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 , 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.

Name of foundation
THE JOE M & DORIS R DEALEY
FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
5608 PALOMAR LANE

City or town, state, and ZIP code
DALLAS, TX 75229

A Employer identification number 75-2611909

B Telephone number (214) 691-5902

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,947,013.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	59,458.	59,458.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-363,063.			
	b	Gross sales price for all assets on line 6a 2,108,774.				
	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 or (loss)				
	11	Other income	91.	91.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	-303,514.	59,549.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	3,402.	1,701.		1,701.
	c	Other professional fees				
	17	Interest	3,425.	3,425.		0.
	18	Taxes STMT 4	6,222.	1,507.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	18,121.	18,121.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,170.	24,754.		1,701.
	25	Contributions, gifts, grants paid	122,500.			122,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	153,670.	24,754.		124,201.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-457,184.			
	b	**Net investment income** (if negative, enter -0-)		34,795.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	86,626.	76,464.	76,464.
	2	Savings and temporary cash investments			
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	169,820.	312,393.	317,146.
	b	Investments - corporate stock STMT 7	1,890,247.	1,213,063.	1,374,574.
	c	Investments - corporate bonds STMT 8	89,301.	176,890.	178,829.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,235,994.	1,778,810.	1,947,013.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,235,994.	1,778,810.	
	30	**Total net assets or fund balances**	2,235,994.	1,778,810.	
	31	**Total liabilities and net assets/fund balances**	2,235,994.	1,778,810.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,235,994.
2	Enter amount from Part I, line 27a	2	-457,184.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,778,810.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,778,810.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,108,774.		2,471,837.	-363,063.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-363,063.

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	-363,063.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	131,637.	2,126,090.	.061915
2007	255,864.	1,374,916.	.186094
2006	74,699.	711,521.	.104985
2005	23,321.	698,349.	.033394
2004	22,292.	676,902.	.032932

2 Total of line 1, column (d)	2	.419320
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	.083864
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,704,487.
5 Multiply line 4 by line 3	5	142,945.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	348.
7 Add lines 5 and 6	7	143,293.
8 Enter qualifying distributions from Part XII, line 4	8	124,201.

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 instructions)

1a 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 instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	696.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	696.
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	696.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	351.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,200.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,551.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	8.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	847.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	847.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a 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 instructions for definition)? *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.*	1b		X
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? N/A	4b		
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, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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

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Part VII-A Statements Regarding Activities *(continued)*

		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 ▶ JOE M DEALEY, JR Telephone no. ▶ (214) 762-8080

Located at ▶ 5608 PALOMAR LANE, DALLAS, TX ZIP+4 ▶ 75229

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

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.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
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?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 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 ▶ _____, _____, _____, _____			
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 instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.			
▶ _____, _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

Form **990-PF** (2009)

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)? ☐ 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)? N/A **5b**

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** No: X

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 9		0.	0.	0.

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE PAID > $50,000		0.

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**

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.

Form **990-PF** (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,658,335.
b	Average of monthly cash balances		1b	72,109.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,730,444.
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	1,730,444.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	25,957.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,704,487.
6	**Minimum investment return.** Enter 5% of line 5		6	85,224.

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	85,224.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 696.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	696.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	84,528.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	84,528.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	84,528.

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	124,201.
b	Program-related investments - total from Part IX-B	1b	0.
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	124,201.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	124,201.

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.

Form **990-PF** (2009)

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					84,528.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004					
b From 2005					
c From 2006	908.				
d From 2007	188,556.				
e From 2008	26,452.				
f **Total** of lines 3a through e		215,916.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 124,201.					
a Applied to 2008, but not more than line 2a				0.	
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					84,528.
e Remaining amount distributed out of corpus		39,673.			
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		255,589.			
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 instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		255,589.			
10 Analysis of line 9.					
a Excess from 2005					
b Excess from 2006	908.				
c Excess from 2007	188,556.				
d Excess from 2008	26,452.				
e Excess from 2009	39,673.				

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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:

SEE STATEMENT 10

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 11				
Total			▶ 3a	122,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	59,458.	
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			18	91.	
8 Gain or (loss) from sales of assets other than inventory					-363,063.
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)		0.		59,549.	-363,063.

13 Total. Add line 12, columns (b), (d), and (e) 13 -303,514.

(See worksheet in line 13 instructions 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).
14	N/A
18	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 of officer or trustee | Date: JUNE 1, 2010 | Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature	Date 5/23/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	TRAVIS WOLFF, LLP 5580 LBJ FREEWAY, SUITE 400 DALLAS, TX 75240	EIN	
		Phone no. 972-661-1843	

THE JOE M & DORIS R DEALEY
FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
75-2611909 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MERRILL LYNCH ACCT #542-04H67	P	VARIOUS	VARIOUS
b	MERRILL LYNCH ACCT #542-04H67 (SEE ATTACHED)	P	VARIOUS	VARIOUS
c	MERRILL LYNCH ACCT #542-04H67 (SEE ATTACHED)	P	VARIOUS	VARIOUS
d	MERRILL LYNCH ACCT #542-04H67 (SEE ATTACHED)	P	VARIOUS	VARIOUS
e	MERRILL LYNCH ACCT #542-04H67 (SEE ATTACHED)	P	VARIOUS	VARIOUS
f	MERRILL LYNCH ACCT #542-04H67 (SEE ATTACHED)	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	10.			10.
b	610,656.		531,200.	79,456.
c	327,473.		452,732.	-125,259.
d	172,481.		152,658.	19,823.
e	998,103.		1,335,247.	-337,144.
f	51.			51.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				10.
b				79,456.
c				-125,259.
d				19,823.
e				-337,144.
f				51.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	-363,063.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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MorganStanley
SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

THE JOSEPH M DEALEY JR FOUNDATION
5608 PALOMAR LN

CASH FLOW ACTIVITY

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Inflows/(Outflows)
12/30	12/30	Interest Income	MORGAN STANLEY BANK N.A. (Period 11/28-12/30)				$0.67

MMF AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Bank Deposit Program/ Money Market Funds
12/30	Automatic Investment	BANK DEPOSIT PROGRAM	$0.67

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CALAMOS GROWTH A	12/15/03	10/16/09	39.297	$1,681.49	$1,682.70	$(1.21)	A
	11/17/04	10/16/09	0.382	16.35	19.31	(2.96)	A
	11/17/05	10/16/09	1.733	74.15	93.01	(18.86)	A
	05/12/06	10/16/09	1.705	72.96	98.28	(25.32)	A
	11/16/06	10/16/09	1.566	67.01	84.80	(17.79)	A
	11/16/07	10/16/09	5.932	253.83	338.02	(84.19)	A
	12/05/08	10/16/09	14.482	619.67	397.53	222.14	A
DWS GOLD & PREC MTL A	12/15/03	10/16/09	23.303	456.56	504.28	(47.72)	A
	12/26/03	10/16/09	10.828	212.15	214.72	(2.57)	A
	12/27/04	10/16/09	16.805	329.25	285.52	43.73	A
	12/27/05	10/16/09	3.292	64.50	62.29	2.21	A
	12/27/05	10/16/09	2.711	53.12	51.28	1.84	A
	12/26/06	10/16/09	6.807	133.37	136.20	(2.83)	A
	12/26/06	10/16/09	4.519	88.54	90.42	(1.88)	A
	12/26/06	10/16/09	0.738	14.46	14.77	(0.31)	A
	12/24/07	10/16/09	10.329	202.37	211.74	(9.37)	A
	12/24/07	10/16/09	2.955	57.90	60.58	(2.68)	A
	12/24/07	10/16/09	0.751	14.71	15.40	(0.69)	A
	12/05/08	10/16/09	22.781	446.34	233.51	212.83	A
	12/24/08	10/16/09	4.768	93.41	60.32	33.09	A
DWS RREEF REAL ESTATE SEC A	12/15/03	03/17/09	60.673	478.83	1,027.79	(548.96)	A
	12/23/03	03/17/09	4.665	36.82	79.07	(42.25)	A

CONTINUED

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	12/23/03	03/17/09	0.027	0.21	0.46	(0.25)	A
	12/22/04	03/17/09	18.981	149.80	361.29	(211.49)	A
	12/22/04	03/17/09	16.062	126.76	325.58	(198.82)	A
	08/25/05	03/17/09	0 427	3.37	9.20	(5.83)	A
	12/27/05	03/17/09	6.093	48.09	126.89	(78.80)	A
	12/27/05	03/17/09	4.078	32.18	85.81	(53 63)	A
	01/25/06	03/17/09	0.314	2.48	6.86	(4.38)	A
	02/22/06	03/17/09	0.306	2.41	6.89	(4.48)	A
	03/27/06	03/17/09	0.294	2.32	6.89	(4.57)	A
	04/24/06	03/17/09	0 301	2.38	6 91	(4.53)	A
	05/24/06	03/17/09	0.295	2.33	6.36	(4.03)	A
	06/26/06	03/17/09	0.286	2.26	6.37	(4.11)	A
	07/25/06	03/17/09	0.269	2.12	6.39	(4.27)	A
	08/25/06	03/17/09	0.262	2.07	6.41	(4.34)	A
	09/25/06	03/17/09	0.253	2 00	6.42	(4.42)	A
	12/20/06	03/17/09	4.775	37.68	124.38	(86.70)	A
	12/20/06	03/17/09	1.788	14.11	46.57	(32.46)	A
	03/26/07	03/17/09	0.244	1.93	6.80	(4.87)	A
	06/25/07	03/17/09	0.293	2.31	7.33	(5.02)	A
	09/24/07	03/17/09	0.556	4.39	13.86	(9.47)	A
	12/19/07	03/17/09	15.072	118.95	283.05	(164.10)	A
	12/19/07	03/17/09	3.614	28.52	67.87	(39.35)	A
	12/19/07	03/17/09	0.732	5.78	13.75	(7.97)	A
	03/25/08	03/17/09	0.804	6.35	16.02	(9.67)	A
	03/25/08	03/17/09	0.661	5.22	13.17	(7.95)	A
	06/24/08	03/17/09	0.869	6.86	16.16	(9.30)	A
	09/24/08	03/17/09	0.893	7.05	16.47	(9.42)	A
	12/05/08	03/17/09	39.523	311.91	403.92	(92.01)	A
	12/19/08	03/17/09	3.679	29.00	38.11	(9.11)	A
FEDERATED KAUFMANN A	12/15/03	10/16/09	232 087	1,057.62	1,125.60	(67.98)	A
	12/18/03	10/16/09	8.401	38.28	40.41	(2.13)	A
	11/16/04	10/16/09	51.957	236.77	264.46	(27.69)	A
	11/15/05	10/16/09	18.552	84.54	100.74	(16.20)	A
	11/15/06	10/16/09	38.330	174.67	211.58	(36.91)	A
	11/15/06	10/16/09	3.210	14.63	17.72	(3.09)	A
	11/15/07	10/16/09	27.049	123.26	165.00	(41.74)	A
	11/15/07	10/16/09	9.252	42.16	56.44	(14.28)	A
	12/05/08	10/16/09	14.982	68.28	50.34	17.94	A

CONTINUED

MorganStanley
SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

THE JOSEPH M DEALEY JR FOUNDATION
5608 PALOMAR LN

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
FEDERATED MARKET OPPOR A	05/24/04	10/16/09	100.625	1,067.57	1,266.87	(199.30)	A
	11/17/04	10/16/09	5.581	59.21	73.72	(14.51)	A
	12/28/04	10/16/09	8.608	91.33	112.01	(20.68)	A
	11/17/05	10/16/09	6.943	73.66	87.27	(13.61)	A
	12/28/05	10/16/09	4.721	50.09	60.65	(10.56)	A
	03/28/06	10/16/09	0.617	6.55	7.76	(1.21)	A
	05/12/06	10/16/09	19.010	201.68	248.65	(46.97)	A
	06/28/06	10/16/09	1.601	16.99	20.98	(3.99)	A
	09/28/06	10/16/09	1.393	14.78	17.65	(2.87)	A
	12/28/06	10/16/09	2.045	21.70	25.97	(4.27)	A
	03/28/07	10/16/09	1.426	15.13	18.00	(2.87)	A
	06/28/07	10/16/09	1.537	16.31	18.67	(2.36)	A
	09/28/07	10/16/09	1.495	15.86	18.18	(2.32)	A
	12/28/07	10/16/09	3.269	34.68	39.59	(4.91)	A
	03/28/08	10/16/09	2.086	22.13	25.80	(3.67)	A
	06/30/08	10/16/09	1.594	16.91	19.93	(3.02)	A
	09/30/08	10/16/09	1.529	16.22	17.90	(1.68)	A
	12/30/08	10/16/09	6.948	73.71	71.49	2.22	A
	03/27/09	10/16/09	0.325	3.44	3.57	(0.13)	
FIRST EAGLE OVERSEAS A	12/15/03	10/16/09	89.175	1,789.74	1,590.87	198.87	A
	12/09/04	10/16/09	5 713	114.66	118.88	(4.22)	A
	12/09/04	10/16/09	2.448	49.13	50.95	(1.82)	A
	12/15/05	10/16/09	9.639	193.45	220.25	(26.80)	A
	12/15/05	10/16/09	5.931	119.03	135.53	(16.50)	A
	12/14/06	10/16/09	12 174	244.33	303.01	(58.68)	A
	12/14/06	10/16/09	5.033	101.01	125.27	(24.26)	A
	12/14/06	10/16/09	0.531	10.66	13.22	(2.56)	A
	12/14/07	10/16/09	21.247	426.43	495.05	(68.62)	A
	12/14/07	10/16/09	6.034	121.10	140.59	(19.49)	A
	12/14/07	10/16/09	0.596	11.96	13.88	(1.92)	A
	12/18/08	10/16/09	15.996	321.04	263.78	57.26	A
	12/18/08	10/16/09	0.202	4.06	3.33	0.73	A
FRANKLIN MICROCAP VALUE A	12/15/03	10/16/09	34.993	962.74	1,103.68	(140.94)	A
	12/17/04	10/16/09	6.590	181.31	229.39	(48.08)	A
	12/17/04	10/16/09	0.502	13.81	17.47	(3.66)	A
	12/19/05	10/16/09	3.269	89.94	120.47	(30.53)	A
	12/19/05	10/16/09	0.475	13.07	17.49	(4.42)	A
	12/19/06	10/16/09	2.464	67.79	101.72	(33.93)	A

CONTINUED

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	12/19/06	10/16/09	0.630	17.33	26.01	(8.68)	A
	12/19/07	10/16/09	7.608	209.31	255.03	(45.72)	A
	12/19/07	10/16/09	0.601	16.53	20.15	(3.62)	A
	12/05/08	10/16/09	3.392	93.32	75.37	17.95	A
	12/17/08	10/16/09	5.834	160.51	114.23	46.28	A
	12/17/08	10/16/09	1.264	34.78	24.75	10.03	A
JOHN HANCOCK CLASSIC VAL A	01/19/05	03/17/09	118.963	1,025.00	2,682.60	(1,657.60)	A
	12/23/05	03/17/09	1.125	9.69	27.66	(17.97)	A
	12/23/05	03/17/09	0.796	6.86	19.57	(12.71)	A
	05/12/06	03/17/09	2.294	19.77	59.16	(39.39)	A
	12/20/06	03/17/09	3.330	28.69	92.17	(63.48)	A
	12/20/06	03/17/09	0.864	7.44	23.92	(16.48)	A
	12/20/06	03/17/09	0.454	3.91	12.58	(8.67)	A
	12/14/07	03/17/09	10.319	88.91	225.78	(136.87)	A
	12/14/07	03/17/09	2.405	20.72	52.62	(31.90)	A
	12/14/07	03/17/09	0.395	3.40	8.64	(5.24)	A
	12/05/08	03/17/09	62.848	541.50	690.06	(148.56)	A
	12/16/08	03/17/09	8.745	75.35	87.01	(11.66)	A
	12/16/08	03/17/09	7.036	60.63	70.01	(9.38)	A
JOHN HANCOCK US GBL LDRS GR A	01/19/05	10/16/09	98.589	2,458.58	2,682.61	(224.03)	A
	05/12/06	10/16/09	18.938	472.27	515.30	(43.03)	A
	12/14/07	10/16/09	4.528	112.92	131.89	(18.97)	A
	12/16/08	10/16/09	1.952	48.68	35.10	13.58	A
	12/16/08	10/16/09	0.067	1.67	1.20	0.47	A
LORD ABBETT BOND DEB A	12/15/03	10/16/09	198.265	1,417.44	1,580.15	(162.71)	A
	12/08/04	10/16/09	67.790	484.64	541.03	(56.39)	A
	12/08/05	10/16/09	29.804	213.08	236.34	(23.26)	A
	01/06/06	10/16/09	2.327	16.64	18.24	(1.60)	A
	02/08/06	10/16/09	2.348	16.79	18.34	(1.55)	A
	03/09/06	10/16/09	2.368	16.93	18.45	(1.52)	A
	04/07/06	10/16/09	2.372	16.96	18.55	(1.59)	A
	05/09/06	10/16/09	2.370	16.94	18.65	(1.71)	A
	05/12/06	10/16/09	64.116	458.38	502.03	(43.65)	A
	06/08/06	10/16/09	2.785	19.91	21.53	(1.62)	A
	07/07/06	10/16/09	2.819	20.15	21.65	(1.50)	A
	08/08/06	10/16/09	2.773	19.82	21.41	(1.59)	A
	09/07/06	10/16/09	2.774	19.83	21.53	(1.70)	A
	10/06/06	10/16/09	2.765	19.77	21.65	(1.88)	A

CONTINUED

MorganStanley
SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

THE JOSEPH M DEALEY JR FOUNDATION
5608 PALOMAR LN

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	11/08/06	10/16/09	2.665	19.05	21.11	(2.06)	A
	12/08/06	10/16/09	2.653	18.97	21.22	(2.25)	A
	01/05/07	10/16/09	2.674	19.12	21.34	(2.22)	A
	02/06/07	10/16/09	2.592	18.53	20.92	(2.39)	A
	03/09/07	10/16/09	2.606	18.63	21.03	(2.40)	A
	04/10/07	10/16/09	2.613	18.68	21.14	(2.46)	A
	05/08/07	10/16/09	2.513	17.97	20.58	(2.61)	A
	06/08/07	10/16/09	2.550	18.23	20.68	(2.45)	A
	07/10/07	10/16/09	2.597	18.57	20.80	(2.23)	A
	08/07/07	10/16/09	2.571	18.38	20.18	(1.80)	A
	09/07/07	10/16/09	2.562	18.32	20.29	(1.97)	A
	10/09/07	10/16/09	2.512	17.96	20.40	(2.44)	A
	11/07/07	10/16/09	2.554	18.26	20.51	(2.25)	A
	12/07/07	10/16/09	2.600	18.59	20.62	(2.03)	A
	01/08/08	10/16/09	2.666	19.06	20.74	(1.68)	A
	02/06/08	10/16/09	2.718	19.43	20.85	(1.42)	A
	03/06/08	10/16/09	2.781	19.88	20.97	(1.09)	A
	04/08/08	10/16/09	2.764	19.76	21.09	(1.33)	A
	05/07/08	10/16/09	2.687	19.21	20.88	(1.67)	A
	06/05/08	10/16/09	2.713	19.40	21.00	(1.60)	A
	07/08/08	10/16/09	2.837	20.28	21.11	(0.83)	A
	08/06/08	10/16/09	2.799	20.01	20.52	(0.51)	A
	09/05/08	10/16/09	2.816	20.13	20.64	(0.51)	A
	10/07/08	10/16/09	3.229	23.08	20.76	2.32	A
	11/06/08	10/16/09	3.369	24.09	20.08	4.01	A
	12/05/08	10/16/09	3.678	26.29	20.23	6.06	A
	01/06/09	10/16/09	3.387	24.21	20.39	3.82	A
	02/05/09	10/16/09	3.311	23.67	19.93	3.74	A
	03/06/09	10/16/09	3.554	25.41	20.08	5.33	
	04/07/09	10/16/09	3.435	24.56	20.23	4.33	
	05/07/09	10/16/09	3.230	23.09	20.38	2.71	
	06/04/09	10/16/09	2.693	19.25	17.40	1.85	
	07/06/09	10/16/09	2.713	19.40	17.55	1.85	
	08/04/09	10/16/09	2.580	18.44	17.65	0.79	
	09/03/09	10/16/09	2.588	18.50	17.70	0.80	
	10/05/09	10/16/09	2.531	18.10	17.87	0.23	
LORD ABBETT MID CAP VALUE A	01/19/05	10/16/09	97.461	1,256.47	2,146.08	(889.61)	A
	02/01/05	10/16/09	1.934	24.93	41.71	(16.78)	A

CONTINUED

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	12/20/05	10/16/09	5.973	77.00	133.79	(56.79)	A
	12/20/05	10/16/09	1.084	13.97	24.01	(10.04)	A
	01/31/06	10/16/09	3.066	39.53	68.13	(28.60)	A
	01/31/06	10/16/09	0.373	4.81	8.29	(3.48)	A
	01/31/06	10/16/09	0.051	0.66	1.13	(0.47)	A
	05/12/06	10/16/09	3.854	49.69	85.72	(36.03)	A
	12/21/06	10/16/09	9.053	116.71	202.61	(85.90)	A
	12/21/06	10/16/09	0.578	7.45	12.94	(5.49)	A
	12/21/06	10/16/09	0.432	5.57	9.66	(4.09)	A
	01/31/07	10/16/09	2.283	29.43	51.45	(22.02)	A
	01/31/07	10/16/09	0.064	0.83	1.45	(0.62)	A
	01/31/07	10/16/09	0.004	0.05	0.09	(0.04)	A
	12/21/07	10/16/09	22.075	284.59	414.12	(129.53)	A
	12/21/07	10/16/09	1.222	15.75	22.92	(7.17)	A
	12/21/07	10/16/09	0.706	9.10	13.24	(4.14)	A
	02/05/08	10/16/09	7.296	94.06	119.72	(25.66)	A
	02/05/08	10/16/09	0.216	2.78	3.55	(0.77)	A
	12/05/08	10/16/09	24.945	321.59	245.96	75.63	A
	12/23/08	10/16/09	4.918	63.42	48.10	15.32	A
TEMPLETON GLOBAL BD FD A	12/15/03	03/17/09	38.465	414.24	391.57	22.67	A
	12/19/03	03/17/09	10.220	110.06	102.92	7.14	A
	12/17/04	03/17/09	25.600	275.70	261.89	13.81	A
	12/17/04	10/16/09	3.766	47.46	38.53	8.93	A
	12/16/05	10/16/09	10.561	133.10	112.07	21.03	A
	01/20/06	10/16/09	0.785	9.89	8.25	1.64	A
	02/17/06	10/16/09	0.786	9.91	8.28	1.63	A
	03/17/06	10/16/09	0.787	9.92	8.31	1.61	A
	04/21/06	10/16/09	0.777	9.79	8.34	1.45	A
	05/12/06	10/16/09	24.882	313.59	275.19	38.40	A
	05/19/06	10/16/09	0.970	12.22	10.54	1.68	A
	06/23/06	10/16/09	0.996	12.55	10.58	1.97	A
	07/21/06	10/16/09	1.003	12.64	10.63	2.01	A
	08/18/06	10/16/09	0.988	12.45	10.67	1.78	A
	09/22/06	10/16/09	1.000	12.60	10.72	1.88	A
	10/20/06	10/16/09	1.003	12.64	10.76	1.88	A
	11/17/06	10/16/09	0.989	12.46	10.81	1.65	A
	12/22/06	10/16/09	2.994	37.73	33.02	4.71	A
	12/22/06	10/16/09	0.180	2.27	1.98	0.29	A

CONTINUED

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	01/19/07	10/16/09	1.010	12.73	11.00	1.73	A
	02/23/07	10/16/09	1.006	12.68	11.04	1.64	A
	03/23/07	10/16/09	0.998	12.58	11.09	1.49	A
	04/20/07	10/16/09	0.988	12.45	11.13	1.32	A
	05/18/07	10/16/09	0.980	12.35	11.18	1.17	A
	06/22/07	10/16/09	0.989	12.46	11.23	1.23	A
	07/20/07	10/16/09	0.978	12.33	11.26	1.07	A
	08/17/07	10/16/09	1.020	12.86	11.31	1.55	A
	09/21/07	10/16/09	0.990	12.48	11.36	1.12	A
	10/19/07	10/16/09	0.977	12.31	11.40	0.91	A
	10/19/07	10/16/09	0.258	3.25	3.01	0.24	A
	11/26/07	10/16/09	0.974	12.28	11.45	0.83	A
	12/21/07	10/16/09	6.587	83.02	74.17	8.85	A
	01/18/08	10/16/09	1.015	12.79	11.79	1.00	A
	02/22/08	10/16/09	1.009	12.72	11.85	0.87	A
	03/24/08	10/16/09	0.985	12.41	11.89	0.52	A
	04/18/08	10/16/09	0.993	12.51	11.93	0.58	A
	05/23/08	10/16/09	1.015	12.79	11.97	0.82	A
	06/20/08	10/16/09	1.053	13.27	12.01	1.26	A
	07/18/08	10/16/09	1.052	13.26	12.07	1.19	A
	08/22/08	10/16/09	1.059	13.35	12.11	1.24	A
	09/19/08	10/16/09	1.084	13.66	12.16	1.50	A
	10/17/08	10/16/09	1.101	13.88	12.21	1.67	A
	11/21/08	10/16/09	1.130	14.24	12.26	1.98	A
	12/19/08	10/16/09	5.947	74.95	65.71	9.24	A
	01/20/09	10/16/09	0.646	8.14	7.29	0.85	A
	02/19/09	10/16/09	0.680	8.57	7.32	1.25	A
	03/16/09	10/16/09	0.679	8.56	7.35	1.21	
	04/15/09	10/16/09	0.350	4.41	4.04	0.37	
	05/15/09	10/16/09	0.341	4.30	4.05	0.25	
	06/15/09	10/16/09	0.346	4.36	4.07	0.29	
	07/15/09	10/16/09	0.344	4.34	4.08	0.26	
	08/17/09	10/16/09	0.339	4.27	4.10	0.17	
	09/15/09	10/16/09	0.333	4.20	4.11	0.09	
	10/15/09	10/16/09	0.325	4.10	4.13	(0.03)	

Activity

THE JOSEPH M DEALEY JR FOUNDATION
5608 PALOMAR LN

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	$0.00	$0.00	$0.00
Net Realized Gain/(Loss) Year to Date	$28,300.08	$34,200.21	$(5,900.13)

Gain / loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting.

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account. Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH ACCT #542-04G75	16.	0.	16.
MERRILL LYNCH ACCT #542-04H67	59,442.	0.	59,442.
TOTAL TO FM 990-PF, PART I, LN 4	59,458.	0.	59,458.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH ACCT #542-04H67-NONDIVIDEND DISTRIBUTIONS	91.	91.	
TOTAL TO FORM 990-PF, PART I, LINE 11	91.	91.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,402.	1,701.		1,701.
TO FORM 990-PF, PG 1, LN 16B	3,402.	1,701.		1,701.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX - SECTION 4942	4,715.	0.		0.
FOREIGN TAXES	1,507.	1,507.		0.
TO FORM 990-PF, PG 1, LN 18	6,222.	1,507.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	17,956.	17,956.		0.
BANK FEES	165.	165.		0.
TO FORM 990-PF, PG 1, LN 23	18,121.	18,121.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES	X		312,393.	317,146.
TOTAL U.S. GOVERNMENT OBLIGATIONS			312,393.	317,146.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			312,393.	317,146.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS STOCK	1,213,063.	1,374,574.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,213,063.	1,374,574.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	176,890.	178,829.
TOTAL TO FORM 990-PF, PART II, LINE 10C	176,890.	178,829.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH M. DEALEY, JR 5608 PALOMAR LANE DALLAS, TX 75229	PRESIDENT 12.00	0.	0.	0.
PAMELA DEALEY CAMPBELL 1640 PROMONTORY DRIVE CEDAR HILL, TX 75104	SECRETARY/TREASURER 12.00	0.	0.	0.
RUSSELL E. DEALEY 7001 BALTIMORE DRIVE DALLAS, TX 75205	TRUSTEE 0.00	0.	0.	0.
PATRICIA DEALEY HEIDT P.O. BOX 770 RANCHO SANTA FE, CA 92067	ASST. SEC. 0.00	0.	0.	0.
BRANSON K. BYWATERS 2121 SAN JACINTO, SUITE 1200 DALLAS, TX 75201	TRUSTEE 4.00	0.	0.	0.
STUART M. BUMPAS 2200 ROSS AVE., SUITE 2200 DALLAS, TX 752016776	TRUSTEE 4.00	0.	0.	0.
CAROLYN DEALEY CAMPBELL GLENWINKLE 403 AQUA DALLAS, TX 75218	TRUSTEE 4.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOE M DEALEY, JR
5608 PALOMAR LANE
DALLAS, TX 75229

TELEPHONE NUMBER

(214)762-8080

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUESTS SHOULD BE SUBMITTED WITH THE APPROPRIATE EVIDENCE OF EXEMPT STATUS. SUCH EVIDENCE MAY BE AUDITED FINANCIAL STATEMENTS, LIST OF BOARD OF DIRECTORS, AND 501(C)(3) EXEMPTION FROM THE IRS.

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
DALLAS HERITAGE VILLAGE 1515 S. HARWOOD STREET DALLAS, TX 75215	N/A GENERAL	501(C)(3)	35,000.
DALLAS HISTORICAL SOCIETY P.O. BOX 150038 DALLAS, TX 75315	N/A GENERAL	501(C)(3)	5,000.
EQUEST P.O. BOX 192747 3800 TROY ROAD DALLAS, TX 75219	N/A GENERAL	501(C)(3)	10,000.
GRAND PRAIRIE ROTARY CLUB 3113 S. CARRIER PARKWAY GRAND PRAIRIE, TX 75051	N/A GENERAL	501(C)(3)	2,500.
GREATER DALLAS YOUTH ORCHESTRA 3630 HARRY HINES BOULEVARD DALLAS, TX 75219	N/A GENERAL	501(C)(3)	5,000.
RONALD MCDONALD HOUSE OF DALLAS 5641 MEDICAL CENTER DRIVE DALLAS, TX 75235	N/A GENERAL	501(C)(3)	20,000.
SPCA OF TEXAS 2400 LONE STAR DRIVE DALLAS, TX 75212	N/A GENERAL	501(C)(3)	5,000.
THE DALLAS FOUNDATION 900 JACKSON STREET #705 DALLAS, TX 75202	N/A GENERAL	501(C)(3)	35,000.

THE INSTITUTE FOR STRINGS 4100 MERRELL ROAD DALLAS, TX 75229	N/A GENERAL	501(C)(3)	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			122,500.