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 05/01 **, 2009, and ending** 04/30 **, 20** 10

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: JOE B. FOSTER FAMILY FOUNDATION

Number and street (or P O. box number if mail is not delivered to street address) / Room/suite: 325 SUGARBERRY CIRCLE

City or town, state, and ZIP code: HOUSTON, TX 77024

A Employer identification number: 76-0538109

B Telephone number (see page 10 of the instructions): (713) 789-3757

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, col. (c), line 16) ▶ $ 2,373,237.

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 page 11 of the instructions))

	Line	(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 (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	28,284.	28,284.		
	4 Dividends and interest from securities	23,293.	23,293.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-85,424.			
	b Gross sales price for all assets on line 6a 1,131,568.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,371.	1,227.		ATCH 2
	12 **Total.** Add lines 1 through 11	-31,476.	52,804.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,365.	0.	0.	0.
	c Other professional fees (attach schedule) *	9,406.	9,406.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	235.	235.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,006.	9,641.	0.	0.
	25 Contributions, gifts, grants paid	108,000.			108,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	120,006.	9,641.	0.	108,000.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-151,482.			
	b **Net investment income** (if negative, enter -0-)		43,163.		
	c **Adjusted net income** (if negative, enter -0-)			-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	107,795.	71,671.	71,670.
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 page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 5	2,213,733.	2,098,375.	2,301,567.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,321,528.	2,170,046.	2,373,237.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,321,528.	2,170,046.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,321,528.	2,170,046.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,321,528.	2,170,046.	

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	2,321,528.
2	Enter amount from Part I, line 27a	2	-151,482.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,170,046.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,170,046.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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				

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	-85,424.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	124,368.	2,187,528.	0.056853
2007	155,911.	2,893,616.	0.053881
2006	148,161.	2,922,672.	0.050694
2005	136,091.	2,865,314.	0.047496
2004	129,121.	2,766,751.	0.046669

2	**Total** of line 1, column (d)	2	0.255593
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	0.051119
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,233,861.
5	Multiply line 4 by line 3	5	114,193.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	432.
7	Add lines 5 and 6	7	114,625.
8	Enter qualifying distributions from Part XII, line 4	8	108,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	863.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	863.
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	863.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 0.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	19.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	882.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	

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 page 19 of 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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		X
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 page 19 of the instructions) ▶ ________			
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 on page 27)? *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 page 20 of the instructions)		11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13		

Website address ▶ N/A

14 The books are in care of ▶ HARRIET FOSTER Telephone no ▶ (713)789-3757

Located at ▶ 325 SUGARBERRY CIRCLE, HOUSTON, TX ZIP + 4 ▶ 77024

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

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.

			Line	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)?		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 ▶ 2004 , , ,				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b	X	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 2004 , , ,				
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)*		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

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 page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ 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? **7b** No: X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 6		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NO DIRECT CHARITABLE ACTIVITIES.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,091,548.
b	Average of monthly cash balances	1b	176,331.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	2,267,879.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,267,879.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	34,018.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,233,861.
6	**Minimum investment return.** Enter 5% of line 5	6	111,693.

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

1	Minimum investment return from Part X, line 6			1	111,693.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	863.		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	863.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	110,830.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	110,830.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	110,830.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	108,000.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	108,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	108,000.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				110,830.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			107,782.	
b Total for prior years: 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 108,000.				
a Applied to 2008, but not more than line 2a			107,782.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				218.
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				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				110,612.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
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 0.				

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

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 foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

ATTACHMENT 7

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 8

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

WRITTEN REQUEST

c Any submission deadlines:

NONE

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

NONE

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*				
ATTACHMENT 9				
Total . . . . . . ▶ **3a**				108,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of 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	28,284.	
4 Dividends and interest from securities			14	23,293.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-85,424.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 10				2,371.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-31,476.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -31,476.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions.)
	NOT APPLICABLE

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		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

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

Joe B Foster — 9/13/10 — Trustee

Signature of officer or trustee — Joe B Foster — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date 9/11/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00186434
Firm's name (or yours if self-employed), address, and ZIP code	BKD, LLP 2800 POST OAK BLVD., STE 3200 HOUSTON, TX 77056		EIN ▶ 44-0160260 Phone no 713-499-4600

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ATTACHMENT D-1 LONG TERM PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
616,568.		701,332.					-84,764.	
		ATTACHMENT D-1 LESS ST PORTION PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
							-37,776.	
		ATTACHMENT D-1 SHORT TERM PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
							37,776.	
		FEDERAL HOME LOAN BANK PROPERTY TYPE: SECURITIES				P		
300,000.		300,660.					-660.	
		FEDERAL FARM CREDIT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
50,000.		50,000.						
		FANNIE MAE PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
165,000.		165,000.						
TOTAL GAIN (LOSS)							-85,424.	

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LITIGATION SETTLEMENT	1,227.	1,227.
FEDERAL EXCISE TAX REFUND	1,144.	
TOTALS	2,371.	1,227.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES WOODWAY	9,406.	9,406.
TOTALS	9,406.	9,406.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	235.	235.
TOTALS	235.	235.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	2,098,375.	2,301,567.
TOTALS	2,098,375.	2,301,567.

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

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOE B. FOSTER 325 SUGARBERRY CIRCLE HOUSTON, TX 77024	PRESIDENT 1.00	0.	0.	0.
WILLIAM WARREN FOSTER 325 SUGARBERRY CIRCLE HOUSTON, TX 77024	VP/DIR 1.00	0.	0.	0.
KENNETH KNOX FOSTER 325 SUGARBERRY CIRCLE HOUSTON, TX 77024	VP/DIR 1.00	0.	0.	0.
JENNIFER KATE FOSTER 325 SUGARBERRY CIRCLE HOUSTON, TX 77024	VP/DIR 1.00	0.	0.	0.
HARRIET R. FOSTER 325 SUGARBERRY CIRCLE HOUSTON, TX 77024	SEC/DIR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JOE B. FOSTER
328 SUGARBERRY CIRCLE
HOUSTON, TX 77024

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

HARRIET R.FOSTER
325 SUGARBERRY CIRCLE
HOUSTON, TX 77024
713-789-3757

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF GREATER HOUSTON 1600 LOUISIANA ST. HOUSTON, TX 77002	NONE 501(C)(3)	CHARITABLE	16,000.
ST. MICHAEL'S ACADEMY 3000 BARTON CREEK BOULEVARD AUSTIN, TX 78735	NONE 501(C)(3)	CHARITABLE	4,000.
ST LOUIS CHURCH 7601 BURNET RD. AUSTIN, TX 78757	NONE 501(C)(3)	CHARITABLE	2,000.
HOUSTON A+ CHALLENGE 1415 LOUISIANA, BOX 9 HOUSTON, TX 77002	NONE 501(C)(3)	CHARITABLE	10,000
CATHOLIC CHARITIES OF CENTRAL TEXAS 1817 E. 6TH ST. AUSTIN, TX 78702	NONE 501(C)(3)	CHARITABLE	3,000.
HOUSTON HISTORY PROJECT/CENTER FOR PUBLIC HISTORY UNIVERSITY OF HOUSTON 110M HEYNE BUILDING HOUSTON, TX 77204	NONE 501(C)(3)	CHARITABLE	4,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COASTAL MOUNTAINS LAND TRUST 101 MOUNT BATTIE ST CAMDEN, ME 04843	NONE 501(C)(3)	CHARITABLE	5,000.
PALMER DRUG ABUSE PROGRAM HOUSTON 1200 ENCLAVE PARKWAY, STE 600 HOUSTON, TX 77077	NONE 501(C)(3)	CHARITABLE	2,000.
SEARCH HOMELESS SERVICES 2505 FANNIN HOUSTON, TX 77002	NONE 501(C)(3)	CHARITABLE	10,000.
UNIVERSITY OF HOUSTON 4800 CALHOUN ROAD HOUSTON, TX 77004	NONE 501(C)(3)	CHARITABLE	2,000.
AUSTIN FINE ARTS ALLIANCE 816 CONGRESS AVE STE 1140 AUSTIN, TX 78701	NONE 501(C)(3)	CHARITABLE	1,000.
AUSTIN ZOO PO BOX 91808 10807 RAWHIDE TRL AUSTIN, TX 78709	NONE 501(C)(3)	CHARITABLE	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUTS OF AMERICA 1325 W WALNUT HILL LANE PO BOX 152079 IRVING, TX 75038	NONE 501(C)(3)	CHARITABLE	1,000.
CENTER FOR PUBLIC POLICY 900 LYDIA ST AUSTIN, TX 78702	NONE 501(C)(3)	CHARITABLE	20,000.
TEXAS A&M UNIVERSITY FOUNDATION 401 GEORGE BUSH DR COLLEGE STA, TX 77840	NONE 501(C)(3)	CHARITABLE	5,000.
TIRR FOUNDATION 4605 POST OAK PLACE DR STE 222 HOUSTON, TX 77027	NONE 501(C)(3)	CHARITABLE	5,000.
MILITARY MOMS & WIVES OF BRAZORIA 313 MULBERRY ANGLETON, TX 77515	NONE 501(C)(3)	CHARITABLE	1,000.
ST. LUKES COUNSELING & LIFE 4225 BALTIMORE AVE KANSAS CITY, MO 64111	NONE 501(C)(3)	CHARITABLE	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHWEST HEALTH TECHNOLOGY 1011 AUGUSTA, SUITE 107 HOUSTON, TX 77007	NONE 501(C)(3)	CHARITABLE	10,000.
MUSICARES FOUNDATION 3030 OLYMPIC BLVD SANTA MONICA, CA 90404	NONE 501(C)(3)	CHARITABLE	5,000.
		TOTAL CONTRIBUTIONS PAID	108,000.

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

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISCELLANEOUS INCOME				1,227.	
FEDERAL EXCISE TAX REFUND				1,144.	
TOTALS				2,371.	

JOE B. FOSTER FAMILY FOUNDATION 76-0538109

Schedule D Detail of Short-term Capital Gains and Losses

ATTACHMENT 12

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
ATTACHMENT D-1 SHORT TERM	VARIOUS	VARIOUS			37,776.
FEDERAL HOME LOAN BANK			300,000.	300,660.	-660.
FEDERAL FARM CREDIT	VARIOUS	VARIOUS	50,000.	50,000.	
FANNIE MAE	VARIOUS	VARIOUS	165,000.	165,000.	
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			515,000.	515,660.	37,116.
Totals			515,000.	515,660.	37,116.

JSA
9F0971 2 000

JOE B. FOSTER FAMILY FOUNDATION

76-0538109

Schedule D Detail of Long-term Capital Gains and Losses

ATTACHMENT 13

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
ATTACHMENT D-1 LONG TERM	VARIOUS	VARIOUS	616,568.	701,332.	-84,764.
ATTACHMENT D-1 LESS ST PORTION	VARIOUS	VARIOUS			-37,776.
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			616,568.	701,332.	-122,540.
Totals			616,568.	701,332.	-122,540.

JSA
9F0970 2 000

TAX WORKSHEET

JOE FOSTER FAMILY FOUNDATION IMA

TRAN DATE	TRANSACTION DESCRIPTION	TAX CODE	SECURITY	REG CD	INCOME CASH NONTAX DVDS/DEPRE	PRINCIPAL CASH	GAIN OR LOSS	CARRYING VALUE
07/24/09	BUNGE LIMITED SOLD 475 SHS 07/21/09 TO INSTINET, LLC. @ 65.5416		G16962-10-5	US	.00	31,102.96	10,206.92 FS	20,896.04-
01/20/10	WEATHERFORD INTL LTD SOLD 1225 SHS 01/14/10 TO MILLER TABAK & CO. @ 19.1826		H27013-10-3	US	.00	23,424.89	3,218.88 FL	20,206.01-
02/04/10	ABB LTD SOLD 125 SHS 02/01/10 TO RIDGE CLEARING @ 18.4066		000375-20-4	US	.00	2,294.55	1,079.51-FL	3,374.06-
02/23/10	AGILENT TECHNOLOGIES INC SOLD 500 SHS 02/18/10 TO BLOOMBERG TRADEBOOK @ 30.9204		00846U-10-1	US	.00	15,430.00	2,374.59-FL	17,804.59-
04/28/10	ALBEMARLE CORPORATION SOLD 175 SHS 04/23/10 TO INSTINET, LLC. @ 43.997057		012653-10-1	US	.00	7,688.85	705.39 FL	6,983.46-
04/28/10	CISCO SYSTEMS, INC. SOLD 275 SHS 04/23/10 TO INSTINET, LLC. @ 27.3429		17275R-10-2	US	.00	7,502.67	177.66 FL	7,325.01-
02/04/10	COGNIZANT TECHNOLOGY SOLUTIONS SOLD 475 SHS 02/01/10 TO MORGAN STANLEY SMITH BARNEY @ 44.4117		192446-10-2	US	.00	21,066.79	4,399.55 FL	16,667.24-

ATTACHMENT D-1

TAX WORKSHEET

JOE FOSTER FAMILY FOUNDATION IMA

TRAN DATE	TRANSACTION DESCRIPTION	TAX CODE	SECURITY	REG CD	INCOME CASH NONTAX DVDS/DEPRE	PRINCIPAL CASH	GAIN OR LOSS	CARRYING VALUE
02/23/10	SOLD 150 SHS 02/18/10 TO BLOOMBERG TRADEBOOK @ 47.2955			US	.00	7,085.23	1,821.89 FL	5,263.34-
	SUBTOTAL				.00 *	28,152.02 *		21,930.58-*
	COLGATE PALMOLIVE CO.		194162-10-3					
05/05/09	SOLD 300 SHS 04/30/09 TO MILLER TABAK & CO. @ 58.935			US	.00	17,662.05	3,067.05 FL	14,595.00-
	DEAN FOOD CO		242370-10-4					
06/26/09	SOLD 950 SHS 06/23/09 TO RIDGE CLEARING @ 18.3596			US	.00	17,403.17	11,073.84-FL	28,477.01-
	ADR DIAGEO PLC ADR		25243Q-20-5					
05/06/09	SOLD 250 SHS 05/01/09 TO CITIGROUP GLOBAL MARKETS INC. @ 48.5092			US	.00	12,111.99	197.24 FL	11,914.75-
	DISNEY		254687-10-6					
02/04/10	SOLD 200 SHS 02/01/10 TO INSTINET, LLC @ 29.48335			US	.00	5,884.60	76.46 FL	5,808.14-
02/23/10	SOLD 150 SHS 02/18/10 TO INSTINET, LLC. @ 30.99			US	.00	4,639.44	283.33 FL	4,356.11-
	SUBTOTAL				.00 *	10,524.04 *		10,164.25-*
	GENERAL ELECTRIC CO		369604-10-3					
08/05/09	SOLD 1500 SHS 07/31/09 TO INSTINET, LLC. @ 13.28			US	.00	19,829.49	26,591.22-FL	46,420.71-
	GENZYME CORP		372917-10-4					
02/23/10	SOLD 400 SHS 02/18/10 TO BLOOMBERG TRADEBOOK @ 55.2485			US	.00	22,075.12	5,379.60-FL	27,454.72-
	GOLDMAN SACHS GROUP INC		38141G-10-4					
04/23/10	SOLD 175 SHS 04/20/10 TO INSTINET, LLC @ 161.1456			US	.00	28,189.50	5,544.34-FL	33,733.84-
	INTEL CORP		458140-10-0					
10/21/09	SOLD 425 SHS 10/16/09 TO MILLER TABAK & CO. @ 20.1139			US	.00	8,522.69	4,452.56-FL	12,975.25-
	KROGER COMPANY		501044-10-1					

ATTACHMENT D-1

TAX WORKSHEET

JOE FOSTER FAMILY FOUNDATION IMA

TRAN DATE	TRANSACTION DESCRIPTION	TAX CODE	SECURITY	REG CD	INCOME CASH NONTAX DVDS/DEPRE	PRINCIPAL CASH	GAIN OR LOSS	CARRYING VALUE
04/20/10	SOLD 600 SHS 04/15/10 TO INSTINET, LLC. @ 23.085			US	.00	13,814.76	2,171.64-FL	15,986.40-
	NATIONAL OILWELL VARCO INC		637071-10-1					
10/09/09	SOLD 325 SHS 10/06/09 TO INSTINET, LLC. @ 43.771506			US	.00	14,205.87	9,889.13-FL	24,095.00-
02/23/10	SOLD 350 SHS 02/18/10 TO BLOOMBERG TRADEBOOK @ 44.6021			US	.00	15,589.54	3,331.35 FL	12,258.19-
	SUBTOTAL				.00 *	29,795.41 *		36,353.19-*
	NIKE INC., CLASS B		654106-10-3					
04/20/10	SOLD 150 SHS 04/15/10 TO INSTINET, LLC. @ 75.62			US	.00	11,333.81	3,152.88 FL	8,180.93-
	PEABODY ENERGY CORPORATION		704549-10-4					
02/04/10	SOLD 250 SHS 02/01/10 TO MILLER TABAK & CO. @ 43.978			US	.00	10,979.36	2,859.76 FL	8,119.60-
02/23/10	SOLD 200 SHS 02/18/10 TO BLOOMBERG TRADEBOOK @ 46.38			US	.00	9,263.88	2,768.20 FL	6,495.68-
	SUBTOTAL				.00 *	20,243.24 *		14,615.28-*
	PETSMART, INC.		716768-10-6					
02/23/10	SOLD 250 SHS 02/18/10 TO INSTINET, LLC. @ 27.1022			US	.00	6,760.46	329.54-FL	7,090.00-
04/28/10	SOLD 100 SHS 04/23/10 TO INSTINET, LLC. @ 34.051			US	.00	3,399.04	563.04 FL	2,836.00-
	SUBTOTAL				.00 *	10,159.50 *		9,926.00-*
	FINANCIAL SELECT SECTOR SPDR FUND		81369Y-60-5					
01/29/10	SOLD 2950 SHS 01/26/10 TO KEEFE, BRUYETTE, WOODS @ 14.3723			US	.00	42,250.25	10,032.39 FS	32,217.86-
02/23/10	SOLD 1500 SHS 02/18/10 TO KEEFE, BRUYETTE, WOODS @ 14.38			US	.00	21,494.73	7,200.03 FS	14,294.70-
03/12/10	SOLD 1000 SHS 03/10/10 TO RIDGE CLEARING @ 15.3252			US	.00	15,285.01	5,755.21 FS	9,529.80-
	SUBTOTAL				.00 *	79,029.99 *		56,042.36-*

ATTACHMENT D-1

TAX WORKSHEET

JOE FOSTER FAMILY FOUNDATION IMA

TRAN DATE	TRANSACTION DESCRIPTION	TAX CODE	SECURITY	REG CD	INCOME CASH NONTAX DVDS/DEPRE	PRINCIPAL CASH	GAIN OR LOSS	CARRYING VALUE
	UTILITIES SELECT SECTOR SPDR		81369Y-88-6					
06/10/09	SOLD 675 SHS 06/05/09 TO MILLER TABAK & CO. @ 27.0908			US	.00	18,245.32	9,065.18-FL	27,310.50-
08/05/09	SOLD 250 SHS 07/31/09 TO INSTINET, LLC. @ 29.11			US	.00	7,262.31	37.77 FS 570.54-FL	7,795.08-
	SUBTOTAL				.00 *	25,507.63 *		35,105.58-*
	STAPLES INC.		855030-10-2					
02/23/10	SOLD 300 SHS 02/18/10 TO BLOOMBERG TRADEBOOK @ 25.04			US	.00	7,493.90	3,840.36 FL	3,653.54-
	TEREX CORP		880779-10-3					
08/05/09	SOLD 575 SHS 07/31/09 TO INSTINET, LLC. @ 15.2166			US	.00	8,714.82	28,110.34-FL	36,825.16-
	TEVA PHARMACEUTICALS-ADR		881624-20-9					
05/06/09	SOLD 279 SHS 05/01/09 TO CITIGROUP GLOBAL MARKETS INC. @ 43.9776			US	.00	12,252.69	5,481.18 FL	6,771.51-
08/05/09	SOLD 150 SHS 07/31/09 TO INSTINET, LLC. @ 52.9782			US	.00	7,937.52	4,296.93 FL	3,640.59-
	SUBTOTAL				.00 *	20,190.21 *		10,412.10-*
	THERMO FISHER SCIENTIFIC, INC.		883556-10-2					
04/20/10	SOLD 225 SHS 04/15/10 TO INSTINET, LLC. @ 53.9			US	.00	12,113.79	5,340.01 FL	6,773.78-
	TITANIUM METALS CORP		888339-20-7					
05/06/09	SOLD 950 SHS 05/01/09 TO BLOOMBERG TRADEBOOK @ 7.02			US	.00	6,611.83	22,791.02-FL	29,402.85-
	TRINITY INDUSTRIES, INC.		896522-10-9					
02/23/10	SOLD 500 SHS 02/18/10 TO INSTINET, LLC. @ 17.0416			US	.00	8,490.69	10,394.68-FL	18,885.37-
	UNITED STATES STEEL CORP		912909-10-8					
10/30/09	SOLD 500 SHS 10/27/09 TO MILLER TABAK & CO. @ 37.7592			US	.00	18,849.11	4,544.11 FS	14,305.00-
	VALERO ENERGY CORP		91913Y-10-0					
08/05/09	SOLD 600 SHS 07/31/09			US	.00	10,775.72	26,760.87-FL	37,536.59-

ATTACHMENT D-1

TAX WORKSHEET

JOE FOSTER FAMILY FOUNDATION IMA

TRAN DATE	TRANSACTION DESCRIPTION	TAX CODE	SECURITY	REG CD	INCOME CASH NONTAX DVDS/DEPRE	PRINCIPAL CASH	GAIN OR LOSS	CARRYING VALUE
	TO INSTINET, LLC. @ 18.02							
	VANGUARD SMALL-CAP IDX FD INST # 857		922908-87-6					
02/01/10	SOLD 1662.402 SHS 01/29/10 @ 26.58			XA	.00	44,186.65	1,644.71 FL	42,541.94-
02/01/10	SOLD 903.648 SHS 01/29/10 @ 26.58			XA	.00	24,018.96	894.03 FL	23,124.93-
	SUBTOTAL				.00 *	68,205.61 *		65,666.87-*
	VERIZON COMMUNICATIONS		92343V-10-4					
04/20/10	SOLD 450 SHS 04/15/10 TO RIDGE CLEARING @ 29.67			US	.00	13,324.27	4,081.06-FL	17,405.33-
	TAX CODE TOTAL	151			.00 **	616,568.28 **	37,776.43 FS**	701,331.61-**
							.00 FC*	
	OTHER RECEIPTS						.00 F5*	
							122,539.76-FL*	
							37,776.43 SS*	
							.00 SC*	
							.00 S5*	
							122,539.76-SL*	

ATTACHMENT D-1

61-0696-11-4 JOE FOSTER FAMILY FOUNDATION IMA AS OF DATE: 04/30/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
H8817H-10-0	TRANSOCEAN LTD	250.000	20,923.12	72.320 04/30/2010	18,080.00
000375-20-4	ABB LTD	900.000	24,293.23	19.160 04/30/2010	17,244.00
00724F-10-1	ADOBE SYSTEMS INC	750.000	19,814.85	33.600 04/30/2010	25,200.00
00846U-10-1	AGILENT TECHNOLOGIES INC	600.000	19,723.17	36.260 04/30/2010	21,756.00
012653-10-1	ALBEMARLE CORPORATION	500.000	19,952.75	45.660 04/30/2010	22,830.00
02209S-10-3	ALTRIA GROUP INC	1,400.000	28,084.00	21.190 04/30/2010	29,666.00
02635P-TB-9	AMERICAN GENERAL FINANCE 4.875% DUE 07/15/2012	75,000.000	72,350.25	93.179 04/30/2010	69,884.25
037389-10-3	AON CORP	525.000	21,229.98	42.460 04/30/2010	22,291.50
064058-10-0	BANK OF NEW YORK MELLON CORP.	650.000	28,750.91	31.130 04/30/2010	20,234.50
067383-10-9	BARD, C.R., INC	300.000	20,410.04	86.530 04/30/2010	25,959.00
067901-10-8	BARRICK GOLD CORP	800.000	28,159.75	43.550 04/30/2010	34,840.00
17275R-10-2	CISCO SYSTEMS, INC.	1,000.000	26,636.40	26.930 04/30/2010	26,930.00
192446-10-2	COGNIZANT TECHNOLOGY SOLUTIONS	350.000	11,131.39	51.110 04/30/2010	17,888.50
219350-10-5	CORNING INC.	1,150.000	21,465.02	19.250 04/30/2010	22,137.50
25243Q-20-5	ADR DIAGEO PLC ADR	500.000	21,560.00	68.140 04/30/2010	34,070.00
254687-10-6	DISNEY	500.000	14,520.35	36.840 04/30/2010	18,420.00
30231G-10-2	EXXON MOBIL CORP	200.000	16,146.00	67.770 04/30/2010	13,554.00

61-0696-11-4 JOE FOSTER FAMILY FOUNDATION IMA AS OF DATE: 04/30/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
302941-10-9	FTI CONSULTING INC	475.000	23,560.56	41.130 04/30/2010	19,536.75
3128X8-3X-8	FEDERAL HOME LN MTG CORP 2.50% DUE 01/14/2013 CALLABLE 07/14/2010 @ 100	150,000.000	150,000.00	100.321 04/30/2010	150,481.50
3133XN-VK-2	FEDERAL HOME LOAN BANK 5.25% DUE 01/18/2018 CALLABLE 01/18/2011 @ 100	50,000.000	50,271.00	103.203 04/30/2010	51,601.75
3133XV-XJ-5	FEDERAL HOME LOAN BANK 2.00% DUE 06/17/2013 CALLABLE 12/17/2010 @ 100	150,000.000	150,000.00	100.172 04/30/2010	150,258.00
31331G-DF-3	FEDERAL FARM CREDIT BANK 4.50% DUE 10/15/2013 CALLABLE 10/15/2010 @ 100	50,000.000	50,000.00	101.703 04/30/2010	50,851.75
3136FJ-3Q-2	FANNIE MAE 3.00% DUE 08/17/2015 CALLABLE 02/17/2012 @ 100	50,000.000	50,000.00	100.828 04/30/2010	50,414.00
3136FJ-5Y-3	FANNIE MAE 2.00% DUE 08/26/2013 CALLABLE 08/26/2010 @ 100	100,000.000	99,825.00	99.547 04/30/2010	99,547.00
369604-BC-6	GENERAL ELECTRIC CO 5.25% DUE 12/06/2017	50,000.000	49,327.50	106.360 04/30/2010	53,180.00
375558-10-3	GILEAD SCIENCES INC	500.000	24,358.30	39.710 04/30/2010	19,855.00
38259P-50-8	GOOGLE INC-CL A	40.000	13,106.82	525.695 04/30/2010	21,027.80
458140-10-0	INTEL CORP	1,175.000	24,457.85	22.840 04/30/2010	26,837.00
459200-10-1	INTERNATIONAL BUSINESS MACHINES	300.000	32,381.91	129.000 04/30/2010	38,700.00
469814-10-7	JACOBS ENGINEERING GROUP INC.	525.000	21,519.51	48.220 04/30/2010	25,315.50
478160-10-4	JOHNSON & JOHNSON	500.000	24,505.00	64.300 04/30/2010	32,150.00
500255-10-4	KOHLS CORPORATION	475.000	24,789.87	54.990 04/30/2010	26,120.25

61-0696-11-4 JOE FOSTER FAMILY FOUNDATION IMA AS OF DATE: 04/30/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
524908-7M-6	LEHMAN BROTHERS HOLDINGS 6.75% DUE 12/28/2017	100,000.000	99,657.00	.125 04/30/2010	125.00
58933Y-10-5	MERCK & CO INC NEW	600.000	23,089.44	35.040 04/30/2010	21,024.00
60934N-20-3	FEDERATED PRIME OBLIG MONEY MKT FUND	72,091.970	72,091.97	1.000 04/30/2010	72,091.97
61166W-10-1	MONSANTO CO NEW	275.000	21,352.17	63.060 04/30/2010	17,341.50
637071-10-1	NATIONAL OILWELL VARCO INC	200.000	4,914.04	44.030 04/30/2010	8,806.00
651290-10-8	NEWFIELD EXPLORATION CO.	3,000.000	3,000.00	58.190 04/30/2010	174,570.00
654106-10-3	NIKE INC., CLASS B	250.000	13,603.20	75.910 04/30/2010	18,977.50
66987V-10-9	NOVARTIS AG-ADR	450.000	25,169.80	50.850 04/30/2010	22,882.50
704549-10-4	PEABODY ENERGY CORPORATION	250.000	7,277.92	46.720 04/30/2010	11,680.00
713448-10-8	PEPSICO, INC.	500.000	31,109.00	65.220 04/30/2010	32,610.00
716768-10-6	PETSMART, INC.	700.000	19,852.00	33.070 04/30/2010	23,149.00
742718-10-9	PROCTER & GAMBLE	400.000	25,300.00	62.160 04/30/2010	24,864.00
78387G-AL-7	SBC COMMUNICATIONS INC 5.625% DUE 06/15/2016	50,000.000	51,807.00	111.068 04/30/2010	55,534.00
81369Y-88-6	UTILITIES SELECT SECTOR SPDR	425.000	12,265.67	30.440 04/30/2010	12,937.00
855030-10-2	STAPLES INC.	800.000	9,742.77	23.537 04/30/2010	18,830.00
879382-20-8	TELEFONICA S A	225.000	16,507.22	67.780 04/30/2010	15,250.50
881624-20-9	TEVA PHARMACEUTICALS-ADR	450.000	10,020.01	58.730 04/30/2010	26,428.50

61-0696-11-4 JOE FOSTER FAMILY FOUNDATION IMA AS OF DATE: 04/30/10

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE / PRICE DATE	MARKET VALUE
383556-10-2	THERMO FISHER SCIENTIFIC, INC.	400.000	12,042.28	55.280 04/30/2010	22,112.00
88579Y-10-1	3M COMPANY	500.000	41,755.00	88.670 04/30/2010	44,335.00
896522-10-9	TRINITY INDUSTRIES, INC.	500.000	14,675.58	24.890 04/30/2010	12,445.00
921909-60-2	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND #113	7,657.724	102,696.48	14.380 04/30/2010	110,118.07
922031-40-6	VANGUARD SHORT TERM INVESTMENT GRADE FUND #39	16,990.030	180,000.00	10.750 04/30/2010	182,642.82
922908-87-6	VANGUARD SMALL-CAP IDX FD INST # 857	4,744.296	120,333.13	31.840 04/30/2010	151,058.38
92343V-10-4	VERIZON COMMUNICATIONS	550.000	21,273.17	28.900 04/30/2010	15,895.00
931422-10-9	WALGREEN CO	600.000	27,678.00	35.150 04/30/2010	21,090.00
	TOTAL HOLDINGS		2,170,467.38		2,373,659.29
	TOTAL INCOME CASH		96,435.00-		96,435.00-
	TOTAL PRINCIPAL CASH		96,435.00		96,435.00
	TOTAL ACCOUNT		2,170,467.38		2,373,659.29
			2,170,467.38		2,373,659.00
			72,091.97 -		72,091.97 -
			------------------		------------------
			2,098,375.41		2,301,567.03