

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

2008

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

For calendar year **2008**, or tax year beginning **12/01**, **2008**, and ending **11/30**, **2009**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **28:19, INC.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite: **7300 N. COMANCHE**

City or town, state, and ZIP code: **OKLAHOMA CITY, OK 73132**

A Employer identification number: **73-6091732**

B Telephone number (see page 10 of the instructions): **(405) 721-2797**

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 5,590,923.**

J Accounting method: Cash Accrual
 Other (specify) _____

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

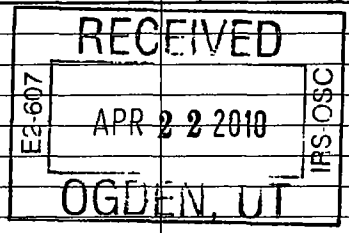
E If private foundation status was terminated under section 507(b)(1)(A) check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule)	55,616.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	19,879.	19,879.		
4	Dividends and interest from securities	140.	140.		
5a	Gross rents	205,877.	205,877.		
b	Net rental income or (loss)	98,653.			
6a	Net gain or (loss) from sale of assets not on line 10	NONE			
b	Gross sales price for all assets on line 6a	500,000.			
7	Capital gain net income (from Part IV, line 2)		NONE		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances	4,071.			STMT 1
b	Less Cost of goods sold	3,664.			
c	Gross profit or (loss) (attach schedule)	407.		407.	
11	Other income (attach schedule)	19,612.	16,387.		STMT 2
12	Total. Add lines 1 through 11	301,531.	242,283.	407.	
13	Compensation of officers, directors, trustees, etc.	NONE			
14	Other employee salaries and wages	98,811.	NONE		98,811.
15	Pension plans, employee benefits	81,170.	NONE		81,170.
16a	Legal fees (attach schedule) STMT 3	14,455.	13,541.	NONE	915.
b	Accounting fees (attach schedule) STMT 4	7,900.	2,765.	NONE	5,135.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	26,919.	20,213.		6,706.
19	Depreciation (attach schedule) and depletion **	47,831.	23,052.	NONE	
20	Occupancy				
21	Travel, conferences, and meetings	22,840.	NONE		22,840.
22	Printing and publications				
23	Other expenses (attach schedule) STMT 6	288,079.	104,000.		184,079.
24	Total operating and administrative expenses. Add lines 13 through 23	588,005.	163,571.	NONE	399,656.
25	Contributions, gifts, grants paid	297,227.			297,227.
26	Total expenses and disbursements. Add lines 24 and 25	885,232.	163,571.	NONE	696,883.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-583,701.			
b	Net investment income (if negative, enter -0-)		78,712.		
c	Adjusted net income (if negative, enter -0-)			407.	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. **STMT 5 ***STMT 13

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SCANNED APR 28 2010

Operating and Administrative Expenses

[Handwritten signature]

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	300.	18,242.	18,242.
	2 Savings and temporary cash investments	1,064,901.	420,048.	420,048.
	3 Accounts receivable ▶ 4,371.			
	Less allowance for doubtful accounts ▶ NONE	NONE	4,371.	4,371.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use	33,184.	58,455.	58,455.
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule) STMT 7	500,106.	526,833.	523,903.
	11 Investments - land, buildings, and equipment basis ▶ 2,813,312.			
Less accumulated depreciation (attach schedule) ▶ STMT 13 1,051,163.	1,764,618.	1,762,149.	4,463,760.	
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 8	69,884.	69,884.	69,884.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ STMT 9)	36,754.	32,260.	32,260.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,469,747.	2,892,242.	5,590,923.	
Liabilities	17 Accounts payable and accrued expenses	20,696.	26,892.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	20,696.	26,892.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	3,449,051.	2,865,350.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
30 Total net assets or fund balances (see page 17 of the instructions)	3,449,051.	2,865,350.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,469,747.	2,892,242.		

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	3,449,051.
2 Enter amount from Part I, line 27a	2	-583,701.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,865,350.
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	2,865,350.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
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				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8,	}			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	380,997.	5,183,333.	0.073504
2006	365,471.	4,414,735.	0.082784
2005	325,954.	4,809,135.	0.067778
2004	471,546.	4,472,068.	0.105442
2003	710,988.	4,304,109.	0.165188
2 Total of line 1, column (d)			2 0.494696
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 0.098939
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 5,166,761.
5 Multiply line 4 by line 3			5 511,194.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 787.
7 Add lines 5 and 6			7 511,981.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 716,338.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of 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 letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	787.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	787.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	787.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6 a	2,800.
b	Exempt foreign organizations-tax withheld at source	6 b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6 c	NONE
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	2,800.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,013.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax 800. Refunded	11	1,213.

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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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
1 c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ NONE (2) On foundation managers \$ NONE		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ NONE		
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
4 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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) OK		
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <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

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)(3)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address NONE
14 The books are in care of ROBERT ROSS Telephone no (405) 721-2797
Located at 7300 N. COMANCHE, OKLAHOMA CITY, OK ZIP + 4 73132
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A
and enter the amount of tax-exempt interest received or accrued during the year 15

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? Yes No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) 2b 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
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2008 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 2008) 3b X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? 4b X

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

- 5 a During the year did the foundation pay or incur any amount to
 - (1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5 b** 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a 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? Yes No **6 b** X
 If you answered "Yes" to 6b, also file Form 8870

7 a 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? Yes No **7 b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PRAXIS DEVELOPMENT, INC. 7300 N. COMANCHE, OKLAHOMA CITY, OK 73132	MANAGEMENT FEES	124,998.

Total number of others receiving over \$50,000 for professional services NONE

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 DISTRIBUTION OF WORSHIP BOOKS AND/OR LEADERSHIP GUIDES TO CHURCHES, MISSIONARIES, WOMEN'S CONFERENCE AND PRISON FELLOWSHIP CONFERENCE AND OPERATION OF BIBLE STUDIES.	26,934.
2 -----	
3 -----	
4 -----	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2 -----	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	415,593.
b	Average of monthly cash balances	1b	1,211,262.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	3,618,588.
d	Total (add lines 1a, b, and c)	1d	5,245,443.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,245,443.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	78,682.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,166,761.
6	Minimum investment return. Enter 5% of line 5	6	258,338.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	258,338.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	787.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	.
c	Add lines 2a and 2b	2c	787.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	257,551.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	257,551.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	257,551.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	696,883.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	19,455.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	716,338.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	787.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	715,551.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				257,551.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20__ 20__ 20__		NONE		
3 Excess distributions carryover, if any, to 2008				
a From 2003	504,681.			
b From 2004	251,745.			
c From 2005	88,699.			
d From 2006	153,521.			
e From 2007	124,605.			
f Total of lines 3a through e	1,123,251.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ _____ 716,338.				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				257,551.
e Remaining amount distributed out of corpus	458,787.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,582,038.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		0.
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	504,681.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,077,357.			
10 Analysis of line 9				
a Excess from 2004	251,745.			
b Excess from 2005	88,699.			
c Excess from 2006	153,521.			
d Excess from 2007	124,605.			
e Excess from 2008	458,787.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

KORY WARR - PRESIDENT

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 11				
Total				▶ 3a 297,227.
b <i>Approved for future payment</i>				
Total				▶ 3b

FORM 990-PF, PART I - GROSS SALES LESS RETURNS AND ALLOWANCES
=====

DESCRIPTION

AMOUNT

BOOK SALES

4,071.

TOTAL

4,071.
=====

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OIL & GAS ROYALTIES AND LEASE BONUS	16,387.	16,387.
FEDERAL EXCISE TAX REFUND	3,225.	NONE
TOTALS	19,612.	16,387.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	14,455.	13,541.		915.
TOTALS	14,455.	13,541.	NONE	915.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	7,900.	2,765.		5,135.
TOTALS	7,900.	2,765.	NONE	5,135.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROPERTY TAXES	26,834.	20,213.	6,621.
MISCELLANEOUS TAXES	85.	NONE	85.
TOTALS	26,919.	20,213.	6,706.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEE	124,998.	43,749.	81,249.
MINISTRY EXPENSE	26,934.	NONE	26,934.
REPAIRS & MAINTENANCE	45,186.	9,848.	35,338.
COMMISSIONS	4,396.	4,396.	NONE
CELLULAR PHONE	1,714.	NONE	1,714.
INSURANCE EMPLOYEES	29,274.	NONE	29,274.
MEALS & ENTERTAINMENT	424.	NONE	424.
OFFICE SUPPLIES	146.	NONE	146.
ENGINEERING EXPENSE	30,167.	29,067.	1,100.
DUES & PUBLICATIONS	456.	NONE	456.
POSTAGE	1,452.	NONE	1,452.
INSURANCE	22,083.	16,940.	5,143.
MISCELLANEOUS EXPENSE	849.	NONE	849.
TOTALS	288,079.	104,000.	184,079.

28:19, INC.

73-6091732

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FIDELITY BOND FUND	2,743.	2,743.	3,372.
HOME DEPOT BONDS	497,363.	NONE	NONE
DCPM BONDS	NONE	105,323.	104,485.
DOW BONDS	NONE	157,552.	156,389.
GENWORTH BONDS	NONE	102,287.	102,446.
ALCOA BONDS	NONE	158,928.	157,211.
TOTALS	500,106.	526,833.	523,903.

28:19, INC.

73-6091732

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MINERAL INT - CANADIAN CO	69,175.	69,175.	69,175.
MINERAL INT - BECKHAM CO	19.	19.	19.
MINERAL INT - OK CO	690.	690.	690.
TOTALS	69,884.	69,884.	69,884.

28:19, INC.

73-6091732

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ORGANIZATION EXPENSE	350.	350.	350.
PREPAID COMMISSIONS	34,799.	30,403.	30,403.
UTILITY DEPOSITS	1,605.	1,507.	1,507.
TOTALS	36,754.	32,260.	32,260.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KORY W. WARR 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	PRESIDENT/TRUSTEE 15.	NONE	NONE	NONE
ROBERT ROSS 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	VICE PRESIDENT 4.	NONE	NONE	NONE
GAIL MOORE 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	SECRETARY/TREASURER 4.	NONE	NONE	NONE
IRMA E. WARR 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	TRUSTEE 30.	NONE	NONE	NONE
MARIAN P. OPALA 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	TRUSTEE 1.	NONE	NONE	NONE
GRAND TOTALS		NONE	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ST ELIJAH ANTIOCHIAN ORTHODOX CHRISTIAN CHURCH
15000 N MAY AVE
OKLAHOMA CITY, OK 73134

GENERAL MINISTRY PURPOSES

296,000.

ANNA'S HOUSE FOUNDATION
5901 N MACARTHUR BLVD
OKLAHOMA CITY, OK 73122

GENERAL PURPOSES

1,227.

TOTAL CONTRIBUTIONS PAID

297,227

28:19, INC.

73-6091732

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OIL & GAS ROYALTIES			15	16,387.	
FEDERAL EXCISE TAX REFUND			01	3,225.	
TOTALS				19,612.	

28 19, Inc
EIN 73-6091732
November 30, 2009

FORM 990-PF, PART I, LINE 19 AND PART II, LINE 11

<u>Asset Description</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Depreciation Expense</u>
Land	683,048	0	0
5717 N MacArthur	175,132	152,583	3,427
5901 N MacArthur	349,274	16,296	8,386
6351 N MacArthur	273,912	273,912	0
6353 N MacArthur	59,294	42,377	1,314
6305 N MacArthur	26,188	7,183	964
6343 N MacArthur	480,198	38,477	12,313
Conference Center-HMRC	80,440	28,182	1,820
Vehicles	15,982	15,982	0
Canadian County Farm	1,130	1,092	75
Equipment	14,513	14,104	273
Furniture and Fixtures (5717 N)	28,566	24,814	2,497
Furniture and Fixtures (HRMC)	73,573	72,365	419
Land Improvements	10,469	10,469	0
Portable Building	1,810	1,810	0
Retreat Center	537,070	348,803	16,344
Satellite-HMRC	2,714	2,714	0
Totals	<u>2,813,313</u>	<u>1,051,163</u>	<u>47,832</u>