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**Return of Organization Exempt From Income Tax****2008**Department of the Treasury  
Internal Revenue ServiceUnder 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

**Open to Public Inspection****For the 2008 calendar year, or tax year beginning 6/01, 2008, and ending 5/31, 2009**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See specific instructions. <b>Texas Bar Foundation</b> <b>504 Lavaca Street #1005</b> <b>Austin, TX 78701</b>	<b>D Employer Identification Number</b> <b>74-6074796</b>
		<b>E Telephone number</b> <b>(512) 480-8000</b>
<b>F Name and address of principal officer</b> <b>Andrea Stone</b> <b>Same As C Above</b>		<b>G Gross receipts \$</b> <b>5,307,042.</b>
<b>I Tax-exempt status</b> <input checked="" type="checkbox"/> 501(c) ( 3 ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list (see instructions)
<b>J Website:</b> <b>www.txbf.org</b>		<b>H(c) Group exemption number</b> ▶
<b>K Type of organization</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L Year of Formation</b> <b>1965</b> <b>M State of legal domicile</b> <b>TX</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities. <u>The Foundation solicits charitable contributions and provides funding to enhance the rule of law and the system of justice in Texas.</u>		
	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	17
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	17
	5 Total number of employees (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	229
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
7b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
<b>Revenue</b>	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	1,350,547.	1,075,993.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	495,025.	-454,691.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	57,737.	68,417.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,651,657.	689,719.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	805,344.	757,410.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
<b>Expenses</b>	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10).		
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	131,958.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	740,945.	749,477.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,546,289.	1,506,887.
	19 Revenue less expenses Subtract line 18 from line 12	1,105,368.	-817,168.
	<b>Net Assets or Fund Balances</b>	20 Total assets (Part X, line 16)	Beginning of Year
21 Total liabilities (Part X, line 26)		19,762,425.	15,634,209.
22 Net assets or fund balances. Subtract line 21 from line 20		52,320.	116,068.
		19,710,105.	15,518,141.

**Part II Signature Block**

<b>Sign Here</b>	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.	
	Signature of officer: <u>Edmund F. Fernandez</u> Date: <u>3/23/10</u>	
<b>Paid Preparer's Use Only</b>	Preparer's signature: <u>[Signature]</u>	Date: <u>3/13/10</u>
	Firm's name (or yours if self-employed), address, and ZIP + 4: <u>Dupagan Jack LLP</u> <u>3724 Jefferson Street, Suite 307</u> <u>Austin, TX 78731</u>	Check if self-employed: <input checked="" type="checkbox"/> <b>N/A</b>
	EIN: <u>N/A</u>	Preparer's identifying number (see instructions): <u>N/A</u>
	Phone no: <u>(512) 420-8997</u>	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No**BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.**

TEEA0112L 12/22/08 Form 990 (2008)

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**Part III Statement of Program Service Accomplishments** (see instructions)

1. Briefly describe the organization's mission:

See Schedule O


2. Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O.



3. Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O.

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 \$ 998,385. including grants of \$ 757,410.) (Revenue \$ )

Enhance the rule of law and the system of justice in Texas, especially programs for administration of justice; ethics in the legal profession; legal assistance for the needy; legal research, publications &amp; forums; and education of the public.

4b (Code: ) (Expenses \$ ) including grants of \$ ) (Revenue \$ )4c (Code: ) (Expenses \$ ) including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O.)

(Expenses \$ ) including grants of \$ ) (Revenue \$ )

4e Total program service expenses ► \$ 998,385. (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)? If 'Yes,' complete Schedule A	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? If 'Yes,' complete Schedule C, Part I		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II		X
5 <b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III		
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? If 'Yes,' complete Schedule D, Part 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? If 'Yes,' complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		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? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V	X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	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? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		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.? If 'Yes,' complete Schedule F, Part 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? If 'Yes,' complete Schedule F, Part II		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? If 'Yes,' complete Schedule F, Part III		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If 'Yes,' complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III		X
23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? If 'Yes,' complete Schedule J		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, and that was issued after December 31, 2002? If 'Yes,' answer questions 24b-24d and complete Schedule K. If 'No,' go to question 25		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 <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part 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? If 'Yes,' complete Schedule L, Part 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? If 'Yes,' complete Schedule L, Part II		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? If 'Yes,' complete Schedule L, Part III		X

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**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>28</b> During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b> 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>	<b>28a</b>	X
<b>b</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>	<b>28b</b>	X
<b>c</b> 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>	<b>28c</b>	X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>	<b>29</b>	X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>	<b>30</b>	X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>	<b>31</b>	X
<b>32</b> 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>	<b>32</b>	X
<b>33</b> 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>	<b>33</b>	X
<b>34</b> 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>	<b>34</b>	X
<b>35</b> 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>	<b>35</b>	X
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>	<b>36</b>	X
<b>37</b> 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>	<b>37</b>	X

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**Part V Statements Regarding Other IRS Filings and Tax Compliance**

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

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Form 990 (2008)

**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**

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.

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body . . . . .		
<b>1b</b> Enter the number of voting members that are independent . . . . .		
<b>2</b> 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
<b>3</b> 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
<b>4</b> Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . . . . See Sch. O . . . . .	X	
<b>5</b> Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .		X
<b>6</b> Does the organization have members or stockholders? . . . . .		X
<b>7a</b> Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . . See Schedule O . . . . .	X	
<b>7b</b> Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .		X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following. . . . .		
<b>a</b> The governing body? . . . . .	X	
<b>b</b> Each committee with authority to act on behalf of the governing body? . . . . .	X	
<b>9a</b> Does the organization have local chapters, branches, or affiliates? . . . . .		X
<b>b</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? . . . . .		
<b>10</b> 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. See Schedule O . . . . .	X	
<b>11</b> 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
<b>12a</b> Does the organization have a written conflict of interest policy? If 'No,' go to line 13 . . . . .	X	
<b>b</b> Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	X	
<b>c</b> Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. . . . . See Schedule O . . . . .	X	
<b>13</b> Does the organization have a written whistleblower policy? . . . . .	X	
<b>14</b> Does the organization have a written document retention and destruction policy? . . . . .	X	
<b>15</b> 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. . . . .		
<b>a</b> The organization's CEO, Executive Director, or top management official? . . . . .	X	
<b>b</b> Other officers of key employees of the organization? See Schedule O . . . . .	X	
Describe the process in Schedule O. (see instructions) . . . . .		
<b>16a</b> 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>b</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. Disclosures**

**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.

☐ Own website ☒ Another's website ☒ 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. See Schedule O

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

▶ Andrea Stone 504 Lavaca Street, Suite 1005 Austin TX 78701 (512) 480-8000

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors****Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) or more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Mark Shank Chair	3	X		X				0.	0.	0.
Scott Rozzell Chair-Elect	3	X		X				0.	0.	0.
Edward Fernandes Secretary/Treas	3	X		X				0.	0.	0.
James Alsup Trustee	2	X						0.	0.	0.
Mike Baggett Fellows Chair	3	X						0.	0.	0.
Martin Beirne, Jr. Trustee	2	X						0.	0.	0.
Robert Black Trustee	2	X						0.	0.	0.
JoAl Cannon-Sheridan Trustee	2	X						0.	0.	0.
Jim Coronado Trustee	2	X						0.	0.	0.
Jennie Malouf Gilchrist Public Member	2	X						0.	0.	0.
Warren Harris Fellows Secreta	3	X						0.	0.	0.
Linda Hunsaker Public Member	4	X						0.	0.	0.
Frances King Public Member	2	X						0.	0.	0.
David McAtee Past Chair	3	X						0.	0.	0.
David McAtee II Fellows Vice Ch	3	X						0.	0.	0.
Mark Osborn Trustee	2	X						0.	0.	0.
Melody Wilkinson Fellows Past Ch	3	X						0.	0.	0.



**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont.)**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Andrea Stone Executive Direc	40			X				0.	55,439.	10,049.
Anne Yeakel Fmr Exec Dir	40			X				0.	102,262.	11,558.
<b>1 b Total</b>								0.	157,701.	21,607.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ▶ 0

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual . . . . .

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual . . . . .

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person . . . . .

	Yes	No
3		X
4		X
5		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of Services	(C) Compensation
State Bar of Texas 1414 Colorado Street Austin, TX 78701	TBF staff & support	295,747.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization ▶ 1

**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
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>				
	<b>b</b> Membership dues . . . . .	<b>1b</b>				
	<b>c</b> Fundraising events . . . . .	<b>1c</b>				
	<b>d</b> Related organizations . . . . .	<b>1d</b>	90,000.			
	<b>e</b> Government grants (contributions) . . . . .	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1f</b>	985,993.			
	<b>g</b> Noncash contribns included in lns 1a-1f: \$ . . . . .					
<b>h Total.</b> Add lines 1a-1f . . . . .			1,075,993.			
<b>PROGRAM SERVICE REVENUE</b>	<b>Business Code</b>					
	<b>2a</b> . . . . .					
	<b>b</b> . . . . .					
	<b>c</b> . . . . .					
	<b>d</b> . . . . .					
	<b>e</b> . . . . .					
	<b>f</b> All other program service revenue . . . . .					
<b>g Total.</b> Add lines 2a-2f . . . . .						
<b>OTHER REVENUE</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts) . . . . .		478,981.			478,981.
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .					
	<b>5</b> Royalties . . . . .					
			(i) Real	(ii) Personal		
	<b>6a</b> Gross Rents . . . . .					
	<b>b</b> Less rental expenses . . . . .					
	<b>c</b> Rental income or (loss) . . . . .					
	<b>d</b> Net rental income or (loss) . . . . .					
			(i) Securities	(ii) Other		
	<b>7a</b> Gross amount from sales of assets other than inventory . . . . .		3,683,651.			
	<b>b</b> Less: cost or other basis and sales expenses . . . . .		4,617,323.			
	<b>c</b> Gain or (loss) . . . . .		-933,672.			
	<b>d</b> Net gain or (loss) . . . . .		-933,672.			-933,672.
	<b>8a</b> Gross income from fundraising events (not including \$ . . . . . of contributions reported on line 1c). See Part IV, line 18 . . . . .		<b>a</b>			
	<b>b</b> Less direct expenses . . . . .		<b>b</b>			
	<b>c</b> Net income or (loss) from fundraising events . . . . .					
	<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .		<b>a</b>			
	<b>b</b> Less: direct expenses . . . . .		<b>b</b>			
	<b>c</b> Net income or (loss) from gaming activities . . . . .					
	<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .		<b>a</b>			
<b>b</b> Less: cost of goods sold . . . . .		<b>b</b>				
<b>c</b> Net income or (loss) from sales of inventory . . . . .						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11a</b> Annual dinner . . . . .			66,700.			66,700.
<b>b</b> Other income . . . . .			1,717.			1,717.
<b>c</b> . . . . .						
<b>d</b> All other revenue . . . . .						
<b>e Total.</b> Add lines 11a-11d . . . . .			68,417.			
<b>12 Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e . . . . .			689,719.	0.	0.	-386,274.

**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).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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	757,410.	757,410.		
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				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B))	0.	0.	0.	0.
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				
b Legal				
c Accounting	15,042.		15,042.	
d Lobbying				
e Prof fundraising svcs. See Part IV, ln 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	28,697.	8,322.	16,070.	4,305.
17 Travel	17,690.	10,614.	3,184.	3,892.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	52,366.		23,672.	28,694.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
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 SBOT reimbursement for staff	273,497.	164,098.	49,229.	60,170.
b Investment management fees	78,584.		78,584.	
c Printing and Publications	64,305.	8,430.	46,016.	9,859.
d Meals & refreshments	60,324.	18,097.	42,227.	
e Software, equip rental, maint	36,499.	15,429.	20,158.	912.
f All other expenses	122,473.	15,985.	82,362.	24,126.
25 Total functional expenses. Add lines 1 through 24f	1,506,887.	998,385.	376,544.	131,958.
26 Joint Costs. Check here <input checked="" 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				

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Form 990 (2008)

**Part X Balance Sheet**

		(A) Beginning of year	(B) End of year
<b>ASSETS</b>	1 Cash — non-interest-bearing		1 97,223.
	2 Savings and temporary cash investments	1,979,164.	2 1,309,734.
	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	5,275.	9 15,643.
	10a Land, buildings, and equipment: cost basis	10a 23,797.	
	b Less accumulated depreciation. Complete Part VI of Schedule D	10b 21,417.	10c 2,380.
	11 Investments — publicly-traded securities	17,444,112.	11 13,850,149.
	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	331,494.	15 359,080.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	19,762,425.	16 15,634,209.	
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses		17 13,499.
	18 Grants payable		18
	19 Deferred revenue	34,200.	19 26,750.
	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	18,120.	25 75,819.
	26 <b>Total liabilities.</b> Add lines 17 through 25	52,320.	26 116,068.
<b>NET ASSETS OR FUND BALANCES</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29 and lines 33 and 34.</b>		
	27 Unrestricted net assets	6,830,569.	27 2,412,480.
	28 Temporarily restricted net assets	20,000.	28
	29 Permanently restricted net assets	12,859,536.	29 13,105,661.
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>		
	30 Capital stock or trust principal, or current funds		30
	31 Paid-in or capital surplus, or land, building, and equipment fund		31
	32 Retained earnings, endowment, accumulated income, or other funds		32
33 <b>Total net assets or fund balances.</b>	19,710,105.	33 15,518,141.	
34 <b>Total liabilities and net assets/fund balances.</b>	19,762,425.	34 15,634,209.	

**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 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?	X	
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?		

BAA

Form 990 (2008)

Department of the Treasury  
Internal Revenue Service

**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

Texas Bar Foundation

Employer identification number

74-6074796

<b>Part I Reason for Public Charity Status</b> (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 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 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 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 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? .....	11 g (i)	
(ii) a family member of a person described in (i) above? .....	11 g (ii)	
(iii) a 35% controlled entity of a person described in (i) or (ii) above? ..	11 g (iii)	

#### **h** Provide the following information about the organizations the organization supports

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2008

**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
<b>1</b> Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)	1,166,594.	985,135.	1,073,425.	1,350,547.	1,075,993.	5,651,694.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						0.
<b>3</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.						0.
<b>4 Total.</b> Add lines 1-3	1,166,594.	985,135.	1,073,425.	1,350,547.	1,075,993.	5,651,694.
<b>5</b> 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)						0.
<b>6 Public support.</b> Subtract line 5 from line 4						5,651,694.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4.	1,166,594.	985,135.	1,073,425.	1,350,547.	1,075,993.	5,651,694.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	360,346.	446,783.	520,037.	495,025.	478,981.	2,301,172.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						0.
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) See Part IV	24,585.	47,517.	64,104.	57,737.	68,417.	262,360.
<b>11 Total support.</b> Add lines 7 through 10						8,215,226.
<b>12</b> Gross receipts from related activities, etc. (see instructions)					12	0.

**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**

<b>14</b> Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	68.8 %
<b>15</b> Public support percentage for 2007 Schedule A, Part IV-A, line 26f	15	70.1 %

**16a 33-1/3 support test – 2008.** If the organization did not check the box on line 13, and the 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 ☐

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Schedule A (Form 990 or 990-EZ) 2008

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

**Section B. Total Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6.						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
<b>c</b> Add lines 10a and 10b.						
<b>11</b> Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on.						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						
<b>13 Total support.</b> (add lns 9, 10c, 11, and 12.)						
<b>14 First five years.</b> 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**

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

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)).	<b>17</b>	%
<b>18</b> Investment income percentage from 2007 Schedule A, Part IV-A, line 27h.	<b>18</b>	%
<b>19a 33-1/3 support tests — 2008.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
<b>b 33-1/3 support tests — 2007.</b> If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. <input type="checkbox"/>		

**Part IV** **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

[illegible]



**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, lines 6, 7, 8, 9, 10, 11, or 12.**

OMB No 1545-0047

**2008****Open to Public  
Inspection**

Name of the organization

Texas Bar Foundation

Employer identification number

74-6074796

**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 easement 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 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.

1 a 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, 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 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
c Beginning balance	1 c
d Additions during the year	1 d
e Distributions during the year	1 e
f Ending balance	1 f

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	19,350,098.				
b Contributions	475,000.				
c Investment earnings or losses	-3,939,115.				
d Grants or scholarships					
e Other expenditures for facilities and programs	760,000.				
f Administrative expenses	14,595.				
g End of year balance	15,111,388.				

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ 13.00 %  
 b Permanent endowment ▶ 87.00 %  
 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)		X
3a(ii)		X
3b		X

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

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

**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				
e Other		23,797.	21,417.	2,380.
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c)).				2,380.

BAA

Schedule D (Form 990) 2008



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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	689,719.
2	Total expenses (Form 990, Part IX, column (A), line 25)	1,506,887.
3	Excess or (deficit) for the year. Subtract line 2 from line 1.	-817,168.
4	Net unrealized gains (losses) on investments	-3,377,100.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV) <b>See Part XIV</b>	2,304.
9	Total adjustments (net). Add lines 4-8	-3,374,796.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9.	-4,191,964.

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

1	Total revenue, gains, and other support per audited financial statements	1	-2,763,661.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-3,377,100.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV) <b>See Part XIV</b>	2d	2,304.
e	Add lines 2a through 2d	2e	-3,374,796.
3	Subtract line 2e from line 1	3	611,135.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	78,584.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	78,584.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	689,719.

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

1	Total expenses and losses per audited financial statements	1	1,428,303.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	1,428,303.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	78,584.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	78,584.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	1,506,887.

**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

**Part V, Line 4 - Intended Uses Of Endowment Fund**

**To support Texas Bar Foundation.**

<b>Part XIV</b>	<b>Supplemental Information</b> <i>(continued)</i>
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**BAA**

$$\frac{64}{0}$$

### 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.

[illegible]This image shows a vertical rectangular sheet of white paper. It contains ten horizontal dashed lines, evenly spaced from top to bottom. These lines are intended for handwriting practice, typically used to guide letter height and placement in primary school education. The lines extend across the full width of the page.

## 2008

► 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.

Employer identification number

74-6074796

(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
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(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
---	-------------------------	--	---------------------	---------------------------	----------------------------------

## Part II Identification of Related Tax-Exempt Organizations

[illegible]





**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:

	Yes	No
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity . . . . .	<b>1a</b>	<b>1a</b>
<b>b</b> Gift, grant, or capital contribution to other organization(s) . . . . .	<b>1b</b>	<b>1b</b>
<b>c</b> Gift, grant, or capital contribution from other organization(s) . . . . .	<b>1c</b>	<b>1c</b>
<b>d</b> Loans or loan guarantees to or for other organization(s) . . . . .	<b>1d</b>	<b>1d</b>
<b>e</b> Loans or loan guarantees by other organization(s) . . . . .	<b>1e</b>	<b>1e</b>
<b>f</b> Sale of assets to other organization(s) . . . . .	<b>1f</b>	<b>1f</b>
<b>g</b> Purchase of assets from other organization(s) . . . . .	<b>1g</b>	<b>1g</b>
<b>h</b> Exchange of assets . . . . .	<b>1h</b>	<b>1h</b>
<b>i</b> Lease of facilities, equipment, or other assets to other organization(s) . . . . .	<b>1i</b>	<b>1i</b>
<b>j</b> Lease of facilities, equipment, or other assets from other organization(s) . . . . .	<b>1j</b>	<b>1j</b>
<b>k</b> Performance of services or membership or fundraising solicitations for other organization(s) . . . . .	<b>1k</b>	<b>1k</b>
<b>l</b> Performance of services or membership or fundraising solicitations by other organization(s) . . . . .	<b>1l</b>	<b>1l</b>
<b>m</b> Sharing of facilities, equipment, mailing lists, or other assets . . . . .	<b>1m</b>	<b>1m</b>
<b>n</b> Sharing of paid employees . . . . .	<b>1n</b>	<b>1n</b>
<b>o</b> Reimbursement paid to other organization for expenses . . . . .	<b>1o</b>	<b>1o</b>
<b>p</b> Reimbursement paid by other organization for expenses . . . . .	<b>1p</b>	<b>1p</b>
<b>q</b> Other transfer of cash or property to other organization(s) . . . . .	<b>1q</b>	<b>1q</b>
<b>r</b> Other transfer of cash or property from other organization(s) . . . . .	<b>1r</b>	<b>1r</b>

**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	(B) Transaction type (a-r)	(C) Amount involved
(1) State Bar of Texas	c	90,000.
(2) State Bar of Texas	l	22,250.
(3) State Bar of Texas	n	273,497.
(4) State Bar of Texas	o	295,747.
(5)		
(6)		



**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

Texas Bar Foundation

Employer identification number

74-6074796

**Explanation of Amended Return**

\* Form 990, Part VI, Lines 12b,c were corrected to properly reflect the policies in effect during the year.

\* Form 990, Part VII, Line 1a was corrected to properly reflect the average hours per week for certain Trustees.

**Form 990, Part III, Line 1 - Organization Mission**

The Foundation solicits charitable contributions and provides funding to enhance the rule of law and the system of justice in Texas, especially for programs that relate to the administration of justice; ethics in the legal profession; legal assistance for the needy; the encouragement of legal research, publications & forums; and the education of the public.

**Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents**

The Articles of Incorporation were amended January 23, 2009 to change the number of Trustees with full voting rights.

**Form 990, Part VI, Line 7a - How Members or Shareholders Elect Governing Body**

The Fellows of the Texas Bar Foundation annually elect three officers who are voting members of the Board of Trustees of the Foundation.

**Form 990, Part VI, Line 10 - Form 990 Review Process**

A draft of Form 990 is distributed to the entire Board electronically. The entire Board has an opportunity to comment on the return before it is finalized and filed.

**Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts**

Conflict of Interest Policy: Members of the Board of Trustees of the Texas Bar Foundation have a fiduciary responsibility to the Texas Bar Foundation.

\* Board members acting in their official capacity must exercise their authority exclusively for the benefit of the Texas Bar Foundation and may not engage in

Name of the organization

Texas Bar Foundation

Employer identification number

74-6074796

**Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts (contin**

activities to their own benefit which are detrimental to the Foundation.

\* Annually Board members shall disclose interests that could give rise to conflicts.

\* The Secretary/Treasurer is charged with monitoring compliance with the Conflict of Interest policy. The full Board is charged with enforcing compliance. Annually at the January Board meeting the Secretary/Treasurer will report on matters which may have arisen during the year.

**Form 990, Part VI, Line 15b - Compensation Review & Approval Process for Officers & Key Employees**

The Foundation's independent Board draws upon other board experience, business experience, discussions with other organizations, and any other sources considered necessary to determine compensation for the Executive Director and any other officers.

**Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available**

Available upon request.

Texas Bar Foundation

74-6074796

## Part II, Line 10 - Other Income

<u>Nature and Source</u>	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Annual dinner	66,700.	49,975.	51,000.	43,150.	23,959.
Other income	1,717.	7,762.	13,104.	4,367.	626.
Total	<u>\$ 68,417.</u>	<u>\$ 57,737.</u>	<u>\$ 64,104.</u>	<u>\$ 47,517.</u>	<u>\$ 24,585.</u>

2008

## Schedule D, Part XIV - Supplemental Information

Page 6

Texas Bar Foundation

74-6074796

**Schedule D, Part XI, Line 8**  
**Other Changes In Net Assets Or Fund Balances**

Unrealized gain on cash surrender value of life insurance	Total	\$ 2,304.
		<u>\$ 2,304.</u>

**Schedule D, Part XII, Line 2d**  
**Other Revenue Included In F/S But Not Included On Form 990**

Increase in cash surrender value	Total	\$ 2,304.
		<u>\$ 2,304.</u>

Hester Capital Management LLC  
**REALIZED GAINS AND LOSSES**

*Texas Bar Foundation*

**014**

*From 06-01-08 Through 05-31-09*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-11-08	06-04-08	300	Cisco Sys Inc Common	7,051	8,055	1,004	
08-24-05	06-04-08	800	Cisco Sys Inc Common	14,128	21,480		7,352
10-04-06	06-06-08	500	Joy Global Inc	18,291	44,322		26,031
12-10-03	06-11-08	1,200	Citigroup, Inc	56,857	23,451		-33,406
04-05-00	06-11-08	1,800	Citigroup, Inc	74,379	35,176		-39,202
10-12-06	06-11-08	500	American International Group	33,632	16,556		-17,076
12-29-03	06-11-08	1,500	American International Group	98,280	49,668		-48,612
09-27-05	06-11-08	200	American International Group	12,150	6,622		-5,528
12-09-03	06-11-08	3,300	American International Group	196,723	109,269		-87,454
09-05-03	06-30-08	200	Baker Hughes	6,461	17,826		11,364
08-18-05	06-30-08	800	MDU Resources Group, Inc	15,759	27,821		12,062
01-12-05	07-09-08	1,225	CBS Corporation	37,051	21,741		-15,310
01-13-05	07-09-08	925	CBS Corporation	27,779	16,417		-11,363
10-12-06	07-09-08	550	CBS Corporation	15,633	9,761		-5,872
02-21-06	07-15-08	250	TrueBlue Inc	6,027	3,249		-2,778
02-14-06	07-15-08	400	TrueBlue Inc	9,628	5,199		-4,429
03-08-06	07-15-08	300	TrueBlue Inc	7,138	3,899		-3,239
03-09-06	07-15-08	950	TrueBlue Inc	22,525	12,347		-10,178
02-13-06	07-15-08	200	TrueBlue Inc	4,730	2,599		-2,131
10-12-06	07-15-08	600	CBS Corporation	17,054	10,301		-6,753
02-13-06	07-16-08	300	TrueBlue Inc	7,095	3,997		-3,098
02-10-06	07-16-08	500	TrueBlue Inc	11,812	6,662		-5,150
05-24-06	07-16-08	1,000	TrueBlue Inc	23,447	13,324		-10,124
10-01-04	07-17-08	1,650	Microsoft Corporation	46,518	45,205		-1,312
05-24-06	07-17-08	600	TrueBlue Inc	14,068	8,835		-5,233
02-08-06	07-17-08	200	TrueBlue Inc	4,682	2,945		-1,737
07-20-06	07-17-08	800	TrueBlue Inc	13,100	11,780		-1,320
07-20-06	07-18-08	200	TrueBlue Inc	3,275	2,941		-334
07-20-06	07-21-08	1,000	TrueBlue Inc.	16,375	14,462		-1,913
07-20-06	07-22-08	300	TrueBlue Inc.	4,912	4,382		-531
02-11-08	07-22-08	300	TrueBlue Inc.	3,579	4,382	803	
02-11-08	07-23-08	100	TrueBlue Inc	1,193	1,468	275	
09-24-07	07-25-08	500	Waste Connections Inc	15,663	17,252	1,589	
08-22-07	07-25-08	500	Waste Connections Inc	15,180	17,252	2,072	
09-28-07	07-30-08	500	Lender Processing Services Inc	19,333	16,334	-2,999	
01-16-08	07-30-08	50	Lender Processing Services Inc	1,661	1,633	-27	
01-16-08	07-31-08	325	Lender Processing Services Inc.	10,795	10,936	142	
07-17-06	07-31-08	400	Lender Processing Services Inc.	11,978	13,460		1,482
03-21-07	08-01-08	450	General Dynamics Corp Com	35,338	40,048		4,710
03-22-07	08-01-08	150	General Dynamics Corp Com	11,613	13,349		1,737
02-11-08	08-01-08	100	U S Bancorp Del New	3,218	3,064	-154	
07-14-05	08-01-08	450	U S Bancorp Del New	13,492	13,790		298
05-22-08	08-08-08	700	Oracle Corporation	15,704	16,399	695	
05-23-08	08-08-08	1,000	Oracle Corporation	22,051	23,428	1,377	
02-11-08	08-11-08	200	Republic Services Inc	6,007	7,000	993	
05-21-02	08-11-08	100	Republic Services Inc	1,387	3,500		2,113



Hester Capital Management LLC  
**REALIZED GAINS AND LOSSES**

***Texas Bar Foundation***

**014**

*From 06-01-08 Through 05-31-09*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-21-02	08-12-08	600	Republic Services Inc	8,322	20,923		12,601
05-21-02	08-12-08	100	Republic Services Inc.	1,387	3,487		2,100
05-21-02	08-13-08	500	Republic Services Inc.	6,935	17,028		10,093
12-29-03	08-14-08	650	Lamar Advertising Company	24,310	25,164		854
11-13-03	08-14-08	550	Lamar Advertising Company	19,365	21,293		1,928
11-13-03	08-15-08	650	Lamar Advertising Company	22,886	25,856		2,969
07-10-02	08-15-08	300	Lamar Advertising Company	9,303	11,933		2,631
07-11-02	08-15-08	200	Lamar Advertising Company	5,872	7,956		2,084
02-11-08	08-18-08	200	Western Union Corp	4,367	5,650	1,283	
01-26-05	08-18-08	550	Western Union Corp	10,104	15,538		5,434
02-06-04	08-18-08	500	Western Union Corp	8,614	14,125		5,511
07-17-06	08-18-08	500	Lender Processing Services Inc	14,972	17,359		2,387
11-08-06	08-22-08	1,100	Foot Locker Inc.	25,478	17,543		-7,935
07-13-06	09-02-08	750	Illinois Tool Works	33,545	37,683		4,139
02-06-04	09-02-08	400	Western Union Corp	6,892	11,180		4,288
08-22-07	09-02-08	500	Waste Connections Inc.	15,180	18,407		3,227
06-11-07	09-02-08	700	Waste Connections Inc.	21,147	25,770		4,623
07-17-06	09-03-08	500	Lender Processing Services Inc	14,972	17,272		2,300
11-08-06	09-04-08	83	Foot Locker Inc	1,922	1,453		-470
01-05-07	09-04-08	900	Foot Locker Inc	19,826	15,751		-4,075
01-23-07	09-04-08	17	Foot Locker Inc	366	298		-69
08-24-05	09-08-08	900	Cisco Sys Inc. Common	15,894	20,340		4,446
12-29-03	09-09-08	300	Pfizer Inc	10,505	5,666		-4,839
05-13-03	09-09-08	1,900	Pfizer Inc	63,408	35,882		-27,526
07-14-05	09-10-08	2,050	U S Bancorp Del New	61,463	65,494		4,031
08-24-05	09-10-08	1,650	U S Bancorp Del New	48,618	52,715		4,097
05-13-03	09-10-08	400	Pfizer Inc	13,349	7,284		-6,065
07-23-03	09-10-08	2,500	Pfizer Inc.	82,112	45,528		-36,585
04-14-05	09-10-08	1,300	Pfizer Inc	35,786	23,675		-12,112
08-24-05	09-11-08	300	U S Bancorp Del New	8,840	9,680		840
08-30-05	09-11-08	1,150	U S Bancorp Del New	33,290	37,106		3,816
10-03-05	09-11-08	1,400	U S Bancorp Del New	39,088	45,173		6,085
02-11-08	09-15-08	200	Bank Of New York Mellon Corp	9,267	7,562	-1,704	
03-04-04	09-15-08	400	Bank Of New York Mellon Corp.	14,062	15,125		1,063
06-11-07	09-18-08	200	Waste Connections Inc	6,042	7,485		1,443
07-09-07	09-18-08	600	Waste Connections Inc	18,025	22,454		4,430
02-11-08	09-18-08	50	Waste Connections Inc	1,458	1,871	413	
10-22-07	09-19-08	100	Vulcan Materials Co	8,503	8,305	-198	
03-04-04	09-19-08	1,000	Bank Of New York Mellon Corp	35,155	34,108		-1,047
02-11-08	09-19-08	150	Waste Connections Inc	4,374	5,805	1,431	
04-25-02	09-19-08	225	Waste Connections Inc	3,455	8,707		5,252
06-11-02	09-19-08	25	Waste Connections Inc	376	967		591
02-11-08	09-22-08	250	Nike Inc Cl B	15,163	15,786	624	
12-04-06	09-24-08	1,750	Seagate Technology	45,607	21,731		-23,876
01-05-07	09-24-08	1,150	Seagate Technology	29,896	14,280		-15,616
12-12-06	09-24-08	1,350	Seagate Technology	34,746	16,764		-17,982
04-21-06	09-24-08	2,800	Seagate Technology	70,402	34,770		-35,632
04-24-06	09-24-08	500	Seagate Technology	12,473	6,209		-6,264
03-06-07	09-24-08	800	Seagate Technology	19,848	9,934		-9,913

Hester Capital Management LLC  
**REALIZED GAINS AND LOSSES**

***Texas Bar Foundation***

**014**

*From 06-01-08 Through 05-31-09*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-14-07	09-24-08	400	Seagate Technology	9,755	4,967		-4,788
03-04-04	09-29-08	600	Bank Of New York Mellon Corp	21,093	19,591		-1,502
03-04-04	09-30-08	598	Bank Of New York Mellon Corp	21,026	18,682		-2,344
09-13-05	09-30-08	943	Bank Of New York Mellon Corp	30,272	29,468		-804
09-29-05	09-30-08	943	Bank Of New York Mellon Corp	29,233	29,468		234
08-13-04	09-30-08	943	Bank Of New York Mellon Corp	27,560	29,468		1,908
04-20-05	09-30-08	472	Bank Of New York Mellon Corp	13,773	14,734		961
06-11-02	10-08-08	650	Waste Connections Inc	9,777	20,950		11,174
04-19-02	10-08-08	900	Waste Connections Inc	13,510	29,008		15,498
06-09-03	10-08-08	2,700	Waste Connections Inc	40,372	87,025		46,653
12-02-02	10-09-08	950	Bard C R Inc Com	25,868	80,378		54,511
06-08-05	10-09-08	275	Toyota Motor Corp ADR	19,832	17,783		-2,050
06-09-05	10-09-08	925	Toyota Motor Corp ADR	66,038	59,814		-6,224
01-23-07	10-09-08	983	Foot Locker Inc	21,175	13,426		-7,749
10-12-06	10-09-08	850	CBS Corporation	24,160	9,025		-15,134
10-16-06	10-09-08	1,250	CBS Corporation	34,974	13,273		-21,702
03-10-05	10-09-08	1,200	CBS Corporation	32,319	12,742		-19,578
11-16-07	10-09-08	6,500	Sprint Nextel Corp	100,155	27,690	-72,465	
12-13-07	10-09-08	1,000	Sprint Nextel Corp	14,494	4,260	-10,234	
01-11-08	10-09-08	800	Sprint Nextel Corp	9,867	3,408	-6,459	
08-04-05	10-09-08	2,150	Comcast CP New CI A	44,065	35,520		-8,545
06-28-06	10-31-08	250	Nike Inc CI B	10,072	14,444		4,372
10-23-07	11-05-08	1,200	Vulcan Materials Co	101,998	68,467		-33,531
12-31-87	11-12-08	45	Bank Of America Corp	0	766		766
02-11-08	11-13-08	150	Hewlett Packard Company	6,330	4,563	-1,767	
11-21-05	11-13-08	393	Hewlett Packard Company	11,510	11,954		444
12-13-00	11-13-08	443	Hewlett Packard Company	12,914	13,475		561
12-15-00	11-13-08	316	Hewlett Packard Company	8,702	9,612		909
02-19-99	11-13-08	800	Hewlett Packard Company	21,672	24,334		2,662
12-18-00	11-13-08	348	Hewlett Packard Company	9,206	10,585		1,379
03-31-04	11-13-08	700	Hewlett Packard Company	16,133	21,292		5,160
02-19-97	11-13-08	250	Hewlett Packard Company	5,473	7,604		2,132
03-08-07	11-14-08	350	Hartford Financial Services	33,707	4,479		-29,228
01-30-07	11-14-08	1,400	Hartford Financial Services	132,224	17,918		-114,306
03-05-07	11-14-08	300	Hartford Financial Services	28,235	3,840		-24,396
10-07-05	11-25-08	400	Exxon Mobil Corporation	23,785	31,172		7,387
05-23-05	11-25-08	500	Exxon Mobil Corporation	27,141	38,965		11,824
06-15-00	12-03-08	100,000	FFCB	89,617	100,000		10,383
			5 530% Due 12-03-08				
04-03-08	12-30-08	1,000	Market Vectors Russia ETF Trust	48,330	12,981	-35,349	
08-05-08	12-30-08	500	Market Vectors Russia ETF Trust	20,915	6,490	-14,425	
10-22-07	12-30-08	1,200	iShares MSCI Emerging Markets Index Fund	60,824	29,187		-31,637
11-21-07	12-30-08	300	iShares MSCI Emerging Markets Index Fund	14,432	7,297		-7,135

Hester Capital Management LLC  
**REALIZED GAINS AND LOSSES**

*Texas Bar Foundation*

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From 06-01-08 Through 05-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01-16-08	12-30-08	1,350	iShares MSCI Emerging Markets Index Fund	61,612	32,836	-28,776	
09-17-07	12-30-08	1,200	iShares MSCI Emerging Markets Index Fund	54,588	29,187		-25,400
03-19-08	12-30-08	1,200	iShares MSCI Emerging Markets Index Fund	53,304	29,187	-24,116	
02-07-08	12-30-08	450	iShares MSCI Emerging Markets Index Fund	19,543	10,945	-8,598	
08-06-08	12-30-08	500	iShares MSCI Emerging Markets Index Fund	20,945	12,161	-8,783	
03-29-06	01-20-09	2,700	Dell, Inc	81,984	26,589		-55,395
04-18-06	01-20-09	750	Dell, Inc	21,549	7,386		-14,163
11-13-06	01-20-09	850	Dell, Inc	21,686	8,371		-13,315
11-16-06	01-20-09	1,000	Dell, Inc	24,813	9,848		-14,965
02-11-08	01-20-09	250	Dell, Inc	4,938	2,462	-2,476	
10-31-05	01-20-09	110	Tyco Electronics Ltd	3,396	1,659		-1,737
10-29-03	01-20-09	100	Tyco Electronics Ltd	2,442	1,508		-934
10-31-95	01-20-09	219	Tyco Electronics Ltd	2,888	3,302		415
11-21-95	01-20-09	110	Tyco Electronics Ltd.	1,406	1,659		253
08-15-95	01-20-09	487	Tyco Electronics Ltd	6,079	7,344		1,264
06-22-95	01-20-09	487	Tyco Electronics Ltd	5,963	7,344		1,381
06-29-95	01-20-09	487	Tyco Electronics Ltd	5,704	7,344		1,640
05-23-08	01-20-09	250	Oracle Corporation	5,513	4,044	-1,468	
06-26-08	01-20-09	900	Oracle Corporation	19,525	14,559	-4,966	
02-11-08	01-20-09	250	Oracle Corporation	4,840	4,044	-796	
11-18-98	01-20-09	1,800	Oracle Corporation	10,046	29,118		19,071
12-12-07	01-20-09	1,400	SLM Corp	40,157	16,741		-23,416
12-12-07	01-21-09	2,200	SLM Corp	63,104	24,364		-38,740
05-06-08	01-21-09	500	SLM Corp	11,096	5,537	-5,559	
02-15-08	01-21-09	700	SLM Corp	15,360	7,752	-7,608	
01-30-08	01-21-09	1,100	SLM Corp	22,580	12,182	-10,398	
02-11-08	01-21-09	200	SLM Corp	4,011	2,215	-1,796	
01-10-08	01-21-09	950	SLM Corp	18,878	10,521		-8,357
01-08-08	01-21-09	650	SLM Corp	11,765	7,199		-4,566
11-18-98	01-21-09	1,650	Oracle Corporation	9,209	27,326		18,117
04-07-99	01-21-09	1,600	Oracle Corporation	8,745	26,498		17,753
12-02-08	01-25-09	5,561	FNMA Pool #255054 4 000% Due 12-01-10	5,582	5,561	-21	
07-22-04	01-26-09	600	Exxon Mobil Corporation	27,256	47,215		19,959
09-29-89	01-26-09	50	Exxon Mobil Corporation	295	3,935		3,640
12-02-08	02-25-09	7,634	FNMA Pool #255054 4 000% Due 12-01-10	7,663	7,634	-29	
03-16-01	03-02-09	400	Grainger W W Inc	12,901	25,629		12,728
03-16-01	03-03-09	450	Grainger W W Inc	14,514	28,875		14,360
03-05-08	03-04-09	200,000	FHLMC 4 250% Due 03-04-13	200,000	200,000	0	
05-08-06	03-12-09	200,000	FHLB 4 500% Due 06-12-13	187,264	200,000		12,736
12-02-08	03-25-09	7,963	FNMA Pool #255054 4.000% Due 12-01-10	7,992	7,963	-30	
05-07-08	04-08-09	600	American Express Company	29,808	9,385	-20,423	
03-03-08	04-08-09	1,050	American Express Company	44,337	16,423		-27,913
03-03-08	04-09-09	550	American Express Company	23,224	9,741		-13,482
09-12-08	04-09-09	650	American Express Company	25,382	11,513	-13,870	

Hester Capital Management LLC  
**REALIZED GAINS AND LOSSES**

***Texas Bar Foundation***

**014**

*From 06-01-08 Through 05-31-09*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-04-08	04-09-09	900	American Express Company	34,969	15,941	-19,028	
09-15-08	04-09-09	400	American Express Company	14,388	7,085	-7,303	
12-02-08	04-25-09	8,285	FNMA Pool #255054 4 000% Due 12-01-10	8,316	8,285	-31	
12-02-08	05-25-09	11,458	FNMA Pool #255054 4 000% Due 12-01-10	11,501	11,458	-43	
TOTAL GAINS						12,701	472,649
TOTAL LOSSES						-311,899	-1,107,123
						-299,198	-634,474
TOTAL REALIZED GAIN/LOSS				4,617,322	3,683,651		
							-933,672

Hester Capital Management LLC  
UNREALIZED GAINS AND LOSSES  
Texas Bar Foundation

014  
Mar 31, 2009

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
<b>COMMON STOCK</b>								
<b>Energy</b>								
11-10-04	1,250	Apache Corp.	61.59	76,984	84.26	105,325	28,341	36.8
12-11-03	3,000	Baker Hughes	32.06	96,172	39.06	117,180	21,008	21.8
07-02-03	2,300	Conoco Phillips	35.44	81,520	45.84	105,432	23,912	29.3
09-29-89	2,854	Exxon Mobil Corporation	5.90	16,841	69.35	197,925	181,084	1,075.3
09-15-08	5,000	Petroleo Brasileiro	34.40	172,000	44.03	220,150	48,150	28.0
03-08-06	8,100	Tetra Technologies Inc.	20.80	168,498	8.70	70,470	-98,028	-58.2
				612,015		816,482	204,467	33.4
<b>Materials</b>								
06-06-06	3,650	Alcoa Inc.	29.42	107,374	9.22	33,653	-73,721	-68.7
03-28-08	1,700	International Flavors & Fragrances Inc.	43.86	74,556	31.90	54,230	-20,326	-27.3
04-23-09	2,200	Intrepid Potash Inc.	19.29	42,440	32.60	71,720	29,280	69.0
				224,370		159,603	-64,767	-28.9
<b>Industrials</b>								
05-21-09	2,000	Emerson Electric Company	32.26	64,525	32.09	64,180	-345	-0.5
04-03	2,100	General Dynamics Corp	36.98	77,656	56.90	119,490	41,834	53.9
09-29-89	11,100	General Electric Co.	17.98	199,561	13.48	149,628	-49,933	-25.0
07-13-06	1,500	Illinois Tool Works	44.73	67,089	32.29	48,435	-18,654	-27.8
10-04-06	6,950	Joy Global Inc	29.33	203,830	34.47	239,566	35,736	17.5
05-21-02	5,800	Republic Services Inc.	13.87	80,449	22.79	132,182	51,733	64.3
06-22-95	6,500	Tyco Intl	27.43	178,281	27.61	179,465	1,184	0.7
02-02-07	4,400	WESCO International, Inc.	53.23	234,191	26.73	117,612	-116,579	-49.8
				1,105,582		1,050,558	-55,023	-5.0
<b>Consumer Discretionary</b>								
06-23-08	4,600	Choice Hotels International, Inc.	28.21	129,759	27.29	125,534	-4,225	-3.3
11-08-06	8,800	Hanesbrands Inc.	24.02	211,367	16.90	148,720	-62,647	-29.6
01-22-04	5,700	Koninklijke Philips Electronics N.V. ADR	29.80	169,884	18.95	108,015	-61,869	-36.4
05-02-07	8,000	News Corp Ltd Cl A Class A	21.62	172,977	9.78	78,240	-94,737	-54.8
05-30-06	2,750	Nike Inc Cl B	40.20	110,542	57.05	156,887	46,345	41.9
01-11-05	5,800	Viacom Inc.	42.22	244,883	22.17	128,586	-116,297	-47.5
				1,039,412		745,982	-293,429	-28.2
<b>Consumer Staples</b>								
07-15-08	6,300	CVS Corp.	34.33	216,253	29.80	187,740	-28,513	-13.2
12-18-02	5,400	Coca-Cola	43.43	234,531	49.16	265,464	30,933	13.2
05-21-04	28,000	Del Monte	9.92	277,656	8.18	229,040	-48,616	-17.5
01-29-08	3,450	Kimberly-Clark Corporation	61.00	210,464	51.89	179,020	-31,443	-14.9
				938,905		861,264	-77,640	-8.3

Hester Capital Management LLC  
UNREALIZED GAINS AND LOSSES

*Texas Bar Foundation*

014

May 31, 2009

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
<b>Health Care</b>								
06-22-95	6,750	Covidien PLC	30.95	208,938	35.72	241,110	32,172	15.4
05-24-00	4,300	Dentsply International Inc.	11.39	48,991	29.26	125,818	76,827	156.8
06-24-03	3,550	Quest Diagnostics Inc.	31.89	113,208	52.22	185,381	72,173	63.8
02-17-09	4,000	Thermo Fisher Scientific Inc.	36.85	147,395	38.91	155,640	8,245	5.6
08-25-08	2,050	Wellpoint Inc.	50.70	103,938	46.57	95,468	-8,470	-8.1
				622,469		803,417	180,948	29.1
<b>Financials</b>								
09-03-02	2,200	Affiliated Managers Group	33.41	73,499	56.11	123,442	49,943	68.0
				73,499		123,442	49,943	68.0
<b>Information Technology</b>								
05-14-07	6,400	Accenture Ltd Bermuda CI A	39.68	253,973	29.93	191,552	-62,421	-24.6
02-14-06	10,100	Amdocs Ltd	29.91	302,117	21.64	218,564	-83,553	-27.7
06-12-07	8,750	Broadridge Financial Solutions Inc.	18.18	159,071	16.56	144,900	-14,171	-8.9
02-24-05	6,000	Cisco Sys Inc. Common	17.50	105,022	18.50	111,000	5,978	5.7
01-17-06	5,000	Fidelity National Information Services	20.76	103,800	19.26	96,300	-7,500	-7.2
02-19-97	3,750	Hewlett Packard Company	21.39	80,223	34.35	128,812	48,590	60.6
03-11-99	16,600	Intel Corp	24.08	399,749	15.72	260,952	-138,797	-34.7
02-25-05	1,900	International Business Machines	87.95	167,111	106.28	201,932	34,821	20.8
09-17-04	7,250	Microsoft Corporation	26.80	194,306	20.89	151,452	-42,853	-22.1
02-06-04	8,800	Western Union Corp	13.45	118,324	17.63	155,144	36,820	31.1
				1,883,695		1,660,609	-223,086	-11.8
<b>Telecommunication Services</b>								
05-31-07	9,500	SK Telecom Co. Ltd. ADR	23.24	220,766	15.73	149,435	-71,331	-32.3
				220,766		149,435	-71,331	-32.3
<b>Utilities</b>								
04-15-03	2,450	EQT Corporation	19.02	46,599	37.25	91,262	44,664	95.8
12-06-04	10,700	MDU Resources Group, Inc.	18.84	201,631	18.46	197,522	-4,109	-2.0
				248,229		288,784	40,555	16.3
<b>COMMON STOCK Total</b>				6,968,942		6,659,578	-309,364	-4.4
<b>INTERNATIONAL COMMON STOCK</b>								
08-01-07	7,300	PowerShare Golden Dragon Halter USX China	25.78	188,165	20.66	150,818	-37,347	-19.8
07-11-07	3,125	iPath MSCI India Total Return Index	59.08	184,621	50.95	159,219	-25,402	-13.8
01-16-08	4,350	iShares Xinhua	44.27	192,583	37.37	162,559	-30,024	-15.6

Hester Capital Management LLC  
UNREALIZED GAINS AND LOSSES

*Texas Bar Foundation*

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May 31, 2009

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
05-02-07	2,850	iShares INC MSCI Mexico	57.69	164,420	36.74	104,709	-59,711	-36.3
10-23-07	6,200	iShares MSCI Australia Index Fund	29.26	181,422	16.47	102,114	-79,308	-43.7
07-26-07	3,500	iShares MSCI Brazil (Free) Index Fund	54.55	190,913	55.20	193,200	2,287	1.2
07-02-07	3,900	iShares MSCI Canada Index Fund	30.31	118,226	23.10	90,090	-28,136	-23.8
05-30-07	1,700	iShares MSCI EAFE Index Fund	80.13	136,214	47.45	80,665	-55,549	-40.8
09-21-07	3,500	iShares MSCI France Index Fund	38.64	135,233	21.94	76,790	-58,443	-43.2
06-19-07	3,600	iShares MSCI Germany Index Fund	33.08	119,078	19.34	69,620	-49,458	-41.5
08-10-07	2,000	iShares MSCI South Korea Index Fund	65.64	131,272	36.11	72,220	-59,052	-45.0
12-10-07	4,100	iShares MSCI United Kingdom	24.20	99,207	13.73	56,293	-42,914	-43.3
02-20-08	4,500	iShares Trust MSCI Taiwan Index	14.54	65,440	11.27	50,715	-14,725	-22.5
				1,906,797		1,369,013	-537,784	-28.2

**CORPORATE BONDS**

01-10-08	200,000	American Home Products/Wyeth 6.950% Due 03-15-11	108.29	216,584	108.16	216,314	-270	-0.1
03-05-08	200,000	Vulcan Materials 5.600% Due 11-30-12	103.39	206,780	101.25	202,502	-4,278	-2.1
04-10-08	200,000	Walt Disney Company 4.700% Due 12-01-12	102.93	205,852	105.27	210,544	4,692	2.3
04-10-08	200,000	Du Pont E.I. De Nemours 5.000% Due 01-15-13	104.00	208,000	105.38	210,757	2,757	1.3
04-10-08	200,000	Wal-Mart Stores Inc. 4.250% Due 04-15-13	100.90	201,794	104.25	208,498	6,704	3.3
02-19-09	100,000	Wal-Mart Stores Inc. 3.000% Due 02-03-14	99.86	99,861	98.28	98,284	-1,576	-1.6
12-03-08	150,000	Hewlett-Packard Company 6.125% Due 03-01-14	100.70	151,050	110.23	165,342	14,292	9.5
02-19-09	100,000	Coca-Cola Enterprises 4.250% Due 03-01-15	99.49	99,494	100.81	100,809	1,315	1.3
04-10-08	250,000	Merck & Co. Inc. 4.750% Due 03-01-15	100.84	252,107	104.28	260,706	8,599	3.4
07-10-08	200,000	Truststreet Properties/G.E. REIT 7.500% Due 04-01-15	108.35	216,700	97.84	195,679	-21,021	-9.7
04-22-09	100,000	Emerson Electric Company 4.125% Due 04-15-15	101.42	101,420	102.54	102,539	1,119	1.1
04-10-08	200,000	Pitney Bowes Inc. 4.750% Due 01-15-16	97.77	195,548	96.16	192,328	-3,220	-1.6

Hester Capital Management LLC  
UNREALIZED GAINS AND LOSSES

*Texas Bar Foundation*

014

May 31, 2009

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
03-06-08	200,000	General Electric Company 5.250% Due 12-06-17	99.24	198,480	99.05	198,098	-382	-0.2
02-19-09	150,000	Cisco Systems Inc. 4.950% Due 02-15-19	99.20	148,798	100.61	150,909	2,110	1.4
02-19-09	150,000	Unilever Capital Corp 4.800% Due 02-15-19	99.93	149,890	100.63	150,950	1,060	0.7
				2,652,359		2,664,261	11,902	0.4
<b>MUNICIPAL BONDS</b>								
07-22-05	250,000	Riverside California Pension (Taxable) GO 4.560% Due 06-01-13	99.22	248,045	101.24	253,095	5,050	2.0
06-11-08	200,000	Irrington Twp N.J. G.O.(Taxable)(N/C) 0.000% Due 07-15-13	77.00	154,008	77.90	155,798	1,790	1.2
				402,053		408,893	6,840	1.7
<b>GOVERNMENT BONDS</b>								
11-05-04	112,421	U.S. Treasury Inflation Protected TIP 3.000% Due 07-15-12	104.40	117,369	106.50	119,728	2,359	2.0
05-04	196,980	U.S. Treasury Inflation Protected TIP 1.875% Due 07-15-13	93.78	184,734	103.16	203,197	18,464	10.0
11-05-04	112,826	U.S. Treasury Inflation Protected TIP 2.000% Due 07-15-14	91.55	103,295	103.22	116,457	13,162	12.7
				405,398		439,383	33,985	8.4
<b>GOVERNMENT AGENCIES</b>								
06-15-00	100,000	FHLMC 6.625% Due 09-15-09	96.51	96,510	101.81	101,812	5,302	-5.5
06-15-00	200,000	FNMA 7.250% Due 01-15-10	101.16	202,328	104.12	208,250	5,922	2.9
12-03-08	50,000	FHLB (callable 7/17/09 @ 100.00) 4.220% Due 01-17-12	100.95	50,477	100.44	50,219	-259	-0.5
03-11-09	500,000	FNMA Multi-Step Cpn Bond 2.1% to 3/10 (1x 3.00% thereafter) 2.100% Due 03-30-12	100.00	500,000	100.56	502,812	2,812	0.6
10-18-07	250,000	FHLB 5.300% Due 10-22-15	100.55	251,375	104.91	262,266	10,891	4.3
12-04-08	50,000	FFCB (callable 12/10/09 @ 100.00) 4.600% Due 12-10-15	100.00	50,000	98.75	49,375	-625	-1.2
12-03-08	150,000	FHLB (callable 12/29/09 @ 100.00) 4.625% Due 12-29-15	100.00	150,000	99.91	149,859	-141	-0.1
05-14-07	300,000	FNMA 5.500% Due 11-17-16	100.30	300,900	101.97	305,906	5,006	1.7



Hester Capital Management LLC  
UNREALIZED GAINS AND LOSSES  
Texas Bar Foundation

014

May 31, 2009

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
05-14-07	300,000	FNMA 5.550% Due 02-16-17	100.40	301,200	102.56	307,687	6,487	2.2
				1,902,790		1,938,187	35,397	1.9
GOVERNMENT AGENCIES/MTGE-BACKED								
12-02-08	206,772	FNMA Pool #255054 4.000% Due 12-01-10	100.37	207,547	100.37	207,547	0	0.0
				207,547		207,547	0	0.0
REIT								
06-04-07	3,100	SPDR DJ Wilshire International Real Estate	67.36	208,804	28.85	89,435	-119,369	-57.2
09-19-07	2,300	iShares DJ US Home Construction Index Fund	24.62	56,618	9.95	22,885	-33,733	-59.6
				265,422		112,320	-153,102	-57.7
		REIT Total		265,422		112,320	-153,102	-57.7
SH AND EQUIVALENTS								
		AIM STIC Prime Institutional		1,294,198		1,294,198		
				1,294,198		1,294,198		
TOTAL PORTFOLIO				16,005,506		15,093,381	-912,125	-5.7

LESS CASH EQUIVALENTS < 1,294,198 >  
VALUATION ADJUSTMENTS 18,007  
EDWARD JONES ACCT INV 32,959  
INVESTMENTS PER 990 13,850,149

**Texas Bar Foundation**  
**EIN: 74-6074796**

**2008 Form 990, Schedule I, Part II**  
**Grants and Other Assistance**

<u>Organization Legal Name</u>	<u>Project Title</u>	<u>Organization Tax ID</u>	<u>Grant Amount</u>
Dallas Association of Young Lawyers Foundation (DAYL)	Educating the Latino Public on Predatory Lending and Their Legal Rights	75-2245588	\$ 16,700
Office of Court Administration	Local Rules Website Initiative	aka Texas Supreme Co	7,500
League of Women Voters - Texas Education Fund	Project Voter 2009-2010	74-6076962	5,000
Texas Migrant Council Inc	Laredo-Webb County Safe Haven Program	74-1695460	15,000
The Youth Village Foundation	Language Camp	30-0018778	7,500
Alliance for Children, Inc.	Child Forensic Interviewer Position	75-2363035	20,000
Dallas Children's Advocacy Center	21st Annual Crimes Against Children Conference	75-2303404	20,000
YMCA of Metropolitan Dallas Court Appointed Special Advocates for Kids of Austin, Waller and Washington Court Appointed Special Advocates of Collin County, Inc.	Texas Youth and Government Advocacy for children in the foster care system due to abuse or neglect	75-0800696  20-5177957	10,000  12,500
	Salary for Casework Supervisors	75-2391961	12,500
CASA of Harrison County	Position of case manager	41-2243393	7,500
CASA of Travis County Child Advocates CASA of Archer, Clay, Montague and Wichita Counties	Family Drug Treatment Court (Drug Court)  CASA Volunteer Recruitment Project	74-2369123  48-0984043	12,500  5,000

**Texas Bar Foundation**  
**EIN: 74-6074796**

**2008 Form 990, Schedule I, Part II**  
**Grants and Other Assistance**

<u>Organization Legal Name</u>	<u>Project Title</u>	<u>Organization Tax ID</u>	<u>Grant Amount</u>
Boys and Girls Club of McAllen	Together Time	74-1553646	10,000
State Bar of Texas Committee on Child Abuse & Neglect	Spanish Language DVD, 'When Babies Cry'	74-6000148	10,000
Crossroads Family Services	Tackling Teen Truancy	75-2397237	10,000
VSTEP Inc.	Crime Victims First	26-0341612	5,000
Las Americas Immigrant Advocacy Center	Women and Children's Immigration Project	74-2472774	3,500
Boat People S O S Inc.	Victims of Exploitation and Trafficking Assistance (VETA)	54-1536319	5,100
Mosaic Family Services, Inc.	Multicultural Legal Services Program	75-2484565	20,000
Central Dallas Ministries, Urban Justice Center	Legal Action Works (LAW) Program	75-2332948	20,000
Waco Baptist Association	Ruth Project: Waco Immigrant Services Center	74-6011083	5,000
Diocesan Migrant and Refugee Services, Inc. International Rescue Committee, Dallas Regional Office	Indigent Detainee Assistance Hotline	74-2723627	9,000
	Immigratoin Fee Reduction/Waiver Project Establish new client case management and data tracking system	13-5660870	7,500
American Gateways	Judicial Section Annual Conference - Texas Bar Foundation Day	74-2578266	3,800
Texas Center for the Judiciary, Inc.		74-2131161	25,000

**Texas Bar Foundation**  
**EIN: 74-6074796**

**2008 Form 990, Schedule I, Part II**  
**Grants and Other Assistance**

<u>Organization Legal Name</u>	<u>Project Title</u>	<u>Organization Tax ID</u>	<u>Grant Amount</u>
Dallas Bar Association Community Service Fund	Commission of Book Marking 100th President serving Dallas Bar Association	75-2410525	5,000
Innocence Project of Texas	Statewide DNA Review	20-5992659	25,000
The Constitutional Sources Project	Texas Constitutional Curriculum Development	20-2932856	20,000
El Paso Bar Foundation	My Demons Were Real	74-2943627	10,000
Houston Urban Debate League	Urban Debate League Healing the Wounds: A Guide to Navigating the Legal System		25,000
Texas Young Lawyers Association	after Surviving Domestic Improving Educational Outcomes: Empowering	74-6000148	38,000
Texas Appleseed	Parents and Protecting Student	74-2804268	7,500
State Bar of Texas Committee on Law Focused Education	The Teachers' Law School	74-6000148	18,950
Houston Young Lawyers Foundation	Legal Education for Texas Youth	76-0395816	5,000
Young Mens Christian Association Amarillo Family YMCA	Youth in Government Capital Trial Project: Training and Case Consulting for	75-0800695	5,000
Texas Defender Service	Indigent Capital Defense	76-0481679	10,000
Texas Access to Justice Commission	Access to Justice Internship Program	N/A - SBOT & Supreme	35,000
Texas Legal Services Center	Legal Assistance for Victims of Hurricane Ike	74-2220750	10,000

**Texas Bar Foundation**  
**EIN: 74-6074796**

**2008 Form 990, Schedule I, Part II**  
**Grants and Other Assistance**

<u>Organization Legal Name</u>	<u>Project Title</u>	<u>Organization Tax ID</u>	<u>Grant Amount</u>
St. Mary's University School of Law	The Civil Justice Clinic SSI Initiative	74-1143128	23,000
Catholic Family Service Inc.	Expansion of the Rural Immigration Impact Project	75-0818147	10,000
The Advocacy Resource Center for Housing (A.R.C.H.)	Tenant Advocacy for Fair Housing		10,000
Workers Defense Project	Workers' Rights Education Project	35-2296166	8,000
State Bar of Texas	LeadershipSBOT Purchase of Computer and Nonprofit Corporation Management Software		20,000
Texas Judicial Foundation University of Houston Law Foundation - University of Houston Law Center	UH Prelaw Program Initiative	74-1732551	30,000
Texas Center for Legal Ethics and Professionalism	'TCLEP Ethics Website Upgrade'	74-2568406	20,000
Family Violence Prevention Services, Inc.	Court Liaison Program	74-1994151	15,000
Jane's Due Process	Pro Bono Outreach and Education Project	75-2917844	20,000
Children at Risk, Inc.	Human Trafficking Summer Law Institute	76-0360533	5,000
Casa de Esperanza Oficina Legal del Pueblo Unido., D.B.A. Texas Civil Rights Project	Adoption Program	76-0105306	20,000
	The Promotora Outreach Program	74-1995879	2,500

**Texas Bar Foundation**  
**EIN: 74-6074796**

**2008 Form 990, Schedule I, Part II**  
**Grants and Other Assistance**

<u>Organization Legal Name</u>	<u>Project Title</u>	<u>Organization Tax ID</u>	<u>Grant Amount</u>
San Antonio Bar Association	Community Justice Program FBI Background Check Fund for Adoption and Foster Care	74-1100478	5,000
Spaulding for Children	Services Sexual Exploitation of Children: The Impact of	74-2116380	7,000
Center for Child Protection	Technology on Child Safety	74-2562585	5,000
Children's Advocacy Centers of Texas, Inc.	Investigation of FLDS Child Abuse Allegations	75-2581804	2,000
Legal Aid of NorthWest Texas	Eldorado FLDS Emergency Representation	75-0856086	10,000
Houston Bar Foundation	Assistance for Displaced Attorneys		8,150
Lone Star Legal Aid	Hurricane Ike Assistance	74-1564061	5,000
Texas Access to Justice Commission	Access to Justice Summer Internship Program	N/A - SBOT & Supreme	20,000
Various law schools (4)	Internship Program		<u>38,500</u>
<b>Grants and allocations</b>			<b>809,200</b>
<b>Less refunds, rescinded grants and other adjustments</b>			<b><u>(51,790)</u></b>
<b>Grants and allocations reported on Form 990</b>			<b><u>\$ 757,410</u></b>



## Office of the Secretary of State

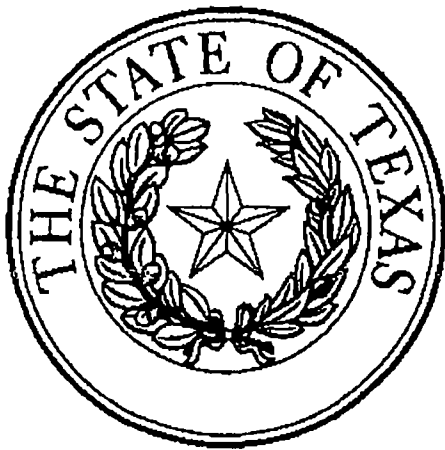
### CERTIFICATE OF AMENDMENT OF

TEXAS BAR FOUNDATION  
21910501

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 03/23/2009  
Effective: 03/23/2009



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION

**FILED**  
In the Office of the  
Secretary of State of Texas  
MAR 23 2009  
**Corporations Section**

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

**ARTICLE I: Name**

The name of the corporation is TEXAS BAR FOUNDATION.

**ARTICLE V: Registered Office and Agent**

The street address of the initial registered office of the corporation is 504 Lavaca Street, Suite 1005, Austin, Texas, and the name of the registered agent at such address is Andrea Stone.

**ARTICLE VI: Board of Trustees**

The corporation shall be governed by a board of trustees comprised of sixteen members, one ex-officio with full voting rights, twelve elected by the board of directors of the State Bar of Texas, and three officers elected by the Fellows of the Texas Bar Foundation. The Fellows shall, at the annual meeting of the Fellows, elect three officers: the Chair, Vice-Chair, and Secretary of the Fellows. The most immediate past chair of the board of trustees, who is willing and able to serve, shall be the ex-officio member. The other twelve shall be persons chosen by the board of directors of the State Bar of Texas, with four to be elected each year, one per year to be a public member and three to be attorneys; one such attorney shall have been a member of the board of directors during the year immediately preceding the commencement of their term of office as trustee of the Texas Bar Foundation.

No person, other than those serving as public members, shall serve as trustee unless he or she is a Fellow of the Texas Bar Foundation. A trustee shall serve until his or her successor has been chosen and qualified.

**Term of Office:** The regular term of office of electees of the board of directors of the State Bar of Texas shall be three years in length, commencing at the beginning of the State Bar year next following their election and ending with termination of the State Bar year the third anniversary thereafter. The term of office of the Chair, Vice-Chair, and Secretary of the Fellows is for the year in which they hold their respective offices.

**Trustee Vacancy:** The board of trustees shall be the judge of the qualifications of each of its members. Notwithstanding the other terms or provisions of Article VI, in the event a member of the board of trustees resigns from service or, in the judgment of the board of trustees, is or becomes unable or unqualified to serve, or is absent from three consecutive regular quarterly meetings of the trustees without, in the judgment of the board of trustees, good cause, the board of trustees shall declare his or her position as trustee vacant. In such event, if the position declared vacant be that of an electee of the State Bar board of directors, said board of directors shall appoint another person to fill the unexpired portion of the vacated term. If the vacancy be of the immediate past chair of the board of trustees, his



or her term shall be completed by the next immediate past chair of the board of trustees able and willing to serve. If the vacancy be of the Chair, Vice-Chair, or Secretary of the Fellows, his or her term shall be completed by the immediate past chair of the Fellows able and willing to serve.

**Liaison Member:** In addition to providing for the election of trustees for the Texas Bar Foundation, the board of directors of the State Bar shall designate, in a manner and for such terms as may be determined by such directors, two of its members, who shall be Fellows of the Texas Bar Foundation, to serve in a liaison capacity from the State Bar to the board of trustees. In addition to having the right and duty to attend meetings of the board of trustees such persons so designated shall have all of the privileges of a trustee except the right to vote with respect to the affairs of the Foundation, and their expenses in serving in such capacity shall be borne by the Foundation in a like manner as those of the trustees.

**Indemnification of Board of Trustees:** The corporation shall indemnify its board of trustees under the provisions of Article 1396-2.22A of the Texas Non-Profit Corporation Act or any similar successor statute.

#### **ARTICLE VIII: Amendments to Articles of Incorporation**

The Articles may be amended by an affirmative vote of a majority of the Board of Trustees.

#### **ARTICLE IX: Original Incorporators**

The names of the original incorporators and their respective addresses at the time of original incorporation are listed here and mention is made of them in order that their place in the history of the Foundation be preserved for posterity.

Name	Address
Buster Cole	Center Street, Bonham, Texas
Joyce Cox	2828 Gulf Building, Houston, Texas
C. C. Small, Jr.	907 Perry-Brooks Building, Austin, Texas
W. O. Shafer	First State Bank Building, Odessa, Texas

#### **ARTICLE X: Dissolution**

In the event of the dissolution of the corporation, either voluntary or involuntary, the net assets, if any, shall be distributed as determined by the corporation, but only to one or more educational or charitable organizations or governments or governmental agencies to which gifts and devises are deductible for all gift, estate, inheritance and income taxes, if any, imposed by the state or federal government.

#### **ARTICLE XI: Fellows Organization**

The corporation shall have no members as such. However, the support and cooperation of the public and the members of the State Bar of Texas are sought and expected. The value of the organization known as "The Fellows of the Texas Bar Foundation" in attaining these objectives is recognized, and that organization shall have the support and cooperation of the Foundation provided such minimum conditions as the trustees may prescribe in the Foundation Bylaws be met. Further, the board of trustees is authorized to adopt such Bylaws from time to time as it thinks appropriate to encourage such

support and cooperation and to give appropriate recognition to contributors and to those rendering uncommonly meritorious service to the furtherance of justice, the State Bar of Texas or this Foundation.

Incorporated November 19, 1965

Amended April 29, 1983

Amended September 6, 1985

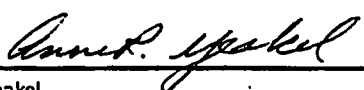
Amended June 7, 1990

Amended March 5, 1993

Amended January 23, 2009

The corporation has no members, and this amendment has been adopted by its Board of Trustees by unanimous vote at a regular meeting of such Board held January 23, 2009.

These Articles of Amendment are signed on behalf of the corporation by its duly authorized officer this 23<sup>rd</sup> day of March, 2009:

X 

Anne Yeakel

Executive Director, Texas Bar Foundation

ARTICLES OF INCORPORATION  
OF  
TEXAS BAR FOUNDATION

**ARTICLE I: Name**

The name of the corporation is TEXAS BAR FOUNDATION.

**ARTICLE II: Status**

The corporation is a nonprofit corporation.

**ARTICLE III: Duration**

The period of its duration is perpetual.

**ARTICLE IV: Purpose**

This corporation is organized to promote the ends of justice through educational and charitable activities by sponsorship and encouragement of legal research, publications, forums and the establishment of scholarships, by fostering the institution and maintenance of legal aid facilities for the indigent, and by providing a responsible entity to receive, administer and make proper application of donations, grants and other forms of aid, from both governmental and private sources, to be used in furtherance of the foregoing purposes. Activities of the corporation or use of funds hereof for investigation or prosecution of any individual grievance matter or for the purpose of carrying on propaganda or otherwise attempting to influence legislation is expressly prohibited, but legal research, publications and forums dealing with issues of widespread interest to the public or to the Bar and affecting the ends of justice, as distinguished from specific items of legislation pending in any legislative body or committee hereof, are not within this prohibition.

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**Indemnification of Board of Trustees:** The corporation shall indemnify its board of trustees under the provisions of Article 1396-2.22A of the Texas Non-Profit Corporation Act or any similar successor statute.

#### **ARTICLE VII: Administration**

The chair of the board of trustees shall preside at all meetings of the trustees and shall be the chief executive officer for the Texas Bar Foundation. In his or her absence or inability to serve, the vice-chair of the trustees shall fulfill such responsibilities. The affairs of the corporation shall be conducted by the board of trustees, the chair of the board of trustees and such committees as the board of trustees may from time to time appoint or authorize to be appointed. Such affairs shall be conducted in accordance with such Bylaws as may be approved by the board of trustees from time to time. Any matter in anywise relating to the affairs of the corporation shall be subject to regulation through such Bylaws and resolutions, so long as there is no conflict between same and these Articles of Incorporation or amendments to these Articles.

**ARTICLE VIII: Amendments to Articles of Incorporation**

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