL DEMONSTRATE THE NEGATIVE EFFECTS THAT IRRESPONSIBLE ATV USE IS HAVING ON RURAL COMMUNITIES, INCLUDING OUT-GUNNED STAFF AND LAW ENFORCEMENT OFFICERS AS MEASURED THROUGH 1) ASSAULTS AND OTHER INCIDENTS; 2) PUBLIC SAFETY AND LAW ENFORCEMENT EFFECTIVENESS, AS MEASURED BY DIVERSION OF STAFF TIME, FUNDING AND OTHER RESOURCES; AND 3) BOTTOM-LINE LOSSES OF PUBLIC RESOURCES.

(H) PURPOSE OF GRANT OR ASSISTANCE: \$40,000 TO FUND THE ORGANIZATION'S RENEWAL: A STUDENT CREATION CARE NETWORK PROJECT. \$28,000 TO FUND THE ORGANIZATION'S CREATION CARE FOR PASTORS PROJECT.

(H) PURPOSE OF GRANT OR ASSISTANCE: \$130,000 TO PROVIDE THE RESOURCES

Part IV Supplemental Information

NECESSARY TO ENSURE THE SUCCESS OF A MAJOR STATE RULEMAKING ON OIL AND GAS DEVELOPMENT CURRENTLY UNDERWAY IN COLORADO, AND IN THE PROCESS BEGIN TO FUNDAMENTALLY CHANGE THE CONVERSATION ON ENERGY IN THE STATE, AS WELL AS THE EXPECTATIONS FOR HOW OIL AND GAS DRILLING WILL BE CONDUCTED IN THE ROCKY MOUNTAIN WEST. \$214,830 TO PROVIDE A GENERAL SUPPORT GRANT.

(H) PURPOSE OF GRANT OR ASSISTANCE: TO FUND THE ORGANIZATION'S TYPHOON FRANK CALAMITY REHABILITATION IN ANTIQUE PROJECT.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization

ARABELLA LEGACY FUND

Employer identification number

20-5806345

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

THE ORGANIZATION ADDED A NUMBER OF NEW PROGRAMS INCLUDING THE CLIMATE CHANGE WIKI, CONSERVATION LEADERSHIP PROGRAM, DISASTER RECOVERY FUND, GLOBAL HEALTH SMALL GRANTS INITIATIVE, FRIENDS OF IRONWOOD FOREST, VOTER REGISTRATION FUND, WESTERN CLEAN ENERGY INITIATIVE, AND WESTERN LANDS CONSERVATION PROJECT. SEE PROGRAM DESCRIPTIONS FOR GREATER DETAIL.

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

THE ORGANIZATION DISCONTINUED OR PUT ON HOLD THREE EXISTING PROGRAMS: CITIZENS AGAINST UN-AMERICAN VOTER INTIMIDATION PROJECT, THE AGUA FRIA NATIONAL MONUMENT, AND THE GLOBALIST FOUNDATION.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

FAIR ELECTIONS LEGAL NETWORK: A NATIONAL, NONPARTISAN NETWORK OF EXPERIENCED ELECTION LAWYERS WHO ARE INVOLVED IN REMOVING IMPEDIMENTS TO INCREASED VOTER PARTICIPATION. THE CORE PROJECT MISSION IS TO HELP BRING ABOUT INCREASED VOTER PARTICIPATION BY TRADITIONALLY UNDER-REPRESENTED CONSTITUENCIES.

EXPENSES \$ 315031. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

WESTERN LANDS CONSERVATION PROJECT: THIS PROJECT WORKS TO SUPPORT INITIATIVES THROUGH FUNDING THAT PROMOTE CONSERVATION EFFORTS IN WESTERN LANDS.

EXPENSES \$ 321959. INCLUDING GRANTS OF \$ 308830. REVENUE \$ 0.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization

ARABELLA LEGACY FUND

Employer identification number

20-5806345

CREATION CARE FUND (CCF): THIS FUND PROVIDES FINANCIAL AND TECHNICAL SUPPORT TO CHRISTIAN GRASSROOTS EFFORTS TO CARE FOR GOD'S GRACIOUS GIFT OF CREATION. THE CCF PROVIDES A NEW AND STRATEGIC VEHICLE FOR SUPPORTING THE GRASSROOTS OF THE CHRISTIAN CREATION CARE MOVEMENT AND ITS UNIQUE EFFORTS.

EXPENSES \$ 247707. INCLUDING GRANTS OF \$ 141000. REVENUE \$ 0.

CONSERVATION LEADERSHIP PROGRAM: THIS PROJECT SEEKS TO PROMOTE PROGRESSIVE CONSERVATION LEADERSHIP IN THE NEXT PRESIDENTIAL ADMINISTRATION.

EXPENSES \$ 142291. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FRIENDS OF IRONWOOD FOREST: THIS PROJECT WORKS TO PROTECT THE BIOLOGICAL, GEOLOGICAL, ARCHAEOLOGICAL, AND HISTORICAL RESOURCES AND VALUES FOR WHICH THE IRONWOOD FOREST NATIONAL MONUMENT WAS ESTABLISHED.

EXPENSES \$ 68600. INCLUDING GRANTS OF \$ 68600. REVENUE \$ 0.

FRIENDS OF MISSOURI BREAKS: THIS PROJECT SEEKS TO BRING TOGETHER CITIZENS AND BUSINESS OWNERS WHO CARE ABOUT THE MISSOURI RIVER BREAKS NATIONAL MONUMENT AND RECOGNIZE ITS POTENTIAL AS AN ECONOMIC, RECREATIONAL, AND CULTURAL ASSET TO MONTANA.

EXPENSES \$ 52815. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

NATIONAL CONSERVATION SYSTEMS FOUNDATION: THIS PROJECT WORKS TO ENSURE THE BUREAU OF LAND MANAGEMENT IS ABLE TO PROVIDE LONG-TERM PROTECTION FOR THE LANDS AND WATERS WITHIN THE NATIONAL LANDSCAPE CONSERVATION

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization

ARABELLA LEGACY FUND

Employer identification number

20-5806345

SYSTEM.

EXPENSES \$ 48173. INCLUDING GRANTS OF \$ 48173. REVENUE \$ 0.

DISASTER RECOVERY FUND: THIS FUND SUPPORTS LONG-TERM RECOVERY EFFORTS IN THE AFTERMATH OF A DISASTER. THE FUND SUPPORTS ORGANIZATIONS HELPING COMMUNITIES DEVASTATED BY DISASTERS REBUILD THE AGRICULTURAL, HEALTH, EDUCATION, ENVIRONMENTAL AND OTHER INFRASTRUCTURE SYSTEMS ON WHICH THEY DEPEND.

EXPENSES \$ 25000. INCLUDING GRANTS OF \$ 25000. REVENUE \$ 0.

CLIMATE CHANGE WIKI: THIS PROJECT SEEKS TO DEVELOP AND MAINTAIN A WEBSITE THAT SERVES AS A CENTRAL DATABASE (OR "WIKI") OF INSTITUTIONAL DATA AND RESEARCH RELATED TO CLIMATE CHANGE. THIS WEBSITE WILL BE UTILIZED BY FOUNDATIONS, ORGANIZATIONS AND OTHER INSTITUTIONS INVESTED IN CLIMATE CHANGE.

EXPENSES \$ 16677. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

WESTERN CLEAN ENERGY INITIATIVE: THIS PROJECT PROVIDES TIMELY AND EFFECTIVE FUNDING TO PROJECTS ADDRESSING CLEAN ENERGY INITIATIVES IN WESTERN LANDS.

EXPENSES \$ 243503. INCLUDING GRANTS OF \$ 238140. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 2: ERIC KESSLER, ARABELLA LEGACY FUND BOARD PRESIDENT AND BRUCE BOYD, ARABELLA LEGACY FUND BOARD SECRETARY SHARE A BUSINESS RELATIONSHIP.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization

ARABELLA LEGACY FUND

Employer identification number

20-5806345

FORM 990, PART VI, SECTION A, LINE 3: ARABELLA LEGACY FUND HAS AN ADMINISTRATIVE SERVICES AGREEMENT WITH ARABELLA PHILANTHROPIC INVESTMENT ADVISORS, LLC. ARABELLA LEGACY FUND PAID \$555,931 DURING THE YEAR FOR MANAGEMENT/ADMINISTRATIVE/PERSONNEL/CONSULTING SERVICES TO ARABELLA PHILANTHROPIC INVESTMENT ADVISORS, LLC.

FORM 990, PART VI, SECTION A, LINE 8B: ARABELLA LEGACY FUND DOES NOT HAVE ANY COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY; THUS DOES NOT DOCUMENT MEETINGS HELD OR WRITTEN ACTIONS BY SUCH A COMMITTEE.

FORM 990, PART VI, SECTION A, LINE 10: THE BOARD OF DIRECTORS AND THE ORGANIZATION'S LEGAL COUNSEL DID REVIEW THE RETURN PRIOR TO FILING. IN ADDITION, MANAGEMENT PERFORMED AN INDEPTH REVIEW PRIOR TO THE RETURN BEING PROVIDED TO THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 12C: ALL PERSONS COVERED BY THE ORGANIZATION'S CONFLICT OF INTEREST POLICY ARE REQUIRED TO DECLARE CONFLICTS OF INTEREST ANNUALLY. COVERED INDIVIDUALS CANNOT VOTE ON MATTERS BEFORE THE BOARD WHEN THEY HAVE A CONFLICT IN THE MATTER. DISINTERESTED MEMBERS MUST DETERMINE WHETHER OR NOT THERE ARE ANY SUITABLE ALTERNATIVES TO POTENTIAL TRANSACTIONS THAT CAUSE CONFLICT. IF A COVERED PERSON IS FOUND IN VIOLATION OF THIS POLICY IT MAY BE CAUSE FOR REMOVAL FROM THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, OR FINANCIAL STATEMENTS

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

ARABELLA LEGACY FUND

Employer identification number

20-5806345

AVAILABLE.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF INTERESTED PERSON:

ARABELLA PHILANTHROPIC INVESTMENT ADVISORS, LLC

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

ENTITY MORE THAN 35% OWNED BY ERIC KESSLER-PRES AND BRUCE BOYD SEC

(C) AMOUNT OF TRANSACTION \$ 555931.

(D) DESCRIPTION OF TRANSACTION: CONSULTING/ADMINISTRATIVE SERVICES WERE PROVIDED TO ARABELLA LEGACY FUND BY ARABELLA PHILANTHROPIC INVESTMENT ADVISORS, LLC AT RATES APPROVED BY THE ORGANIZATION'S BOARD OF DIRECTORS. IN ADDITION, SALARIES AND RELATED COSTS WERE ALSO PROVIDED BY ARABELLA PHILANTHROPIC INVESTMENT ADVISORS, LLC. THE CONTRACT WAS APPROVED BY INDEPENDENT MEMBERS OF THE ORGANIZATION'S BOARD OF DIRECTORS.

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
▶ See separate instructions.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

ARABELLA LEGACY FUND

Employer identification number
20-5806345

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity
RESPONSIBLE TRAILS AMERICA, LLC - 26-1417500 1901 N FT MYER DR ARLINGTON, VA 22209	COALITION OF ENVIRONMENTALLY MINDED AMERICANS WHO ENJOY THE	VIRGINIA	0.	25,943.	N/A

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2008

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved	Yes	No
(1)	RESPONSIBLE TRAILS AMERICA, LLC	Q	115,000.		X
(2)					
(3)					
(4)					
(5)					
(6)					

