Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

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

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

The Boone Family Foundation
5949 Sherry Lane #1010
Dallas, TX 75225

A Employer identification number: 26-1407294

B Telephone number (see the instructions): (214) 368-0828

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 45,505,027.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	398.	398.	N/A	
4 Dividends and interest from securities	544,062.	544,062.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-2,349,582.			
b Gross sales price for all assets on line 6a 14,041,303.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	-5,791.	-5,791.		
12 **Total.** Add lines 1 through 11	-1,810,913.	538,669.		
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	196,000.	46,200.		149,800.
14 Other employee salaries and wages	16,475.	824.		15,651.
15 Pension plans, employee benefits	36,136.	5,979.		30,157.
16a Legal fees (attach schedule) See St 2	2,942.	1,471.		1,471.
b Accounting fees (attach sch) See St 3	9,450.	4,725.		4,725.
c Other prof fees (attach sch) See St 4	94,048.	86,272.		7,776.
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 5	119.	119.		
19 Depreciation (attach sch) and depletion	3,922.			
20 Occupancy				
21 Travel, conferences, and meetings	11,773.	589.		11,184.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 6	14,663.	111.		14,552.
24 **Total operating and administrative expenses.** Add lines 13 through 23	385,528.	146,290.		235,316.
25 Contributions, gifts, grants paid Part XV	1,496,667.			1,496,667.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,882,195.	146,290.		1,731,983.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-3,693,108.			
b **Net investment income** (if negative, enter 0)		392,379.		
c **Adjusted net income** (if negative, enter 0)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	11,084,423.	5,384,561.	5,384,561.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		20,718.	20,718.
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 7	1,363,302.	1,295,348.	1,340,413.
	c Investments – corporate bonds (attach schedule)	3,584,408.		
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 8	32,540,819.	38,347,687.	38,742,147.
	14 Land, buildings, and equipment basis ► 23,032.			
	Less accumulated depreciation (attach schedule) See Stmt 9 ► 5,844.	20,029.	17,188.	17,188.
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	48,592,981.	45,065,502.	45,505,027.
LIABILITIES	17 Accounts payable and accrued expenses		165,629.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	165,629.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	48,592,981.	44,899,873.	
	30 **Total net assets or fund balances** (see the instructions)	48,592,981.	44,899,873.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	48,592,981.	45,065,502.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	48,592,981.
2	Enter amount from Part I, line 27a	2	-3,693,108.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	44,899,873.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	44,899,873.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	publicly traded securities	P	Various	Various
b	long-term capital gain distributions	P	Various	Various
c	short-term capital gain distributions	P	Various	Various
d	Galleon Offshore, SPC LTD	P	Various	Various
e	Highbridge Convertible Offshore Fund	P	Various	Various

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	12,049,501.		14,627,437.	-2,577,936.
b	1,661.			1,661.
c	11,183.			11,183.
d	777,603.		750,000.	27,603.
e	1,201,355.		1,013,448.	187,907.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-2,577,936.
b				1,661.
c				11,183.
d				27,603.
e				187,907.

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-2,349,582.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	1,157,710.	47,092,832.	0.024584
2007			
2006			
2005			
2004			

2	Total of line 1, column (d)	2	0.024584
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.024584
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	40,917,558.
5	Multiply line 4 by line 3	5	1,005,917.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,924.
7	Add lines 5 and 6	7	1,009,841.
8	Enter qualifying distributions from Part XII, line 4	8	1,731,983.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	3,924.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,924.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,924.
6 Credits/Payments.				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	5,270.		
b Exempt foreign organizations — tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	5,270.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	1,346.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	1,346.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Jim Adams Telephone no. ► (214) 368-0828

Located at ► 5949 Sherry Lane, Suite 1010 Dallas TX ZIP + 4 ► 75225

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

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

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

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

		Answer	Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4 b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

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

If 'Yes' to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		196,000.	32,650.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over $50,000 for professional services ►	0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes. a Average monthly fair market value of securities	1a	33,417,619.
b Average of monthly cash balances	1b	8,123,049.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	41,540,668.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	41,540,668.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	623,110.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,917,558.
6 **Minimum investment return.** Enter 5% of line 5	6	2,045,878.

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

1 Minimum investment return from Part X, line 6	1	2,045,878.
2a Tax on investment income for 2009 from Part VI, line 5 — 2a: 3,924.		
b Income tax for 2009. (This does not include the tax from Part VI) — 2b:		
c Add lines 2a and 2b	2c	3,924.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,041,954.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,041,954.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,041,954.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	1,731,983.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,731,983.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,924.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,728,059.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,041,954.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,319,477.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 1,731,983.				
a Applied to 2008, but not more than line 2a			1,319,477.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				412,506.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				1,629,448.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test — enter.					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

See Statement 11

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

None

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Statement 12				
Total			► **3a**	1,496,667.
b *Approved for future payment* See Statement 13				
Total			► **3b**	2,736,666.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	398.	
4 Dividends and interest from securities			14	544,062.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-5,791.	
8 Gain or (loss) from sales of assets other than inventory			18	-2,349,582.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-1,810,913.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -1,810,913.

(See worksheet in the instructions for line 13 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a (1)		X
	(2) Other assets	1a (2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
	(3) Rental of facilities, equipment, or other assets	1b (3)		X
	(4) Reimbursement arrangements	1b (4)		X
	(5) Loans or loan guarantees	1b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

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

SIGN HERE

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

► [signature] Signature of officer or trustee — Date 11/4/10 — ► Vice President Title

Paid Preparer's Use Only

Preparer's signature ► [signature]	Date 10/27/10	Check if self employed ► ☒	Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self employed), address, and ZIP code ► Evelyn H. Moses 3541 Marquette Dallas, TX 75225		EIN ► N/A	
		Phone no ► (214) 361-2323	

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ -5,791.	$ -5,791.	
Total	$ -5,791.	$ -5,791.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Thompson & Knight	$ 2,942.	$ 1,471.		$ 1,471.
Total	$ 2,942.	$ 1,471.		$ 1,471.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting and tax prep.services	$ 9,450.	$ 4,725.		$ 4,725.
Total	$ 9,450.	$ 4,725.		$ 4,725.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Clohesy Consulting	$ 7,131.			$ 7,131.
J P Morgan investment management	69,347.	$ 69,347.		
Kahlich consulting	645.			645.
Neuberger Berman investment mgmt	16,925.	16,925.		
Total	$ 94,048.	$ 86,272.		$ 7,776.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax paid	$ 119.	$ 119.		
Total	$ 119.	$ 119.		$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank service charges	$ 35.	$ 35.		
Community activities	4,627.			$ 4,627.
Meals & entertainment	1,796.			1,796.
Memberships	3,895.			3,895.
Miscellaneous	127.			127.
Office supplies and expenses	2,480.			2,480.
Portfolio deductions from K-1's	76.	76.		
Printing and copying	42.			42.
Professional dues	685.			685.
Publications and subscriptions	900.			900.
Total	$ 14,663.	$ 111.		$ 14,552.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
2300 shs Activision Blizzard	Cost	$ 25,440.	$ 25,553.
1500 shs Aetna Inc	Cost	62,992.	47,550.
800 shs Anadarko Petroleum	Cost	52,265.	49,936.
1500 shs Bed Bath & Beyond	Cost	44,270.	57,915.
500 shs Boeing Co	Cost	24,866.	27,065.
1500 shs Charles River Laboratories	Cost	71,605.	50,535.
2200 shs Cisco Systems	Cost	39,741.	52,668.
750 shs Darden Restaurants	Cost	27,329.	26,302.
1800 shs Dresser-Rand Group	Cost	60,529.	56,898.
1050 shs Ecolab Inc	Cost	33,999.	46,809.
1050 Exelon Corp	Cost	48,059.	51,314.
500 shs Henry Schein Inc	Cost	24,842.	26,300.
800 shs Hewlett-Packard Co	Cost	27,950.	41,208.
1500 shs JPMorgan Chase & Co	Cost	57,213.	62,505.
1800 shs Kraft Foods Inc	Cost	56,634.	48,924.
500 shs McDonalds Corp	Cost	28,151.	31,220.
2000 shs Microsoft Corp	Cost	38,321.	60,960.
1350 shs Morgan Stanley	Cost	39,859.	39,960.
1200 shs National Fuel Gas Co	Cost	47,271.	60,000.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
3200 shs News Copr Inc	Cost	$ 25,971.	$ 43,808.
700 shs Pepsico Inc	Cost	47,465.	42,560.
700 shs Procter & Gamble Co	Cost	47,697.	42,441.
1100 shs Rockwell Automation	Cost	53,743.	51,678.
900 shs Thermo Fisher Scientific	Cost	50,607.	42,921.
500 shs Union Pacific Corp	Cost	28,039.	31,950.
1200 shs XTO Energy Corp	Cost	61,891.	55,836.
600 shs 3M Co	Cost	47,730.	49,602.
3300 shs ABB Ltd	Cost	62,854.	63,030.
1500 shs Suncor Energy Inc	Cost	58,015.	52,965.
	Total	$ 1,295,348.	$ 1,340,413.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
83,600 shs Cullen High Dividend Equity	Cost	$ 850,000.	$ 929,628.
37,139 shs JPMorgan Intrepid America Fun	Cost	933,683.	754,300.
96,557 shs JPMorgan US Lg Cap Core Plus	Cost	1,574,897.	1,755,415.
6,675 shs SPDR Trust Series 1	Cost	836,674.	743,862.
25,870 shs Thornburg Value Fund	Cost	881,098.	816,961.
15,225 shs IShares Russell Midcap Growth	Cost	711,768.	690,302.
7,530 shs IShares Russell 2000 Index	Cost	419,843.	470,173.
5,395 shs IShares S & P Midcap 400 Index	Cost	376,660.	390,652.
35,925 shs JPMorgan Mid Cap Value	Cost	738,021.	686,878.
91,173 shs Artio International Equity II	Cost	1,380,549.	1,074,017.
53,579 shs Dodge & Cox International	Cost	1,832,785.	1,706,497.
27,912 shs JPMorgan Asia Equity Fund	Cost	882,354.	870,844.
27,954 shs Nuveen NWQ Value Opport.	Cost	504,078.	831,922.
41,590 shs T Rowe Price Intern'l Funds	Cost	716,376.	671,268.
19,936 shs JPMorgan Intern'l Currency In	Cost	217,500.	214,310.
56,385 shs JPMorgan Strategic Income	Cost	649,000.	653,499.
86,554 shs JPMorgan High Yield bond	Cost	518,271.	669,928.
205,460 shs JPMorgan Short Duration Bond	Cost	2,192,220.	2,229,246.
163,875 shs PIMCO Low Duration Fund	Cost	1,634,383.	1,686,275.
181,525 shs Vanguard Fixed Income Secs	Cost	1,579,408.	1,746,274.
250,000 Barc 12M SPX Bren	Cost	250,000.	264,275.
200,000 Barc 9M Rty Tactical Note	Cost	200,000.	202,460.
200,000 Barc 9M Rty Tactical Note	Cost	200,000.	202,840.
750,000 Credit Suisse Bren SPX 6/4/10	Cost	750,000.	874,725.
250,000 Credit Suisse Bren	Cost	250,000.	284,025.
200,000 Credit Suisse Ren OIH 01/14/10	Cost	200,000.	255,160.
250,000 CS EAFE Bren	Cost	250,000.	259,450.
250,000 CS 12M Asia Bren	Cost	250,000.	257,050.
425,000 DB SPX Bren	Cost	425,000.	458,093.
425,000 GS 9M EAFE Note	Cost	425,000.	445,698.
400,000 HSBC Mkt Plus SPX 10/29/10	Cost	400,000.	506,800.
500,000 HSBC 12M SPX Bren	Cost	500,000.	513,100.

Statement 8 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
500,000 JPM Issued 2 YR Note C-IGAR	Cost	$ 500,000.	$ 379,950.
375,000 JPMorgan Chase Bren CCI OIL	Cost	375,000.	471,638.
500,000 JPMorgan Chase FRN CPI 4/18/13	Cost	500,000.	479,800.
500,000 Prudential CPI 6.110% 6/10/13	Cost	500,000.	389,682.
250,000 18M Bren LInked to USD VS. BRL	Cost	252,757.	264,000.
Total Other Publicly Traded Securities		$ 25,657,325.	$ 26,100,997.
Other Securities			
JPMorgan Leveraged Loans Ltd.	Cost	1,000,000.	1,176,820.
JPMorgan-Blackrock Opportunistic Ltd	Cost	750,000.	748,912.
Avenue International Ltd	Cost	750,000.	892,276.
Blackston Real Estate CMBS Offshore	Cost	500,000.	585,098.
BW Private Investors Offshore	Cost	500,000.	440,505.
Chilton Global Natural Resources	Cost	750,000.	498,218.
Coatue Offshore Fund, Ltd	Cost	500,000.	472,676.
The Overlook Performance Fund	Cost	1,000,000.	919,947.
Galleon Offshore Diversified	Cost	77,760.	77,760.
Goldentree Offshore Ltd	Cost	500,000.	531,923.
Goldentree Credit Opportunities Ltd	Cost	1,000,000.	878,952.
Halcyon Partners Offshore, Ltd	Cost	500,073.	537,949.
Highbridge Long/Short Equity Fund	Cost	750,000.	852,487.
Highbridge Asia Opportunities Fund Ltd	Cost	500,000.	560,499.
HMLP Multi-Strategy PI, Ltd	Cost	2,500,000.	2,532,591.
Highbridge Convertible Opportunites Ltd	Cost	1,552.	2,736.
Carlyle Asia Partners III PI Offshore	Cost	127,853.	83,458.
Clayton, Dubilier & Rice Fund 8 LLC	Cost	205,882.	175,538.
Highbridge Mezzanine Partners, LP Offsho	Cost	157,993.	116,363.
KKR European Fund III PI Offshore	Cost	69,486.	23,924.
Sankaty DIP Opportunities Fund	Cost	155,675.	138,430.
Texas Women Ventures Fund-Side LP	Cost	394,088.	394,088.
Total Other Securities		$ 12,690,362.	$ 12,641,150.
Total		$ 38,347,687.	$ 38,742,147.

Statement 9
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 10,617.	$ 2,120.	$ 8,497.	$ 8,497.
Machinery and Equipment	12,415.	3,724.	8,691.	8,691.
Total	$ 23,032.	$ 5,844.	$ 17,188.	$ 17,188.

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Garrett Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	$ 0.	$ 0.	$ 0.
Cecilia Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	President, Dir 5.00	0.	0.	0.
Aimee Brooks Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
Katherine Nancy Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
Daniel Guthrie Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
James F. Adams 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Vice Pres/Treas 5.00	52,000.	5,961.	0.
Cynthia Yung 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Vice Pres/Sec 40.00	144,000.	26,689.	0.
	Total	$ 196,000.	$ 32,650.	$ 0.

Statement 11
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Garrett Boone
Cecilia Boone
Aimee Brooks Boone
Katherine Nancy Boone
Daniel Guthrie Boone

Statement 12
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Central Dallas Ministries 409 N. Haskell Dallas, TX 75246	N/A	public	Towards the Stablilization Fund for sustainability and growth	$ 166,667.
Parkland Foundation 277 N. Stemmons Freeway Ste 1700 Dallas, TX 75207	N/A	public	Towards Women & Infants Specialty Health Hospital	20,000.
Planned Parenthood of North Texas 7424 Greenville Ave., Ste 206 Dallas, TX 75231	N/A	public	Towards the capital campaign for capacity building and education	200,000.
Teach for America 350 N. St. Paul St., Suite 2800 Dallas, TX 75201	N/A	public	Towards the Dallas Independent School District 2009 Teaching Program	50,000.
Texas Business for Clean Air 1601 Elm Street Dallas, TX 75201	N/A	public	Towards general operating support	50,000.
Safe Place P. O. Box 19454 Austin, TX 78760	N/A	public	Transitional housing program for domestic violence victims	100,000.
Student Conservation Association 1800 North Kent St., Suite 102 Arlington, VA 22209	N/A	public	2009 Dallas SCA Program; environmental summer interns	25,000.
Environmental Defense Fund 44 East Avenue, Suite 304 Austin, TX 78701	N/A	public	Towards operating support for the Dallas office of EDF	50,000.
Woodall Rodgers Park Foundation 1909 Woodall Rodgers Fwy, Ste 100 Dallas, TX 75201	N/A	public	Woodall Rodgers park sustainable features	300,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Attitudes & Attire P.O. Box 421107 Dallas, TX 75342	N/A	public	Operating expenses	$ 20,000.
Girls Incorporated of Metro. Dallas 2040 Empire Central Drive Dallas, TX 75235	N/A	public	After school character building program	50,000.
Children at Risk 2900 Weslayan, Suite 400 Houston, TX 77027	N/A	public	Operating expenses	25,000.
Community Council of Greater Dallas 1349 Empire Central, Suite 400 Dallas, TX 75247	N/A	public	2009 Gold Medal Kids Bicycling Club	17,000.
The Family Place P. O. Box 7999 Dallas, TX 75209	N/A	public	Operating expenses for domestic violence shelter	100,000.
Texas Freedom Network Education Fund P. O. Box 1624 Austin, TX 78767	N/A	public	Social Policy Project Research	25,000.
Texas Low Income Housing Information Res 508 Powell Street Austin, TX 78703	N/A	public	Effectively using Federal Stimulus Funds for low-income Texas families project	50,000.
Center for Public Policy Priorities 900 Lydia Street Austin, TX 78702	N/A	public	General operating	20,000.
Child Abuse Prevention Center 2902 Swiss Avenue Dallas, TX 75204	N/A	public	Towards Healthy Families Program	25,000.
The Real Estate Council Foundation 5430 LBJ Freeway, Suite 100 Dallas, TX 75240	N/A	public	Shared Housing Green Haus transitional housing project	25,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Communities Foundation of Texas 5500 Caruth Haven Lane Dallas, TX 75225	N/A	public	Towards education feasibility study	$ 30,000.
Interfaith Housing Coalition 5600 Ross Avenue Dallas, TX 75206	N/A	public	Heart, Hands & Hands and Teen Program	20,000.
Big Brothers Big Sisters of North Texas 450 E. John Carpenter Freeway Irving, TX 75062	N/A	public	Operating expenses	25,000.
Foundation Communities 3036 S. 1st Street, Suite 200 Austin, TX 78704	N/A	public	Towards the Dallas Community Tax Centers	50,000.
Dallas Faith Communities Coalition 4514 Travis, Suite 350 Dallas, TX 75205	N/A	public	Towards West Dallas Education initiative	50,000.
Conference of Southwest Foundations 624 N. Good-Latimer Expy. Suite 100 Dallas, TX 75204	N/A	public	Towards annual membership	1,000.
Builders of Hope Comm. Dev. Corp. 333 Stemmons #100 Dallas, TX 75207	N/A	public	General operating	500.
Environment Texas 815 Brazos, Suite 600 Austin, TX 78701	N/A	public	General operating	500.
Foundation Communities 3036 S. 1st Street, Suite 200 Austin, TX 78704	N/A	public	General operating	500.
Center for Public Policy Priorities 900 Lydia Street Austin, TX 78702	N/A	public	General operating	500.
			Total	$ 1,496,667.

Statement 13
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Central Dallas Ministries 409 N. Haskell Dallas, TX 75246	N/A	public	Towards the Stabilization Fund for sustainability and growth	$ 166,666.
Parkland Foundation 277 N. Stemmons Freeway, Ste 1700 Dallas, TX 75207	N/A	public	Towards Women & Infants Specialty Health Hospital	60,000.
Planned Parenthood of North Texas 7424 Greenville Ave., Ste 206 Dallas, TX 75231	N/A	public	Towards the capital campaign for capacity building and education	600,000.
Teach for America 350 N. St. Paul St., Suite 2800 Dallas, TX 75201	N/A	public	Towards the Dallas Independent School District Teaching Program	50,000.
Safe Place P. O. Box 19454 Austin, TX 78760	N/A	public	Transitional housing program for domestic violence victims	100,000.
Center for Public Policy Priorities 900 Lydia Street Austin, TX 78702	N/A	public	General operating	40,000.
Girls Incorporated of Metro. Dallas 2040 Empire Central Drive Dallas, TX 75235	N/A	public	After school character building program	100,000.
Junior Achievement 1201 Executive Drive West Richardson, TX 75081	N/A	public	Towards the Finance Park Program for middle schools	50,000.
Museum of Nature and Science P. O. Box 151469 Dallas, TX 75318	N/A	public	Towards the capital campaign	250,000.
Woodall Rodgers Park Foundation 1909 Woodall Rodgers Fwy, Suite 100 Dallas, TX 75201	N/A	public	Woodall Rodgers Park sustainable features	1,200,000.

Statement 13 (continued)
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
The Dallas Foundation 900 Jackson Street Dallas, TX 75202	N/A	public	Towards the Zero to Five Funders Collaborative	$ 25,000.
Texas Appleseed 1609 Shoal Creek, Suite 201 Austin, TX 78701	N/A	public	General operating	25,000.
Audubon Texas 2904 Swiss Avenue Dallas, TX 75204	N/A	public	Towards education programs	50,000.
Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204	N/A	public	Towards the loan fund operating expenses	20,000.
			Total	$ 2,736,666.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print

File by the extended due date for filing the return See instructions

Name of Exempt Organization: The Boone Family Foundation

Employer identification number: 26-1407294

Number, street, and room or suite number If a P O box, see instructions: Evelyn H. Moses, 3541 Marquette

For IRS use only

City, town or post office, state, and ZIP code For a foreign address, see instructions: Dallas, TX 75225

Check type of return to be filed (File a separate application for each return)

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in care of ► Jim Adams

Telephone No ► (214) 368-0828 FAX No ► (214) 368-0829

• If the organization does not have an office or place of business in the United States, check this box ► [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 10

5 For calendar year 2009, or other tax year beginning ______, 20__, and ending ______, 20__

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension Due to circumstances beyond the taxpayers control, certain fair value information is pending at the due date of the automatic extension, and such fair value information is necessary for an accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 3,799.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 5,270.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instrs	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► Vice President + Treasurer Date ► 8/5/10

Form **8868** (Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization: The Boone Family Foundation	**Employer identification number**: 26-1407294
	Number, street, and room or suite number If a P O box, see instructions: 5949 Sherry Lane #1010	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: Dallas, TX 75225	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► Jim Adams

Telephone No ► (214) 368-0828 FAX No ► (214) 368-0829

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [X] calendar year 20 09 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$ 3,799.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 5,270.
c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions