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

2010

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

For calendar year 2010, 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

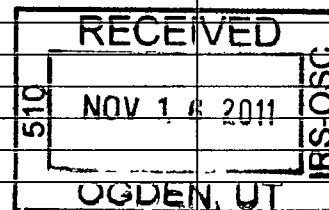
Name of foundation M.B. AND EDNA ZALE FOUNDATION		A Employer identification number 75-6037429
Number and street (or P O box number if mail is not delivered to street address) 6360 LBJ FREEWAY, SUITE 205	Room/suite	B Telephone number (214) 855-0627
City or town, state, and ZIP code DALLAS, TX 75240		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 30,096,761.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		69,031.		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		654,025.	654,025.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		628,236.			
b Gross sales price for all assets on line 6a 8,084,011.					
7 Capital gain net income (from Part IV, line 2)			628,236.		
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					
12 Total Add lines 1 through 11		1,351,292.	1,282,261.		
13 Compensation of officers, directors, trustees, etc		166,000.	41,500.		124,500.
14 Other employee salaries and wages		49,600.	24,800.		24,800.
15 Pension plans, employee benefits		81,170.	25,229.		55,941.
16a Legal fees					
b Accounting fees STMT 2		23,505.	11,752.		11,753.
c Other professional fees STMT 3		58,020.	58,020.		0.
17 Interest		134.	67.		67.
18 Taxes STMT 4		34,683.	15,151.		8,679.
19 Depreciation and depletion		10,048.	5,024.		
20 Occupancy		18,420.	9,210.		9,210.
21 Travel, conferences, and meetings		37,412.	7,482.		29,930.
22 Printing and publications					
23 Other expenses STMT 5		<4,353.>	<1,324.>		<3,029.>
24 Total operating and administrative expenses. Add lines 13 through 23		474,639.	196,911.		261,851.
25 Contributions, gifts, grants paid		878,843.			1,154,171.
26 Total expenses and disbursements. Add lines 24 and 25		1,353,482.	196,911.		1,416,022.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,190.>			
b Net investment income (if negative, enter -0-)			1,085,350.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 16 2011

Revenue

Operating and Administrative Expenses



6/9 12

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	23,670.	33,116.	33,116.
	2 Savings and temporary cash investments	1,015,949.	1,266,438.	1,266,438.
	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 ▶ 8,825. Less: allowance for doubtful accounts ▶ 0.	128.	8,825.	8,825.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,544.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	4,911,652.	4,816,379.	4,816,379.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	21,938,077.	23,923,836.	23,923,836.
Liabilities	14 Land, buildings, and equipment: basis ▶ 69,633. Less: accumulated depreciation ▶ 49,736.	19,859.	19,897.	19,897.
	15 Other assets (describe ▶ STATEMENT 9)	29,364.	28,270.	28,270.
	16 Total assets (to be completed by all filers)	27,940,243.	30,096,761.	30,096,761.
	17 Accounts payable and accrued expenses	10,467.	23,336.	
	18 Grants payable	1,126,836.	851,508.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	3,056.	3,935.	
	23 Total liabilities (add lines 17 through 22)	1,140,359.	878,779.	
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	26,799,884.	29,217,982.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	26,799,884.	29,217,982.	
	31 Total liabilities and net assets/fund balances	27,940,243.	30,096,761.	

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	26,799,884.
2 Enter amount from Part I, line 27a	2	<2,190.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	2,420,288.
4 Add lines 1, 2, and 3	4	29,217,982.
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	29,217,982.

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 8,084,011.		7,455,775.	628,236.

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			628,236.

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	628,236.
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))
2009	842,698.	24,350,760.	.034607
2008	1,679,811.	31,363,698.	.053559
2007	1,893,344.	35,969,190.	.052638
2006	1,046,818.	32,953,890.	.031766
2005	1,895,412.	31,015,097.	.061113

2 Total of line 1, column (d)	2	.233683
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	.046737
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	27,574,044.
5 Multiply line 4 by line 3	5	1,288,728.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,854.
7 Add lines 5 and 6	7	1,299,582.
8 Enter qualifying distributions from Part XII, line 4	8	1,416,022.

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	10,854.
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	10,854.
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	10,854.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,919.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,100.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,019.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,165.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 1,165. 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?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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 ► **WWW.ZALEFOUNDATION.ORG**

14 The books are in care of ► **LEONARD R. KRASNOW, PRESIDENT** Telephone no. ► **214-855-0627**
 Located at ► **6360 LBJ FREEWAY, SUITE 205, DALLAS, TX** ZIP+4 ► **75240**

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**

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ☐ Yes ☒ No
 See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	1b	X
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 2010? ☐ N/A	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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. ☐ N/A		
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 2010 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 2010) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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 2010? ☐ Yes ☒ No	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)?

☐ 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

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

X

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 11		166,000.	41,500.	1,460.

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

Form 990-PF (2010)

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	26,679,817.
b Average of monthly cash balances	1b	1,270,810.
c Fair market value of all other assets	1c	43,326.
d Total (add lines 1a, b, and c)	1d	27,993,953.
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	27,993,953.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	419,909.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,574,044.
6 Minimum investment return. Enter 5% of line 5	6	1,378,702.

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	1,378,702.
2a Tax on investment income for 2010 from Part VI, line 5	2a	10,854.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	10,854.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,367,848.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,367,848.
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	1,367,848.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,416,022.
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	1,416,022.
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	10,854.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,405,168.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,367,848.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	267,832.			
b From 2006				
c From 2007	158,224.			
d From 2008	125,564.			
e From 2009				
f Total of lines 3a through e	551,620.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,416,022.				
a Applied to 2009, 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 2010 distributable amount				1,367,848.
e Remaining amount distributed out of corpus	48,174.			
5 Excess distributions carryover applied to 2010 (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	599,794.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	267,832.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	331,962.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	158,224.			
c Excess from 2008	125,564.			
d Excess from 2009				
e Excess from 2010	48,174.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE				1,154,171.
Total			▶ 3a	1,154,171.
b <i>Approved for future payment</i> SEE ATTACHED SCHEDULE				848,086.
Total			▶ 3b	848,086.

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.		

[illegible]

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 _____

PRESIDENT

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed	PTIN
---	------

IRA L. NEVELOW

Ira Newelow

11/8/11

**Paid
Preparer
Use Only**

Firm's name ► **WEAVER AND TIDWELL, L.L.P.**

Firm's EIN ▶

Firm's address ► 12221 MERIT DRIVE, SUITE 1400
DALLAS, TX 75251

Phone no. (972) 490-1970

Form **990-PF** (2010)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

Employer identification number

M.B. AND EDNA ZALE FOUNDATION**75-6037429**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

M.B. AND EDNA ZALE FOUNDATION

75-6037429

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BARBARA AND DONALD ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 41,041.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	BETTY AND MARVIN ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 6,667.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	CAROL AND DAVID ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 1,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	DANA AND QUIN GERARD 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	JULIE AND DAVID FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 4,920.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	JULIE AND GEORGE TOBOLOWSKY 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 667.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
M.B. AND EDNA ZALE FOUNDATION	75-6037429

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	SHERYL AND GORDON BOGEN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 700.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8	KAREN AND STEVEN SELTZER 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 4,036.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

M.B. AND EDNA ZALE FOUNDATION

75-6037429

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	6,778 SHARES ACCURAY, INC. COMMON	\$ 41,041.	12/09/10
8	100 SHARES METLIFE COMMON	\$ 4,036.	10/25/10
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

M.B. AND EDNA ZALE FOUNDATION**75-6037429**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2010 Tax Information Statement

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 Recipient's Name and Address: Ref: JEC
 M.B. AND EDNA ZALE FOUNDATION

Account Number: 26-00190
 Recipient's Tax ID Number: XX-XXX7429

- Golden Capital Management

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
2345 0000	87236Y108	TD AMERITRADE HLDG CORP COM STK	07/29/2009	01/19/2010	44,334.70	42,680.41	1,654.29	0.00
115 0000	118759109	BUCCYRUS INTL INC NEW COM CL A	12/01/2009	02/09/2010	6,336.70	6,292.75	43.95	0.00
190 0000	156700106	CENTURYTEL INC	02/10/2009	02/09/2010	6,650.48	4,914.97	1,735.51	0.00
275 0000	17275R102	CISCO SYS INC	06/02/2009	02/09/2010	6,587.02	5,400.89	1,186.13	0.00
375 0000	254709108	DISCOVER FINL SVCS COM STK	09/21/2009	02/09/2010	4,902.12	6,024.07	-1,121.95	0.00
65.0000	34354P105	FLOWSERVE CORP	08/11/2009	02/09/2010	6,064.58	5,606.44	458.14	0.00
35 0000	38141G104	GOLDMAN SACHS GROUP INC	12/01/2009	02/09/2010	5,339.97	5,877.69	-537.72	0.00
150.0000	42822Q100	#REORG/HEWITT STOCK MERGER AON CORP COMMON STOCK 2023766 10-1-2010	12/01/2009	02/09/2010	5,712.29	6,188.78	-476.49	0.00
205 0000	437076102	HOME DEPOT INC	03/31/2009	02/09/2010	5,939.28	4,738.37	1,200.91	0.00
200.0000	50075N104	KRAFT FOODS INC CL A	07/29/2009	02/09/2010	5,774.42	5,702.42	72.00	0.00
100.0000	58155Q103	MCKESSON HBQC INC	10/20/2009	02/09/2010	5,907.17	6,206.72	-299.55	0.00
245 0000	81211K100	SEALED AIR CORP NEW	05/06/2009	02/09/2010	4,797.64	5,175.94	-378.30	0.00
250.0000	882508104	TEXAS INSTRUMENTS INC	06/30/2009	02/09/2010	5,883.04	5,402.90	480.14	0.00
80.0000	88579Y101	3M CO	11/11/2009	02/09/2010	6,334.51	6,283.13	51.38	0.00
275 0000	91529Y106	UNUMPROVIDENT CORP	09/21/2009	02/09/2010	5,272.37	6,101.97	-829.60	0.00
205 0000	92553P201	VIACOM INC	12/01/2009	02/09/2010	5,935.18	6,151.37	-216.19	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Account Number: 26-00190
 Recipient's Tax ID Number: XX-XXX7429
 Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION

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Ref: JEC

- Golden Capital Management

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
85 0000	G6852T105	PARTNERRE HLDG LTD COM STK	01/19/2010	02/09/2010	6,228 08	6,310 52	-82 44	0 00
175 0000	H89128104	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0.80	09/21/2009	02/09/2010	6,113.11	5,923 35	189 76	0 00
2450 0000	254709108	DISCOVER FINL SVCS COM STK	09/21/2009	02/10/2010	31,560 49	39,357.29	-7,796 80	0 00
995 0000	42822Q100	#REORG/HEWITT STOCK MERGER AON CORP COMMON STOCK 2023766 10-1-2010	VARIOUS	02/10/2010	37,293 42	41,660 05	-4,366.63	0 00
80 0000	118759109	BUCYRUS INTL INC NEW COM CL A	12/01/2009	04/14/2010	5,696 37	4,377 57	1,318 80	0 00
675 0000	118759109	BUCYRUS INTL INC NEW COM CL A	12/01/2009	05/25/2010	31,702 86	36,935 73	-5,232 87	0 00
620 0000	002444107	AVX CORP COM	03/11/2010	07/16/2010	7,760 52	8,323 25	-562.73	0 00
1290 0000	50075N104	KRAFT FOODS INC CL A	07/29/2009	07/16/2010	37,294 80	36,780.61	514 19	0 00
1350 0000	92553P201	VIACOM INC	12/01/2009	07/16/2010	43,198 18	40,509.05	2,689 13	0 00
1111 0000	002444107	AVX CORP COM	03/11/2010	07/19/2010	13,946 59	14,914.72	-968 13	0 00
1369 0000	002444107	AVX CORP COM	03/11/2010	07/20/2010	17,092 90	18,378 26	-1,285 36	0 00
130 0000	03076C106	AMERIPRISE FINANCIAL INC	02/10/2010	08/10/2010	5,663 02	5,007.37	655.65	0 00
20 0000	037833100	APPLE COMPUTER INC	07/16/2010	08/10/2010	5,165 78	5,030 86	134 92	0 00
150 0000	14149Y108	CARDINAL HEALTH INC	03/11/2010	08/10/2010	4,869.28	5,216 98	-347 70	0 00
65 0000	171798101	CIMAREX ENERGY CO COM	07/16/2010	08/10/2010	4,632 63	4,703 98	-71 35	0 00
1245 0000	172967101	CITIGROUP INC	05/03/2010	08/10/2010	4,970 57	5,533 53	-562.96	0 00
155 0000	210371100	CONSTELLATION ENERGY CORP	05/03/2010	08/10/2010	4,665 81	5,617 06	-951 25	0 00
285 0000	219350105	CORNING INC	07/16/2010	08/10/2010	5,278 82	4,867 94	410 88	0 00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

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 Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION

Account Number: 26-00190
 Recipient's Tax ID Number: XX-XXX7429

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

- Golden Capital Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
55 0000	34354P105	FLOWERVE CORP	08/11/2009	08/10/2010	5,537.44	4,743.91	793.53	0.00
425 0000	345370860	FORD MOTOR CO DEL	07/16/2010	08/10/2010	5,449.46	4,915.13	534.33	0.00
315 0000	369604103	GENERAL ELECTRIC CO	05/25/2010	08/10/2010	5,069.05	4,946.67	122.38	0.00
30 0000	38141G104	GOLDMAN SACHS GROUP INC	12/01/2009	08/10/2010	4,613.69	5,038.02	-424.33	0.00
110 0000	459506101	INTL FLAVORS & FRAGRANCES INC	04/14/2010	08/10/2010	5,162.38	5,568.91	-406.53	0.00
80 0000	58155Q103	MCKESSON HBOC INC	10/20/2009	08/10/2010	4,925.48	4,965.38	-39.90	0.00
85 0000	58405U102	MEDCO HEALTH SOLUTIONS INC	07/16/2010	08/10/2010	3,943.29	4,861.87	-918.58	0.00
210 0000	68389X105	ORACLE CORPORATION	07/16/2010	08/10/2010	5,071.93	4,981.35	90.58	0.00
85 0000	693475105	PNC BANK CORP	04/14/2010	08/10/2010	4,956.47	5,548.97	-592.50	0.00
65 0000	88579Y101	3M CO	11/11/2009	08/10/2010	5,651.81	5,105.04	546.77	0.00
280 0000	902494103	TYSON FOODS INC	07/16/2010	08/10/2010	4,489.02	4,836.97	-347.95	0.00
225 0000	91529Y106	UNUMPROVIDENT CORP	09/21/2009	08/10/2010	4,977.47	4,992.53	-15.06	0.00
100 0000	931142103	WAL MART STORES INC	06/22/2010	08/10/2010	5,183.16	5,096.10	87.06	0.00
70 0000	G6852T105	PARTNERRE HLDG LTD COM STK	01/19/2010	08/10/2010	5,254.98	5,196.90	58.08	0.00
145 0000	H89128104	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0.80	09/21/2009	08/10/2010	5,426.16	4,907.92	518.24	0.00
200 0000	H8912P106	TYCO ELECTRONICS LTD F	02/10/2010	08/10/2010	5,624.40	4,958.64	665.76	0.00
180 0000	03076C106	AMERIPRISE FINANCIAL INC	02/10/2010	11/03/2010	9,353.83	6,933.28	2,420.55	0.00
300 0000	345370860	FORD MOTOR CO DEL	07/16/2010	11/09/2010	4,870.89	3,469.50	1,401.39	0.00
210 0000	38141G104	GOLDMAN SACHS GROUP INC	12/01/2009	11/09/2010	35,632.44	35,266.14	366.30	0.00

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2010 Tax Information Statement

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 Recipient's Name and Address: M.B. AND EDNA ZALE FOUNDATION
 Ref: JEC

Account Number: 26-00190
 Recipient's Tax ID Number: XX-XX7429

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

- Golden Capital Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
95 0000	03076C106	AMERIPRISE FINANCIAL INC	02/10/2010	11/15/2010	5,007.60	3,659.23	1,348.37	0.00
20 0000	037833100	APPLE COMPUTER INC	07/16/2010	11/15/2010	6,140.77	5,030.86	1,109.91	0.00
155 0000	126650100	CVS CORP	08/25/2010	11/15/2010	4,656.51	4,343.95	312.56	0.00
135 0000	14149Y108	CARDINAL HEALTH INC	03/11/2010	11/15/2010	4,715.81	4,695.29	20.52	0.00
60 0000	171798101	CIMAREX ENERGY CO COM	07/16/2010	11/15/2010	4,911.66	4,342.14	569.52	0.00
1135 0000	172967101	CITIGROUP INC	05/03/2010	11/15/2010	4,883.25	5,044.62	-161.37	0.00
140 0000	210371100	CONSTELLATION ENERGY CORP	05/03/2010	11/15/2010	4,047.68	5,073.47	-1,025.79	0.00
260 0000	219350105	CORNING INC	07/16/2010	11/15/2010	4,724.77	4,440.93	283.84	0.00
110 0000	235851102	DANAHER CORP	11/03/2010	11/15/2010	4,819.28	4,794.91	24.37	0.00
345 0000	345370860	FORD MOTOR CO DEL	07/16/2010	11/15/2010	5,876.11	3,989.92	1,886.19	0.00
145 0000	345838106	FOREST LABS INC	11/03/2010	11/15/2010	4,693.93	4,870.20	-176.27	0.00
290 0000	369604103	GENERAL ELECTRIC CO	05/25/2010	11/15/2010	4,695.74	4,554.07	141.67	0.00
155 0000	406216101	HALLIBURTON CO	11/03/2010	11/15/2010	5,575.64	4,874.02	701.62	0.00
180 0000	44919P508	IAC / INTERACTIVE CORP COM PAR \$ 001 STK	08/25/2010	11/15/2010	5,009.76	4,373.17	636.59	0.00
100 0000	459506101	INTL FLAVORS & FRAGRANCES INC	04/14/2010	11/15/2010	5,195.16	5,062.65	132.51	0.00
80 0000	58405U102	MEDCO HEALTH SOLUTIONS INC	07/16/2010	11/15/2010	4,766.51	4,575.88	190.63	0.00
190 0000	68389X105	ORACLE CORPORATION	07/16/2010	11/15/2010	5,396.43	4,506.93	889.50	0.00
75 0000	693475105	PNC BANK CORP	04/14/2010	11/15/2010	4,269.86	4,896.15	-626.29	0.00
260 0000	902494103	TYSON FOODS INC	VARIOUS	11/15/2010	3,905.78	4,512.45	-606.67	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

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 Recipient's Name and Address: M.B. AND EDNA ZALE FOUNDATION
 Ref: JEC

Account Number: 26-00190
 Recipient's Tax ID Number: XX-XXX7429

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

- Golden Capital Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
55.0000	907818108	UNION PAC CORP COM	11/09/2010	11/15/2010	5,040.80	5,048.86	-8.06	0.00
150.0000	92343V104	VERIZON COMMUNICATIONS	11/03/2010	11/15/2010	4,915.78	4,945.21	-29.43	0.00
90.0000	931142103	WAL MART STORES INC	06/22/2010	11/15/2010	4,848.43	4,586.49	261.94	0.00
65.0000	G6852T105	PARTNERRE HLDG LTD COM STK	01/19/2010	11/15/2010	5,166.27	4,825.69	340.58	0.00
180.0000	H8912P106	TYCO ELECTRONICS LTD F	02/10/2010	11/15/2010	5,709.16	4,462.78	1,246.38	0.00
Total Short Term Sales						655,070.74	-969.30	0.00
Long Term 15% Sales								
210.0000	00846U101	AGILENT TECHNOLOGIES INC	09/20/2006	02/09/2010	6,208.04	6,416.97	-208.93	0.00
90.0000	031162100	AMGEN INC	12/11/2008	02/09/2010	5,199.45	5,235.08	-35.63	0.00
180.0000	039483102	ARCHER DANIELS MIDLAND CO	01/30/2009	02/09/2010	5,371.58	4,932.49	439.09	0.00
180.0000	055921100	BMC SOFTWARE INC	08/21/2007	02/09/2010	6,570.36	5,290.71	1,279.65	0.00
100.0000	071813109	BAXTER INTL INC	01/09/2007	02/09/2010	5,702.17	4,665.01	1,037.16	0.00
240.0000	110122108	BRISTOL MYERS SQUIBB CO	01/25/2008	02/09/2010	5,837.32	5,641.01	196.31	0.00
300.0000	12673P105	CA INC COM	12/11/2008	02/09/2010	6,543.87	5,122.02	1,421.85	0.00
85.0000	166764100	CHEVRONTXACO CORP	08/21/2007	02/09/2010	6,107.38	7,157.48	-1,050.10	0.00
100.0000	20825C104	CONOCOPHILLIPS	03/07/2005	02/09/2010	4,877.18	5,551.06	-673.88	0.00
80.0000	30231G102	EXXON MOBIL CORP	VARIOUS	02/09/2010	5,245.73	3,526.86	1,718.87	0.00
350.0000	364760108	GAP INC COM	09/09/2008	02/09/2010	6,969.28	6,928.60	40.68	0.00
95.0000	370334104	GENERAL MILLS INC	05/14/2008	02/09/2010	6,621.65	5,892.20	729.45	0.00

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- Golden Capital Management

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
130.0000	428236103	HEWLETT PACKARD CO COM	08/23/2005	02/09/2010	6,331.23	3,468.39	2,862.84	0.00
315.0000	458140100	INTEL CORP	10/12/2007	02/09/2010	6,218.97	8,042.01	-1,823.04	0.00
50.0000	459200101	INTL BUSINESS MACHINES CORP	02/10/2004	02/09/2010	6,194.04	4,950.29	1,243.75	0.00
160.0000	46625H100	J P MORGAN CHASE & CO	04/13/2006	02/09/2010	6,168.32	6,735.46	-567.14	0.00
85.0000	478160104	JOHNSON & JOHNSON	05/14/2001	02/09/2010	5,380.64	4,151.08	1,229.56	0.00
110.0000	487836108	KELLOGG CO	04/04/2005	02/09/2010	5,805.99	4,730.04	1,075.95	0.00
100.0000	580135101	MCDONALDS CORP	10/04/2006	02/09/2010	6,331.16	3,994.94	2,336.22	0.00
250.0000	594918104	MICROSOFT CORP COM	02/10/2003	02/09/2010	7,048.28	5,876.92	1,171.36	0.00
100.0000	654106103	NIKE INC CLASS B	05/21/2007	02/09/2010	6,293.17	5,440.11	853.06	0.00
85.0000	674599105	OCCIDENTAL PETROLEUM CORP	07/30/2007	02/09/2010	6,687.92	4,840.28	1,847.64	0.00
305.0000	717081103	PFIZER INC	10/30/2008	02/09/2010	5,484.59	5,429.95	54.64	0.00
90.0000	74005P104	PRAXAIR INC	05/08/2002	02/09/2010	6,751.03	2,677.59	4,073.44	0.00
90.0000	742718109	PROCTER & GAMBLE CO	12/11/2001	02/09/2010	5,563.04	3,437.24	2,125.80	0.00
145.0000	778296103	ROSS STORES INC	05/08/2008	02/09/2010	6,625.32	5,059.49	1,565.83	0.00
120.0000	857477103	STATE STREET CORP	12/11/2008	02/09/2010	5,282.63	5,075.54	207.09	0.00
100.0000	913017109	UNITED TECHNOLOGIES CORP	03/14/2000	02/09/2010	6,688.16	2,520.00	4,168.16	0.00
175.0000	942683103	WATSON PHARMACEUTICALS INC	10/02/2008	02/09/2010	6,699.35	5,046.09	1,653.26	0.00
150.0000	G1151C101	ACCENTURE PLC SHS CL A NEW	01/20/2009	02/09/2010	6,081.29	4,824.25	1,257.04	0.00
130.0000	G2554F105	COVIDIEN PLC	09/09/2008	02/09/2010	6,491.13	7,001.63	-510.50	0.00
130.0000	H0023R105	ACE LTD COM STK	01/08/2001	02/09/2010	6,335.13	4,987.67	1,347.46	0.00

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THE NORTHERN TRUST COMPANY
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- Golden Capital Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
130 0000	H5833N103	NOBLE CORPORATION (SWITZERLAND) COM USD0.10	06/12/2008	02/09/2010	5,289 95	8,355 32	-3,065.37	0 00
100 0000	594918104	MICROSOFT CORP COM	02/10/2003	02/10/2010	2,810 21	2,350.77	459.44	0 00
1135 0000	942683103	WATSON PHARMACEUTICALS INC	10/02/2008	03/11/2010	46,127 52	32,727 50	13,400 02	0 00
975 0000	G1151C101	ACCENTURE PLC SHS CL A NEW	01/20/2009	03/11/2010	40,812.98	31,357 66	9,455 32	0 00
413 0000	039483102	ARCHER DANIELS MIDLAND CO	01/30/2009	04/14/2010	11,673 41	11,317 31	356 10	0 00
350.0000	364760108	GAP INC COM	09/09/2008	04/14/2010	8,785 58	6,928 60	1,856 98	0 00
2005 0000	717081103	PFIZER INC	10/30/2008	04/14/2010	34,083 62	35,695.21	-1,611 59	0 00
767 0000	039483102	ARCHER DANIELS MIDLAND CO	01/30/2009	04/15/2010	21,764 25	21,017 87	746 38	0 00
585.0000	74005P104	PRAXAIR INC	05/08/2002	05/03/2010	49,095 99	17,404 33	31,691.66	0 00
50 0000	778296103	ROSS STORES INC	05/08/2008	05/03/2010	2,864.07	1,744 65	1,119 42	0 00
795 0000	857477103	STATE STREET CORP	12/11/2008	05/03/2010	34,735 51	33,625 48	1,110.03	0 00
100 0000	778296103	ROSS STORES INC	05/08/2008	05/25/2010	5,178 76	3,489 30	1,689 46	0 00
735 0000	487836108	KELLOGG CO	04/04/2005	06/22/2010	39,500 58	31,605 30	7,895 28	0 00
1380 0000	00846U101	AGILENT TECHNOLOGIES INC	09/20/2006	07/16/2010	37,917.20	42,168 69	-4,251 49	0 00
640.0000	071813109	BAXTER INTL INC	01/09/2007	07/16/2010	27,126 07	29,856 06	-2,729 99	0 00
1955 0000	12673P105	CA INC COM	12/11/2008	07/16/2010	36,900 98	33,378.50	3,522 48	0 00
660 0000	580135101	MCDONALDS CORP	10/04/2006	07/16/2010	46,566 90	26,366.60	20,200 30	0 00
70 0000	031162100	AMGEN INC	12/11/2008	08/10/2010	3,874 63	4,071 72	-197 09	0 00
150 0000	055921100	BMC SOFTWARE INC	08/21/2007	08/10/2010	5,410 77	4,408 92	1,001 85	0 00

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THE NORTHERN TRUST COMPANY
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- Golden Capital Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
195 0000	110122108	BRISTOL MYERS SQUIBB CO	01/25/2008	08/10/2010	5,164 00	4,583.32	580 68	0 00
155 0000	156700106	CENTURYTEL INC	02/10/2009	08/10/2010	5,597 34	4,009 58	1,587 76	0 00
70 0000	166764100	CHEVRONTXACO CORP	08/21/2007	08/10/2010	5,513 27	5,894.40	-381 13	0 00
225 0000	17275R102	CISCO SYS INC	06/02/2009	08/10/2010	5,458 96	4,418 91	1,040 05	0 00
85 0000	20825C104	CONOCOPHILLIPS	03/07/2005	08/10/2010	4,824 72	4,718.40	106 32	0 00
65 0000	30231G102	EXXON MOBIL CORP	01/24/2002	08/10/2010	4,014 49	2,511 60	1,502.89	0 00
240 0000	364760108	GAP INC COM	09/09/2008	08/10/2010	4,397.32	4,751 04	-353 72	0 00
160 0000	370334104	GENERAL MILLS INC	05/14/2008	08/10/2010	5,411 50	4,961 86	449 64	0 00
105 0000	428236103	HEWLETT PACKARD CO COM	08/23/2005	08/10/2010	4,471 08	2,801 39	1,669.69	0 00
170 0000	437076102	HOME DEPOT INC	03/31/2009	08/10/2010	4,785 83	3,929 38	856 45	0 00
260 0000	458140100	INTEL CORP	10/12/2007	08/10/2010	5,160 10	6,637 85	-1,477 75	0 00
45 0000	459200101	INTL BUSINESS MACHINES CORP	02/10/2004	08/10/2010	5,910 76	4,455 26	1,455 50	0 00
130 0000	46625H100	J P MORGAN CHASE & CO	04/13/2006	08/10/2010	5,113.13	5,472 56	-359 43	0 00
70 0000	478160104	JOHNSON & JOHNSON	05/14/2001	08/10/2010	4,132 90	3,418.53	714 37	0 00
195 0000	594918104	MICROSOFT CORP COM	02/10/2003	08/10/2010	4,883 24	4,584 00	299.24	0 00
80 0000	654106103	NIKE INC CLASS B	05/21/2007	08/10/2010	5,875 30	4,352 09	1,523.21	0 00
70 0000	674599105	OCCIDENTAL PETROLEUM CORP	07/30/2007	08/10/2010	5,385 17	3,986 12	1,399 05	0 00
75 0000	742718109	PROCTER & GAMBLE CO	12/11/2001	08/10/2010	4,560 11	2,864.37	1,695 74	0 00
100 0000	778296103	ROSS STORES INC	05/08/2008	08/10/2010	5,107 90	3,489 30	1,618.60	0 00
200 0000	81211K100	SEALED AIR CORP NEW	05/06/2009	08/10/2010	4,448 42	4,225 26	223 16	0 00

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 CHICAGO, IL 60680

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- Golden Capital Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
205 0000	882508104	TEXAS INSTRUMENTS INC	06/30/2009	08/10/2010	5,160 27	4,430 38	729 89	0 00
80 0000	913017109	UNITED TECHNOLOGIES CORP	03/14/2000	08/10/2010	5,824 10	2,016 00	3,808 10	0 00
105 0000	G2554F105	COVIDIEN PLC	09/09/2008	08/10/2010	4,005 94	5,655.16	-1,649 22	0 00
105 0000	H0023R105	ACE LTD COM STK	VARIOUS	08/10/2010	5,667.01	3,856 80	1,810 21	0 00
110 0000	H5833N103	NOBLE CORPORATION (SWITZERLAND) COM USD0.10	06/12/2008	08/10/2010	3,664 30	7,069.89	-3,405.59	0 00
1035 0000	055921100	BMC SOFTWARE INC	VARIOUS	08/25/2010	37,944 52	30,707 86	7,236 66	0 00
1110 0000	370334104	GENERAL MILLS INC	05/14/2008	08/25/2010	39,158 24	34,422 87	4,735 37	0 00
1086 0000	156700106	CENTURYTEL INC	02/10/2009	11/03/2010	45,600 25	28,092 92	17,507 33	0 00
370 0000	34354P105	FLOWSERVE CORP	08/11/2009	11/03/2010	35,982 08	31,913 57	4,068.51	0 00
735 0000	G2554F105	COVIDIEN PLC	09/09/2008	11/03/2010	29,332 62	39,586 15	-10,253 53	0 00
750 0000	H5833N103	NOBLE CORPORATION (SWITZERLAND) COM USD0.10	VARIOUS	11/03/2010	25,959.08	44,095 80	-18,136.72	0 00
85 0000	031162100	AMGEN INC	12/11/2008	11/15/2010	4,634 34	4,944 24	-309.90	0 00
180 0000	110122108	BRISTOL MYERS SQUIBB CO	01/25/2008	11/15/2010	4,748 76	4,230 76	518 00	0 00
65 0000	166764100	CHEVRONTXACO CORP	08/21/2007	11/15/2010	5,526 36	5,473 37	52 99	0 00
205 0000	17275R102	CISCO SYS INC	06/02/2009	11/15/2010	4,079.94	4,026 12	53.82	0 00
75 0000	20825C104	CONOCOPHILLIPS	03/07/2005	11/15/2010	4,659 11	4,163 29	495.82	0 00
65 0000	30231G102	EXXON MOBIL CORP	01/24/2002	11/15/2010	4,585 18	2,511 60	2,073.58	0 00
220 0000	364760108	GAP INC COM	09/09/2008	11/15/2010	4,473 07	4,355 12	117 95	0 00
95 0000	428236103	HEWLETT PACKARD CO COM	08/23/2005	11/15/2010	4,044 32	2,534 59	1,509.73	0 00

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- Golden Capital Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
155 0000	437076102	HOME DEPOT INC	03/31/2009	11/15/2010	4,884 35	3,582 67	1,301 68	0 00
235 0000	458140100	INTEL CORP	10/12/2007	11/15/2010	4,994 27	5,999 60	-1,005 33	0 00
40 0000	459200101	INTL BUSINESS MACHINES CORP	02/10/2004	11/15/2010	5,755 60	3,960 23	1,795 37	0 00
115 0000	46625H100	J P MORGAN CHASE & CO	04/13/2006	11/15/2010	4,625 51	4,841 11	-215 60	0 00
65 0000	478160104	JOHNSON & JOHNSON	05/14/2001	11/15/2010	4,169 18	3,174 35	994 83	0 00
75 0000	58155Q103	MCKESSON HBOC INC	10/20/2009	11/15/2010	4,843 60	4,655 04	188 56	0 00
175 0000	594918104	MICROSOFT CORP COM	02/10/2003	11/15/2010	4,592 36	4,113 85	478 51	0 00
75 0000	654106103	NIKE INC CLASS B	05/21/2007	11/15/2010	6,150 08	4,080 08	2,070 00	0 00
65 0000	674599105	OCCIDENTAL PETROLEUM CORP	07/30/2007	11/15/2010	5,698 61	3,701 39	1,997 22	0 00
70 0000	742718109	PROCTER & GAMBLE CO	VARIOUS	11/15/2010	4,493 39	2,725 11	1,768 28	0 00
90 0000	778296103	ROSS STORES INC	05/08/2008	11/15/2010	5,743 02	3,140 37	2,602 65	0 00
180 0000	81211K100	SEALED AIR CORP NEW	05/06/2009	11/15/2010	4,039 58	3,802 73	236 85	0 00
185 0000	882508104	TEXAS INSTRUMENTS INC	06/30/2009	11/15/2010	5,715 01	3,998 15	1,716 86	0 00
60 0000	88579Y101	3M CO	11/11/2009	11/15/2010	5,177 46	4,712 35	465 11	0 00
75 0000	913017109	UNITED TECHNOLOGIES CORP	03/14/2000	11/15/2010	5,661 09	1,890 00	3,771 09	0 00
205 0000	91529Y106	UNUMPROVIDENT CORP	09/21/2009	11/15/2010	4,504 28	4,548 74	-44 46	0 00
95 0000	H0023R105	ACE LTD COM STK	05/14/2001	11/15/2010	5,721 04	3,411 81	2,309 23	0 00
130 0000	H89128104	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD 80	09/21/2009	11/15/2010	4,893 43	4,400 20	493 23	0 00
Total Long Term 15% Sales					1,123,161 27	963,407 74	159,753 53	0 00

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- - Golden Capital Management -

Capital Gain Distributions (15%)

Description	Amount of dividend
MERRILL LYNCH & CO INC	79.30
TYCO INTL LTD NEW	94.23
Total capital gain distributions (15%)	173.53

Important Tax Information

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- Other Securities

THE NORTHERN TRUST COMPANY
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2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
7847.5400	922908488	MFO VANGUARD TOTAL STOCK MARKET INDEX FDSIGNAL	VARIOUS	02/09/2010	200,112.31	164,559.68	35,552.63	0.00
7.6600	223995838	CF CFI MULTI-STRATEGY COMMODITIES SER 19 (FOR ZALE ONLY) FD	02/26/2010	03/31/2010	75.60	76.60	-1.00	0.00
7.4100	223995838	CF CFI MULTI-STRATEGY COMMODITIES SER 19 (FOR ZALE ONLY) FD	02/26/2010	04/30/2010	75.43	74.10	1.33	0.00
7.6600	223995838	CF CFI MULTI-STRATEGY COMMODITIES SER 19 (FOR ZALE ONLY) FD	02/26/2010	05/28/2010	72.34	76.60	-4.26	0.00
7.4400	223995838	CF CFI MULTI-STRATEGY COMMODITIES SER 19 (FOR ZALE ONLY) FD	02/26/2010	06/30/2010	69.91	74.40	-4.49	0.00
30126.5900	223995838	CF CFI MULTI-STRATEGY COMMODITIES SER 19 (FOR ZALE ONLY) FD	VARIOUS	07/01/2010	283,320.50	301,199.37	-17,878.87	0.00
Total Short Term Sales						483,726.09	17,665.34	0.00
Long Term 15% Sales								
26.0900	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	01/29/2010	231.43	286.47	-55.04	0.00

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- Other Securities

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
12755.1000	018918698	MFO ALLIANZ FDS NFJ SMALL-CAP VALUE FD INSTL CL	02/25/2003	02/09/2010	300,000.00	244,897.94	55,102.06	0.00
45666.0000	31647Q106	MFC FIDUCIARY / CLAYMORE MLP OPPORTUNITYFD.COM	VARIOUS	02/09/2010	80,276.56	86,643.27	-6,366.71	0.00
1971.6100	411511306	HARBOR INTERNATIONAL FUND INSTL CL	12/16/2003	02/09/2010	100,000.00	71,332.85	28,667.15	0.00
200.0000	486606106	KAYNE ANDERSON MLP INVT CO COM	08/15/2007	02/09/2010	4,667.94	5,463.93	-795.99	0.00
2728.0000	486606106	KAYNE ANDERSON MLP INVT CO COM	08/15/2007	02/09/2010	63,633.06	74,528.04	-10,894.98	0.00
200.0000	486606106	KAYNE ANDERSON MLP INVT CO COM	08/15/2007	02/09/2010	4,661.94	5,463.93	-801.99	0.00
3460.0000	89147U100	TORTOISE ENERGY CAP CORP FORMERLY TORTOISE MLP INVT CORP TO 04/28/2005 COM	VARIOUS	02/09/2010	77,191.96	86,363.42	-9,171.46	0.00
19029.5000	921937850	MFO VANGUARD BD INDEX FDS SHORT TERM BD INDEX FD SIGNAL SHS	04/22/2004	02/09/2010	200,000.00	194,481.47	5,518.53	0.00
47801.1500	921937868	MFO VANGUARD BD INDEX FDS TOTAL BD MKT INDEX FD SIGNAL SHS	05/24/2007	02/09/2010	500,000.00	474,187.41	25,812.59	0.00
11760.3000	922908488	MFO VANGUARD TOTAL STOCK MARKET INDEX FDSIGNAL	VARIOUS	02/09/2010	299,887.70	312,708.68	-12,820.98	0.00
20105.6900	316138205	MFO FIDELITY EQTY INC FD REAL ESTATE INVT PORTFOLIO OPEN END FD	VARIOUS	02/10/2010	373,563.52	404,544.67	-30,981.15	0.00
250000.0000	46513FEF7	ST OF ISRAEL 4TH VARIABLE RATE LIBOR NT #67-0394 00 0 DUE 02-01-2010 REG	03/16/2005	02/23/2010	250,000.00	250,000.00	0.00	0.00

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THE NORTHERN TRUST COMPANY
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- Other Securities

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
23.5600	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	02/26/2010	216.28	258.69	-42.41	0.00
26.1700	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	03/31/2010	236.79	287.35	-50.56	0.00
25.3200	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	04/30/2010	236.21	278.01	-41.80	0.00
26.1600	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	05/28/2010	226.76	287.24	-60.48	0.00
25.3600	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	06/30/2010	218.88	278.45	-59.57	0.00
34.5900	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	07/30/2010	315.48	379.80	-64.32	0.00
15243.8900	61744J671	MFO MORGAN STANLEY INSTL FD INC FORMERLYMO U S REAL ESTATE I	VARIOUS	08/10/2010	200,000.00	205,544.95	-5,544.95	0.00
9310.9900	922908488	MFO VANGUARD TOTAL STOCK MARKET INDEX FDSIGNAL	05/14/2009	08/10/2010	250,000.00	195,810.14	54,189.86	0.00
34.5800	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	08/31/2010	311.60	379.69	-68.09	0.00
33.5300	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	09/30/2010	323.89	368.16	-44.27	0.00
34.6600	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	10/29/2010	353.23	380.57	-27.34	0.00
86880.9700	693390700	MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	08/25/2005	11/15/2010	1,000,000.00	931,888.40	68,111.60	0.00
33.5400	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	11/30/2010	340.08	368.27	-28.19	0.00

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2010 Tax Information Statement

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 Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION
 Ref: JEC

Account Number: 26-17742
 Recipient's Tax ID Number: XX-XXX7429

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- Other Securities

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
6778.0000	004397105	ACCURAY INC DEL COM	12/05/1995	12/15/2010	45,165.79	4,066.68	41,099.11	0.00
34.7100	203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2005	12/31/2010	388.74	381.12	7.62	0.00
Total Long Term 15% Sales						3,551,859.60	200,588.24	0.00

This is important tax information and is being furnished to you.



Northern Trust

2010 Tax Information Statement

M.B. AND EDNA ZALE FOUNDATION

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Account Number:
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- Other Securities

Capital Gain Distributions (15%)

Description	Amount of dividend
#REORG TIME WARNER STK MERGER TO AOL TIME WARNER INC 2157776 @ 1.5 1/11/01	1,438.24
AMERICAN INTL GROUP INC	77.23
CONAGRA INC	1,063.54
ENRON CORP	1,791.77
MFO ADVISORS INNER CIRCLE FD WHG SMIDCAPD INSTL CL	14,611.50
MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	50,938.24
MFO VANGUARD BD INDEX FDS SHORT TERM BD INDEX FD SIGNAL SHS	7,764.19
MFO VANGUARD BD INDEX FDS TOTAL BD MKT INDEX FD SIGNAL SHS	865.83
MFO VANGUARD PRIMECAP FD ADMIRAL SHS #559	19,831.39
ST PAUL COS INC	333.93
U.S. CL ACTIONS (DELISTED/VAR CUSIPS) ACTION USE ONLY	160.97
WORLD COM INC GA NEW	3,175.83
Total capital gain distributions (15%)	102,052.66

Nondividend Distributions

Description	Amount of dividend
KAYNE ANDERSON MLP INVT CO COM	845.31
MFO ROWE T PRICE REAL ESTATE FD INC COM	2,625.87
Total Nondividend Distributions	3,471.18

St. Paul Travelers 333.93
Quest Securities 226.98
American Int'l Group 77.14
Total \$102,690.71

Important Tax Information

2010 Tax Information Statement

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 Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION

Account Number: 26-33775
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- Smith Asset Management

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
105 0000	38141G104	GOLDMAN SACHS GROUP INC	03/24/2009	01/05/2010	18,303 40	11,840 94	6,462 46	0 00
300 0000	756577102	RED HAT INC	VARIOUS	01/05/2010	9,284.76	4,751 74	4,533.02	0 00
95 0000	38141G104	GOLDMAN SACHS GROUP INC	03/24/2009	01/06/2010	16,573 17	10,713.24	5,859 93	0 00
200 0000	002824100	ABBOTT LABORATORIES	08/04/2009	02/09/2010	10,777 92	8,902 34	1,875 58	0 00
200 0000	025816109	AMERICAN EXPRESS CO	10/28/2009	02/09/2010	7,547 92	7,075 42	472 50	0 00
100 0000	075896100	BED BATH & BEYOND INC	01/12/2010	02/09/2010	3,909 20	4,134.26	-225 06	0 00
100 0000	115637209	BROWN-FORMAN INC CL B NON-VTG COM	12/23/2009	02/09/2010	5,118 93	5,281.88	-162 95	0 00
400 0000	17275R102	CISCO SYS INC	05/08/2009	02/09/2010	9,567.95	7,510 16	2,057 79	0 00
100 0000	20825C104	CONOCOPHILLIPS	06/04/2009	02/09/2010	4,867 95	4,590.14	277.81	0 00
100 0000	35671D857	FREEMPORT MCMORAN C & G CL B COM STK	08/13/2009	02/09/2010	7,249 90	6,578 35	671.55	0 00
100 0000	452308109	ILLINOIS TOOL WORKS INC	08/13/2009	02/09/2010	4,374.94	4,173 08	201.86	0 00
500 0000	458140100	INTEL CORP	04/27/2009	02/09/2010	9,864 87	7,686 05	2,178.82	0 00
100 0000	52602E102	LENDER PROCESSING SVCS INC COM STK	08/13/2009	02/09/2010	3,753 95	3,198.33	555 62	0 00
100 0000	58155Q103	MCKESSON HBOC INC	08/04/2009	02/09/2010	5,912 92	5,410.91	502 01	0 00
100 0000	651290108	NEWFIELD EXPL CO COM	12/23/2009	02/09/2010	5,044 93	4,932 95	111 98	0 00

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2010 Tax Information Statement

Account Number: 26-33775
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Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION

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- Smith Asset Management

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
200.0000	756577102	RED HAT INC	VARIOUS	02/09/2010	5,530.00	3,168.70	2,361.30	0.00
200.0000	778296103	ROSS STORES INC	03/20/2009	02/09/2010	9,153.88	6,874.92	2,278.96	0.00
100.0000	884315102	THOMAS & BETTS CORP	11/24/2009	02/09/2010	3,413.95	3,672.69	-258.74	0.00
400.0000	91911X104	#REORG/VALEANT STOCK MERGER VALEANT PHARMA INTL COMMON STOCK 2063437 9/28/10	VARIOUS	02/09/2010	14,199.81	10,784.50	3,415.31	0.00
300.0000	958102105	WESTERN DIGITAL CORP COM	08/19/2009	02/09/2010	12,166.34	9,600.78	2,565.56	0.00
100.0000	963320106	WHIRLPOOL CORP	01/05/2010	02/09/2010	7,658.90	8,152.86	-493.96	0.00
100.0000	966837106	WHOLE FOODS MKT INC	08/13/2009	02/09/2010	2,816.03	2,832.90	-16.87	0.00
1000.0000	053611109	AVERY DENNISON CORP	VARIOUS	02/17/2010	32,040.19	38,173.44	-6,133.25	0.00
700.0000	20825C104	CONOCOPHILLIPS	06/04/2009	02/17/2010	34,576.55	32,130.98	2,445.57	0.00
336.0000	384313102	GRAFTECH INTL LTD COM	12/23/2009	03/10/2010	4,477.24	5,221.04	-743.80	0.00
914.0000	384313102	GRAFTECH INTL LTD COM	VARIOUS	03/11/2010	11,902.96	14,284.41	-2,381.45	0.00
737.0000	384313102	GRAFTECH INTL LTD COM	VARIOUS	03/12/2010	9,595.62	11,575.49	-1,979.87	0.00
613.0000	384313102	GRAFTECH INTL LTD COM	12/28/2009	03/15/2010	7,921.88	9,590.39	-1,668.51	0.00
600.0000	002824100	ABBOTT LABORATORIES	08/04/2009	04/12/2010	31,550.10	26,707.02	4,843.08	0.00
200.0000	966837106	WHOLE FOODS MKT INC	08/13/2009	04/12/2010	7,754.54	5,665.80	2,088.74	0.00
300.0000	958102105	WESTERN DIGITAL CORP COM	VARIOUS	07/02/2010	9,063.26	9,698.21	-634.95	0.00
500.0000	958102105	WESTERN DIGITAL CORP COM	08/20/2009	07/06/2010	15,131.99	16,328.25	-1,196.26	0.00
567.0000	91911X104	#REORG/VALEANT STOCK MERGER VALEANT PHARMA INTL COMMON STOCK 2063437 9/28/10	VARIOUS	07/08/2010	29,595.25	15,331.54	14,263.71	0.00

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 M.B. AND EDNA ZALE FOUNDATION

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

- Smith Asset Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
433 0000	91911X104	#REORG/VALEANT STOCK MERGER VALEANT PHARMA INTL COMMON STOCK 2063437 9/28/10	VARIOUS	07/09/2010	22,487.47	11,701.06	10,786.41	0.00
271 0000	929297109	WMS INDUSTRIES INC	08/13/2009	07/21/2010	10,310.46	11,462.22	-1,151.76	0.00
629 0000	929297109	WMS INDUSTRIES INC	VARIOUS	07/22/2010	24,454.92	26,814.61	-2,359.69	0.00
52 0000	52602E102	LENDER PROCESSING SVCS INC COM STK	08/17/2009	07/30/2010	1,662.41	1,759.21	-96.80	0.00
204 0000	52602E102	LENDER PROCESSING SVCS INC COM STK	VARIOUS	07/30/2010	6,521.92	6,679.64	-157.72	0.00
644 0000	52602E102	LENDER PROCESSING SVCS INC COM STK	VARIOUS	08/02/2010	20,780.36	21,744.27	-963.91	0.00
1200 0000	007865108	AEROPOSTALE COM	VARIOUS	08/18/2010	27,844.45	35,549.97	-7,705.52	0.00
100 0000	115637209	BROWN-FORMAN INC CL B NON-VTG COM	12/23/2009	08/18/2010	6,199.81	5,281.88	917.93	0.00
400 0000	88632Q103	TIBCO SOFTWARE INC COM	07/02/2010	09/27/2010	7,213.55	4,839.12	2,374.43	0.00
400 0000	963320106	WHIRLPOOL CORP	VARIOUS	09/27/2010	31,289.03	32,659.95	-1,370.92	0.00
1300 0000	594918104	MICROSOFT CORP COM	VARIOUS	10/01/2010	31,672.53	33,929.37	-2,256.84	0.00
58.0000	115637209	BROWN-FORMAN INC CL B NON-VTG COM	12/23/2009	10/04/2010	3,569.90	3,063.49	506.41	0.00
700 0000	651290108	NEWFIELD EXPL CO COM	12/23/2009	10/04/2010	39,866.70	34,530.65	5,336.05	0.00
229.0000	115637209	BROWN-FORMAN INC CL B NON-VTG COM	VARIOUS	10/05/2010	14,217.64	12,109.37	2,108.27	0.00
313 0000	115637209	BROWN-FORMAN INC CL B NON-VTG COM	VARIOUS	10/06/2010	19,322.01	16,815.84	2,506.17	0.00

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 M.B. AND EDNA ZALE FOUNDATION

Account Number: 26-33775
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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

- Smith Asset Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
200 0000	052800109	AUTOLIV INC COM STK	04/12/2010	11/03/2010	14,345.59	10,817.00	3,528.59	0.00
700 0000	693475105	PNC BANK CORP	VARIOUS	11/03/2010	37,462.46	39,729.60	-2,267.14	0.00
1496 0000	902494103	TYSON FOODS INC	04/12/2010	11/03/2010	22,925.81	29,886.34	-6,960.53	0.00
404.0000	902494103	TYSON FOODS INC	04/12/2010	11/04/2010	6,236.24	8,070.91	-1,834.67	0.00
127 0000	29266R108	ENERGIZER HLDGS INC COM	VARIOUS	11/10/2010	8,738.59	8,764.95	-26.36	0.00
162.0000	29266R108	ENERGIZER HLDGS INC COM	VARIOUS	11/11/2010	11,100.05	11,267.34	-167.29	0.00
211 0000	29266R108	ENERGIZER HLDGS INC COM	10/06/2010	11/12/2010	14,635.77	14,640.49	-4.72	0.00
529.0000	466313103	JABIL CIRCUIT INC	04/12/2010	11/23/2010	7,505.85	8,931.58	-1,425.73	0.00
1671 0000	466313103	JABIL CIRCUIT INC	04/12/2010	11/24/2010	24,217.88	28,213.00	-3,995.12	0.00
Total Short Term Sales						785,282.60	39,447.03	0.00
Long Term 15% Sales								
469 0000	037604105	APOLLO GROUP INC CL A	VARIOUS	01/12/2010	27,813.69	29,204.10	-1,390.41	0.00
31 0000	037604105	APOLLO GROUP INC CL A	07/30/2008	01/12/2010	1,838.42	1,940.89	-102.47	0.00
100 0000	302182100	EXPRESS SCRIPTS INC CL A	08/22/2005	01/12/2010	8,910.90	2,852.48	6,058.42	0.00
200 0000	055921100	BMC SOFTWARE INC	VARIOUS	02/09/2010	7,311.91	6,471.31	840.59	0.00
200 0000	110122108	BRISTOL MYERS SQUIBB CO	11/19/2008	02/09/2010	4,870.13	4,124.34	745.79	0.00
200 0000	171340102	CHURCH & DWIGHT INC	VARIOUS	02/09/2010	12,705.83	11,163.15	1,542.68	0.00
200 0000	194162103	COLGATE PALMOLIVE CO	01/25/2007	02/09/2010	16,093.79	13,208.68	2,885.11	0.00
100 0000	302182100	EXPRESS SCRIPTS INC CL A	08/22/2005	02/09/2010	8,601.92	2,852.48	5,749.44	0.00

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2010 Tax Information Statement

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Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

- Smith Asset Management

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100 0000	428236103	HEWLETT PACKARD CO COM	05/19/2006	02/09/2010	4,871.93	3,218.15	1,653.78	0.00
100 0000	580135101	MCDONALDS CORP	08/05/2008	02/09/2010	6,344.91	6,113.50	231.41	0.00
300.0000	695257105	#REORG/PACTIV CORP COM CASH MERGER 11-16-2010	VARIOUS	02/09/2010	6,815.91	7,369.20	-553.29	0.00
100 0000	931142103	WAL MART STORES INC	06/30/2008	02/09/2010	5,351.93	5,734.44	-382.51	0.00
76 0000	863236105	STRAYER ED INC COM	VARIOUS	02/17/2010	16,297.70	17,115.51	-817.81	0.00
89 0000	863236105	STRAYER ED INC COM	VARIOUS	02/18/2010	19,302.09	20,581.22	-1,279.13	0.00
500.0000	580135101	MCDONALDS CORP	VARIOUS	04/12/2010	34,255.32	30,566.73	3,688.59	0.00
1500 0000	695257105	#REORG/PACTIV CORP COM CASH MERGER 11-16-2010	VARIOUS	04/12/2010	38,210.66	36,091.41	2,119.25	0.00
1900 0000	78390X101	SAIC INC COM STK USD0 0001	VARIOUS	04/12/2010	33,099.32	34,768.39	-1,669.07	0.00
100 0000	037833100	APPLE COMPUTER INC	VARIOUS	05/10/2010	25,295.60	11,873.18	13,422.42	0.00
1400 0000	110122108	BRISTOL MYERS SQUIBB CO	VARIOUS	05/10/2010	33,765.04	28,563.79	5,201.25	0.00
713 0000	579064106	MCAFEES INC COM	VARIOUS	05/10/2010	23,758.97	20,061.28	3,697.69	0.00
197 0000	579064106	MCAFEES INC COM	VARIOUS	05/11/2010	6,647.46	5,545.99	1,101.47	0.00
400.0000	194162103	COLGATE PALMOLIVE CO	01/25/2007	06/02/2010	30,804.87	26,417.36	4,387.51	0.00
500 0000	171340102	CHURCH & DWIGHT INC	VARIOUS	06/16/2010	33,720.77	28,012.05	5,708.72	0.00
1240 0000	756577102	RED HAT INC	VARIOUS	06/16/2010	39,459.60	19,586.33	19,873.27	0.00
1400 0000	17275R102	CISCO SYS INC	05/08/2009	08/18/2010	31,201.97	26,285.56	4,916.41	0.00
600 0000	931142103	WAL MART STORES INC	VARIOUS	08/18/2010	30,503.06	34,170.77	-3,667.71	0.00
369 0000	458140100	INTEL CORP	04/27/2009	09/02/2010	6,726.35	5,672.30	1,054.05	0.00

This is important tax information and is being furnished to you.

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M.B. AND EDNA ZALE FOUNDATION

- Smith Asset Management

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1331 0000	458140100	INTEL CORP	04/27/2009	09/03/2010	24,457.65	20,460.27	3,997.38	0.00
100 0000	35671D857	FREEPORT MCMORAN C & G CL B COM, STK	08/13/2009	11/10/2010	10,200.17	6,578.35	3,621.82	0.00
Total Long Term 15% Sales						466,603.21	82,634.65	0.00

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2010 Tax Information Statement

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 Ref: JEC

Account Number: 26-73811
 Recipient's Tax ID Number: XX-XXX7429

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- RiverPoint Capital

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross. Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
650,000	110122108	BRISTOL MYERS SQUIBB CO.	VARIOUS	01/22/2010	15,963.79	15,219.92	743.87	0.00
100,000	962166104	WEYERHAEUSER CO.	12/07/2009	01/27/2010	4,073.49	4,240.40	-166.91	0.00
475,000	749685103	RPM INTL INC.	02/25/2009	01/29/2010	8,946.65	5,413.24	3,533.41	0.00
450,000	372917104	GENZYME CORP GENL DIV	VARIOUS	02/18/2010	24,900.16	23,355.55	1,544.61	0.00
600,000	87425E103	TALISMAN ENERGY INC	02/10/2010	03/03/2010	11,246.86	9,891.00	1,355.86	0.00
300,000	166764100	CHEVRONTEXACO CORP	VARIOUS	03/15/2010	21,992.90	22,261.70	-268.80	0.00
925,000	629377508	NRG ENERGY INC COM	VARIOUS	03/24/2010	19,736.56	21,019.83	-1,283.27	0.00
525,000	057741100	BALDOR ELEC CO COM	VARIOUS	04/12/2010	20,167.32	14,980.35	5,186.97	0.00
1150,000	896522109	TRINITY INDS INC	VARIOUS	05/03/2010	29,108.88	18,551.74	10,557.14	0.00
25,000	112585104	BROOKFIELD ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A	09/23/2009	06/23/2010	593.93	600.98	-7.05	0.00
200,000	629491101	NYSE EURONEXT COM STK	02/10/2010	06/23/2010	5,726.90	4,875.64	851.26	0.00
875,000	91529Y106	UNUMPROVIDENT CORP	VARIOUS	07/19/2010	18,735.18	16,740.50	1,994.68	0.00
230,000	H8817H100	TRANSOCEAN LTD	VARIOUS	07/22/2010	10,848.27	19,666.40	-8,818.13	0.00
750,000	548661107	LOWES COMPANIES INC	VARIOUS	07/29/2010	15,143.74	16,345.62	-1,201.88	0.00
500,000	86764P109	SUNOCO INC	VARIOUS	08/02/2010	17,905.29	12,849.30	5,055.99	0.00
300,000	89417E109	THE TRAVELERS COMPANIES INC.	VARIOUS	08/10/2010	14,802.05	15,096.25	-294.20	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Page 7 of 15
 Recipient's Name and Address: Ref: JEC
 M.B. AND EDNA ZALE FOUNDATION

Account Number: 26-73811
 Recipient's Tax ID Number: XX-XXX7429

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

- RiverPoint Capital

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1500.0000	00130H105	AES CORP	VARIOUS	09/17/2010	16,231.23	18,719.04	-2,487.81	0.00
625.0000	G2554F105	COVIDIEN PLC	VARIOUS	09/24/2010	24,445.33	26,499.95	-2,054.62	0.00
1550.0000	20030N101	COMCAST CORP CL A COM	VARIOUS	10/05/2010	27,871.48	23,403.93	4,467.55	0.00
1000.0000	346091705	FOREST OIL CORP COM PAR \$0.01 COM PAR \$0.01	VARIOUS	10/18/2010	32,995.84	21,137.60	11,858.24	0.00
1550.0000	013817101	ALCOA INC	VARIOUS	10/22/2010	19,613.21	20,477.30	-864.09	0.00
700.0000	126650100	CVS CORP	VARIOUS	11/10/2010	21,729.87	22,186.21	-456.34	0.00
700.0000	707885109	#REORG PENN WEST MAND EXCHANGE PENN WEST PETROLEUM 3A2EQ7U EFF 31/12/2010	VARIOUS	11/15/2010	15,591.12	12,087.00	3,504.12	0.00
1025.0000	G4095J109	GREENLIGHT CAPITAL RE LTD CLASS A	VARIOUS	12/28/2010	27,871.32	24,411.12	3,460.20	0.00
Total Short Term Sales						390,030.57	36,210.80	0.00
Long Term 15% Sales								
200.0000	98956P102	ZIMMER HLDGS INC	11/13/2008	01/13/2010	12,398.24	8,070.00	4,328.24	0.00
225.0000	962166104	WEYERHAEUSER CO	11/12/2008	01/27/2010	9,165.35	12,574.26	-3,408.91	0.00
600.0000	87425E103	TALISMAN ENERGY INC	VARIOUS	03/03/2010	11,246.85	8,856.20	2,390.65	0.00
125.0000	166764100	CHEVRONTXACO CORP	11/12/2008	03/15/2010	9,163.71	10,487.25	-1,323.54	0.00
450.0000	904784709	ADR UNILEVER N V NEW YORK SHS NEW	11/12/2008	03/16/2010	13,938.30	12,486.60	1,451.70	0.00
275.0000	629377508	NRG ENERGY INC COM	11/12/2008	03/24/2010	5,867.63	10,394.85	-4,527.22	0.00
350.0000	057741100	BALDOR ELEC CO COM	11/12/2008	04/12/2010	13,444.88	12,530.70	914.18	0.00

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2010 Tax Information Statement

Page 8 of 15
 Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION
 Ref: JEC

Account Number: 26-73811
 Recipient's Tax ID Number: XX-XXX7429

☐ Corrected ☐ 2nd TIN notice

- RiverPoint Capital

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
200.0000	670872100	OM GROUP INC COM	11/12/2008	05/03/2010	7,608.27	6,198.00	1,410.27	0.00
350.0000	896522109	TRINITY INDS INC	01/09/2009	05/03/2010	8,859.22	5,679.10	3,180.12	0.00
375.0000	112585104	BROOKFIELD ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A	11/12/2008	06/23/2010	8,908.90	11,424.75	-2,515.85	0.00
200.0000	86764P109	SUNOCO INC	11/12/2008	06/23/2010	6,914.88	7,746.00	-831.12	0.00
450.0000	91529Y106	UNUMPROVIDENT CORP	11/12/2008	07/19/2010	9,635.23	11,624.49	-1,989.26	0.00
175.0000	20030N101	COMCAST CORP CL A COM	06/08/2009	07/22/2010	3,293.79	2,484.30	809.49	0.00
150.0000	H8817H100	TRANSOCEAN LTD	12/26/2008	07/22/2010	7,074.96	6,543.90	531.06	0.00
400.0000	548661107	LOWES COMPANIES INC	11/12/2008	07/29/2010	8,076.66	9,936.00	-1,859.34	0.00
200.0000	86764P109	SUNOCO INC	VARIOUS	08/02/2010	7,162.12	5,681.70	1,480.42	0.00
175.0000	89417E109	THE TRAVELERS COMPANIES INC.	11/12/2008	08/10/2010	8,634.53	7,796.03	838.50	0.00
925.0000	00130H105	AES CORP	VARIOUS	09/17/2010	10,009.25	12,567.65	-2,558.40	0.00
200.0000	G2554F105	COVIDIEN PLC	11/12/2008	09/24/2010	7,822.51	10,526.00	-2,703.49	0.00
300.0000	20030N101	COMCAST CORP CL A COM	06/08/2009	10/05/2010	5,394.48	4,258.80	1,135.68	0.00
650.0000	013817101	ALCOA INC	VARIOUS	10/22/2010	8,224.89	15,863.21	-7,638.32	0.00
250.0000	126650100	CVS CORP	05/15/2009	11/10/2010	7,760.67	7,622.00	138.67	0.00
625.0000	707885109	#REORG PENN WEST MAND EXCHANGE PENN WEST PETROLEUM 3A2EQ7U EFF 31/12/2010	VARIOUS	11/15/2010	13,920.64	14,586.13	-665.49	0.00
Total Long Term 15% Sales					204,525.96	215,937.92	-11,411.96	0.00

This is important tax information and is being furnished to you.



Northern Trust

2010 Tax Information Statement

M.B. AND EDNA ZALE FOUNDATION

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26-73811

XX-XXX7429

Ref: JEC

Account Number:

Tax ID Number:

- RiverPoint Capital

Non-Qualified Domestic Dividends

Description	Amount of dividend
-------------	--------------------

Total Non-Qualified Domestic Dividends

167.13

Non-Qualified U.S. Government Interest Reported as Dividends

Description	Amount of dividend
-------------	--------------------

MFBNORTHNFUNDS US GOVT MONEY MKT FD

0.90

Total Non-Qualified U.S. Government Interest Reported as Dividends

0.90

Non-Qualified Foreign Dividends

Description	Amount of dividend
-------------	--------------------

COVIDIEN PLC

58.50

Total Non-Qualified Foreign Dividends

58.50

Capital Gain Distributions (15%)

Description	Amount of dividend
-------------	--------------------

WEYERHAEUSER CO

16.25

Total capital gain distributions (15%)

16.25

Important Tax Information

M. B. & Edna Zale Foundation
Leasehold Improvements, Equipment, and Furniture
December 31, 2010

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Ending Book Value</u>
<u>Leasehold Improvements</u>	\$11,625 53	\$4,541 00	\$7,084 53
<u>Automobile</u>			
2006 Nissan	33,674.85	33,674 85	0.00
<u>Office Furniture</u>			
Refrigerator	549.99	549.99	0 00
Workstation, Desk, Files	3,864 73	1,150 00	2,714 73
Conference Table & Chairs	3,411 00	3,411 00	0.00
Desk and Two Credenzas	2,550 00	2,550 00	0.00
Sub-Total	<u>10,375.72</u>	<u>7,660.99</u>	<u>2,714 73</u>
<u>Office Equipment</u>			
HP Laser Printer	1,149 99	1,149.99	0 00
Telephone System	1,400.00	1,400.00	0.00
Dell Projector	1,299 00	1,299 00	0 00
Conference Phone	568.00	9 00	559.00
Dell Computer	1,381.00	0 00	1,381 00
Dell Computer	1,298	0 00	1,298 00
Dell Server	5,382 00	0 00	5,382.00
Dell Laptop Computer	1,480 00	0 00	1,480.00
Sub-Total	<u>13,957 99</u>	<u>3,857 99</u>	<u>10,100.00</u>
Totals	<u><u>\$69,634.09</u></u>	<u><u>\$49,734.83</u></u>	<u><u>\$19,899.26</u></u>

**Attachment to Form 990-PF
Part XV, 3a, 3b**

**M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2010**

Organization	Address	City	State	Zip	Purpose of Grant	Balance Check	12/31/2009		NEW		12/31/2010	
							BALANCE	0 00	GRANTS	PAID	BALANCE	0 00
Adolph & Rose Levis Jewish Community Center	9801 Donna Klein Blvd	Boca Raton	FL	33428	Educational	\$	7,500	\$	5,000	\$	12,500	\$
AIDS Interfaith Network	501 N Stemmons Freeway, Suite 200	Dallas	TX	75207	Social Service		2,500		0		2,500	
Alpha Epsilon Pi Foundation	8815 Wesleyan Road	Indianapolis	IN	46209	Educational		0		200		200	
Alzheimer's Association - Dallas Chapter	4144 N Central Expressway, Suite 750	Dallas	TX	75204	Health / Medical		0		250		250	
American Jewish Committee	12720 Hillcrest Road, Suite 210	Dallas	TX	75230	Religious		0		950		950	
Ark House Foundation	1717 N Collins Blvd, Suite 215	Richardson	TX	75080	Social Service		0		2,500		2,500	
Attitudes and Attire	P O Box 421107	Dallas	TX	75342	Social Service		0		5,000		5,000	
Austin College	900 North Grand Avenue	Sherman	TX	75090	Educational		0		7,500		7,500	
Avance - San Antonio	118 N Medina	San Antonio	TX	78207	Educational		0		10,000		10,000	
Ayla Birth	P O Box 6063	Aloha	OR	97007	Health / Medical		0		500		500	
Baylor Health Care System Foundation	3600 Gaston Ave, Ste 100, Barnett Tower	Dallas	TX	75246	Health / Medical		0		1,300		1,300	
Big Thought	2501 Oak Lawn, Suite 550, LB42	Dallas	TX	75219	Social Service		0		250		250	
Birthing Israel Foundation	33 East 33rd Street, 7th Floor	New York	NY	10016	Religious		10,000		500		10,500	
B'nai Brith Youth Organization	2020 K Street, NW, 7th Floor	Washington	DC	20006	Health / Medical		0		6,100		6,100	
Brandeis University	P O Box 549110	Waltham	MA	02454	Educational		20,000		1,500		11,500	
Breanley School	610 E 83rd Street	New York	NY	10028	Educational		0		100		100	
C R O S Ministries	301 1st Avenue S	Lake Worth	FL	33460	Social Service		5,000		0		5,000	
Captain Hope's Kids	10555 Newkirk, Suite 580	Dallas	TX	75220	Social Service		5,000		500		5,500	
Career Gear Houston	6640 Hornwood Drive	Houston	TX	77074	Social Service		5,000		0		5,000	
Catholic Charities of Dallas, Inc	9461 LBJ Freeway, Suite 128	Dallas	TX	75243	Social Service		2,500		0		2,500	
Center for Israel Education, Inc	P O Box 15129	Atlanta	GA	30333	Religious		0		500		500	
Central Dallas Food Pantry	P O Box 710385	Dallas	TX	75371	Social Service		5,000		0		5,000	
Central Kentucky Jewish Federation	1050 Chinoe Road	Lexington	KY	40502	Social Service		0		100		100	
Central Synagogue	123 East 55th Street	New York	NY	10022	Religious		0		1,500		1,500	
Central Texas Library System	1005 West 41st Street, Suite 100	Austin	TX	78756	Civic		0		10,000		5,000	
Charity Global, Inc	200 Vanck Street, Suite 201	New York	NY	10004	Social Service		0		100		100	
Circle of Support, Inc	1600 Pennsylvania Avenue	Dallas	TX	75215	Social Service		2,500		0		2,500	
City Harvest	575 Eighth Avenue, 4th Floor	New York	NY	10018	Social Service		5,000		690		5,690	
Communities Foundation of Texas	5500 Canuth Haven Lane	Dallas	TX	75225	Civic		0		15,000		7,500	
Community Chest of Port Washington	382 Main Street, Box 648	Port Washington	NY	11050	Civic		0		400		400	
Community Council of Greater Dallas	1349 Empire Central Drive, Suite 400	Dallas	TX	75247	Social Service		0		10,000		5,000	
Community Homes For Adults	634 Preston Royal Center, Suite 214	Dallas	TX	75230	Social Service		25,000		3,350		18,350	
Community Synagogue	160 Middle Neck Road	Port Washington	NY	11050	Religious		0		2,180		2,180	
Conference of Southwest Foundations	624 N Good-Latimer Expwy, Suite 100	Dallas	TX	75204	Educational		0		1,750		1,750	
Congregation Beth Israel	5600 North Braeswood Blvd	Houston	TX	77096	Civic		0		8,000		4,000	
Dallas Academy	950 Tiffany Way	Dallas	TX	75218	Educational		10,000		0		10,000	
Dallas Foundation	900 Jackson Street, Suite 705	Dallas	TX	75202	Educational		100,000		250		100,250	
Dallas Furniture Bank	P O Box 815788	Dallas	TX	75381	Social Service		50,000		10,650		35,650	
Dallas Hebrew Free Loan Association	P O Box 671235	Dallas	TX	75367	Social Service		0		300		300	
Dallas Holocaust Museum	211 N Record Street, Suite 100	Dallas	TX	75202	Educational		2,500		0		2,500	
Dallas Jewish Historical Society	7900 Northaven Road	Dallas	TX	75230	Religious		0		250		250	
Dallas Opera	2403 Flora Street, Suite 500	Dallas	TX	75201	Arts / Cultural		0		3,750		3,750	
Delaware Riverkeeper Network	300 Pond Street, 2nd Floor	Bristol	PA	19007	Civic		0		200		200	
Denton State School Volunteer Council	P O Box 368	Denton	TX	76202	Educational		0		5,500		5,500	
Donna Morris Dance Company	5930 SW 30th Avenue	Portland	OR	97239	Arts / Cultural		0		100		100	
DonorsChoose	347 West 36th Street, Suite 503	New York	NY	10018	Educational		0		871		871	
Dorot Inc	171 West 85th Street	New York	NY	10024	Social Service		0		12,000		6,000	

Organization	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2009	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2010
Edna Y Schwartz Scholarship Fund	101 W 79th Street, #15B	New York	NY	10024	Educational	0	500	500	0
Educational First Steps	2804 Swiss Avenue	Dallas	TX	75204	Educational	0	500	500	0
Essilor Vision Foundation	13515 N Stemmons Freeway	Dallas	TX	75234	Health / Medical	10,000	0	5,000	5,000
Family Gateway	2910 Swiss Avenue	Dallas	TX	75204	Social Service	0	7,500	7,500	0
Family Place	P O Box 7999	Dallas	TX	75209	Social Service	0	250	250	0
First Presbyterian Church - Stewpot	408 Park Avenue	Dallas	TX	75201	Social Service	5,000	0	5,000	0
Fisher Center for Alzheimer's Research	1 Intrepid Square, West 46th St & 12th Ave	New York	NY	10036	Health / Medical	0	100	100	0
Fort Worth Hope Center	4101 W Green Oaks Blvd , Suite 30-500	Arlington	TX	76106	Social Service	0	5,000	2,500	2,500
Free Arts for Abused Children of NYC	1431 Broadway, 7th Floor	New York	NY	10018	Social Service	0	5,000	5,000	0
Friends of Music Acadiana	P O Box 53035	Lafayette	LA	70505	Educational	0	1,500	1,500	0
Furniture Sharehouse	1 West Avenue, Suite 201	Larchmont	NY	10538	Social Service	10,000	0	10,000	0
Gateway Community Outreach	291 S E 1st Terrace	Deerfield Beach	FL	33441	Social Service	0	6,000	3,000	3,000
George W. Bush Presidential Library Foundation	6166 N Central Expressway, Suite 400	Dallas	TX	75206	Civic	0	1,000	1,000	0
Golding Woldenberg Institute of Southern Jewish Life	P O Box 16528	Jackson	MS	39236	Religious	36,000	0	36,000	0
Great Neck Student Aid Fund	P O Box 1067	Great Neck	NY	11023	Educational	0	350	350	0
Greenhill School	4141 Spring Valley Road	Addison	TX	75001	Educational	0	2,000	2,000	0
Greystone Foundation	21 Park Avenue	Yonkers	NY	10703	Social Service	50,000	26,000	51,000	25,000
Heart House	P O Box 823162	Dallas	TX	75382	Educational	0	5,000	2,500	2,500
Highland Park ISD Education Foundation	4201 Grassmere Lane	Dallas	TX	75205	Educational	0	500	500	0
Hillel Foundation of New Orleans	912 Broadway	New Orleans	LA	70118	Religious	10,000	0	10,000	0
Hobart & William Smith Colleges	615 S Main Street	Geneva	NY	14456	Educational	0	100	100	0
Holocaust Memorial & Tolerance Center	100 Crescent Beach Road	Glen Cove	NY	11542	Educational	0	5,000	5,000	0
Houston Area Respite Center	6856 Bellaire Blvd	Houston	TX	77074	Social Service	0	2,500	2,500	0
Houston Area Women's Center	1010 Waugh Drive	Houston	TX	77019	Social Service	0	1,000	1,000	0
Humane Society of Tampa Bay	3607 North Armenia	Tampa	FL	33607	Civic	0	100	100	0
Interfaith Nutrition Network	211 Fulton Avenue	Hempstead	NY	11550	Social Service	10,000	1,100	6,100	5,000
International Psonais Council	2626 Cole Avenue, Suite 400	Dallas	TX	75204	Health / Medical	0	1,000	1,000	0
Invisible Children, Inc	1620 5th Avenue, Suite 400	San Diego	CA	92101	Social Service	0	100	100	0
Island Harvest	199 Second Street	Mineola	NY	11501	Social Service	0	20,200	10,200	10,000
Jewish Adoption & Foster Care Options	4200 North University Drive	Summe	FL	33351	Religious	0	60,000	0	60,000
Jewish Children's Regional Service	3500 N Causeway Blvd , #1120	Melaine	LA	70002	Social Service	0	700	700	0
Jewish Community Center - Dallas	7900 Northaven Road	Dallas	TX	75230	Religious	0	250	250	0
Jewish Community Center of Houston	5601 South Braeswood	Houston	TX	77096	Social Service	0	500	500	0
Jewish Council for Public Affairs	16 E 27th Street, 10th Floor	New York	NY	10016	Religious	2,500	0	2,500	0
Jewish Family & Child Service	1130 SW Morrison Street, Suite 316	Portland	OR	97205	Social Service	33,000	0	75,000	28,000
Jewish Family Service - Dallas	5402 Arapaho Road	Dallas	TX	75248	Social Service	0	9,000	6,000	3,000
Jewish Family Service - Houston	4131 South Braeswood	Houston	TX	77025	Social Service	0	7,500	5,000	2,500
Jewish Federation of Greater New Orleans	3747 W Esplanade Avenue	Melaine	LA	70002	Religious	0	300	300	0
Jewish Federation of Greater Dallas	7800 Northaven Road	Dallas	TX	75230	Religious	0	100	100	0
Jewish Federation of the Bluegrass	1050 Chinoe Road, Suite 302	Lexington	KY	40502	Religious	5,000	0	5,000	0
Jubilee Park & Community Center Corp	907 Bank Street	Dallas	TX	75223	Educational	0	250	250	0
Kentucky Special Olympics, Inc	105 Lakeview Court	Frankfort	KY	40601	Social Service	0	5,000	5,000	0
Lampighter School	11611 Inwood Road	Dallas	TX	75229	Educational	0	100	100	0
Manne Military Academy	320 Iwo Jima Blvd	Harrington	TX	78550	Educational	0	1,000	1,000	0
Masorti Foundation for Conservative Judaism in Israel	475 Riverside Drive, Suite 832	New York	NY	10115	Religious	0	100	100	0
Methuselah Foundation	P O Box 1143	Lorton	VA	22199	Health / Medical	0	100	100	0
Metro Dallas Homeless Alliance	1818 Corsicana Street	Dallas	TX	75201	Social Service	50,000	0	50,000	0
Middlebury College	5 Court St , 5350 Middlebury College	Middlebury	VT	05753	Educational	0	15,000	15,000	0
Middlesex School	1400 Lowell Road	Concord	MA	01742	Educational	0	700	700	0
Moshe Foundation	1330 Broadway, Suite 801	Oakland	CA	94612	Religious	5,000	0	5,000	0
Momma's, Inc	1857 Wantagh Avenue	Wantagh	NY	11793	Social Service	0	5,000	5,000	0
Morasha	6680 SW Capitol Highway	Portland	OR	97219	Religious	0	2,500	2,500	0

Organization	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2009	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2010
Mosaic Family Services, Inc	4144 N Central Expressway, Suite 530	Dallas	TX	75204	Social Service	0	20,230	10,230	10,000
My Possibilities	1301 Custer Road, Suite 616	Plano	TX	75075	Social Service	0	10,000	10,000	0
North American Conference on Ethiopian Jewry	225 W 36th Street, Suite 701	New York	NY	10018	Social Service	0	10,000	5,000	5,000
National Center for Family Philanthropy	1101 Connecticut Avenue, NW, Suite 220	Washington	DC	20036	Civic	0	1,000	1,000	0
National Council of Jewish Women	6025 Royal Lane, Suite 219-9	Dallas	TX	75230	Social Service	0	250	250	0
Neighborhood House	7780 S W Capitol Highway	Portland	OR	97219	Social Service	2,500	0	2,500	0
Neighbors United for Quality Education	924 Wayne Street	Dallas	TX	75223	Social Service	0	10,000	5,000	5,000
Network of Community Ministries	741 South Sherman Street	Richardson	TX	75081	Social Service	0	5,000	5,000	0
New York City Center	130 W 56th Street	New York	NY	10019	Arts / Cultural	0	1,500	1,500	0
North Shore Animal League	25 Davis Avenue	Port Washington	NY	11050	Civic	0	200	200	0
North Texas Food Bank	4500 S Cockrell Hill Road	Dallaq	TX	75236	Social Service	0	11,000	6,000	5,000
North Texas Hilliel	7800 Northaven Road	Dallas	TX	75230	Religious	0	5,000	2,500	2,500
North Texas Public Broadcasting	3000 Harry Hines Blvd	Dallas	TX	75201	Educational	0	300	300	0
Ohavay Zion Synagogue	2048 Edgewater Court	Lexington	KY	40502	Religious	0	200	200	0
Oregon Humane Society	P O Box 11364	Portland	OR	97211	Civic	0	200	200	0
Oregon Jewish Community Foundation	610 SW Broadway, Suite 407	Portland	OR	97205	Religious	0	2,500	2,500	0
Our Friends' Place	2501 Oak Lawn Avenue, Suite 500	Dallas	TX	75219	Social Service	2,500	0	2,500	0
P E F Israel Endowment Fund	1132 SW 13th Avenue	Portland	OR	97205	Social Service	0	5,000	2,500	2,500
Parker Jewish Institute	317 Madison Avenue, Suite 607	New York	NY	10017	Social Service	0	15,000	9,000	6,000
Parker Jewish Institute Foundation	271-11 76th Avenue	New Hyde Park	NY	11040	Health / Medical	0	3,000	3,000	0
Parkland Foundation	2777 N Stemmons Freeway, Suite 1700	Dallas	TX	75207	Health / Medical	0	150,000	0	150,000
Partners in Health	P O Box 845578	Boston	MA	02284	Health / Medical	0	100	100	0
Passion for Children's, Inc	4809 Cole Avenue, Suite 345, LB-127	Dallas	TX	75205	Health / Medical	0	200	200	0
PedPlace	502 S Old Orchard Lane, Suite 126	Lewisville	TX	75067	Health / Medical	0	250	250	0
PLAN Fund	2801 Swiss Avenue, Suite 120	Dallas	TX	75024	Social Service	13,000	0	7,000	6,000
Planned Parenthood Gulf Coast, Inc	4600 Guif Freeway	Houston	TX	77023	Health / Medical	0	500	500	0
Planned Parenthood of Columbia/Willamette	3727 NE Martin Luther King, Jr Blvd	Portland	OR	97212	Health / Medical	0	100	100	0
Planned Parenthood of Nassau County Foundation	540 Fulton Avenue	Hempstead	NY	11550	Social Service	0	16,500	9,000	7,500
Planned Parenthood of North Texas, Inc	7424 Greenville Avenue, Suite 206	Dallas	TX	75231	Health / Medical	0	1,050	1,050	0
Piano ISD Education Foundation	2700 W 15th Street	Plano	TX	75075	Educational	0	10,500	8,000	2,500
Port Washington Education Foundation	P O Box 909	Port Washington	NY	11050	Educational	0	250	250	0
Potluck in the Park	2127 N Albina Avenue, #313	Portland	OR	97227	Social Service	0	1,000	1,000	0
Promise House	223 W Page Avenue	Dallas	TX	75208	Social Service	0	6,000	3,000	3,000
Pulmonary Hypertension Association	801 Roeder Road, Suite 400	Silver Spring	MD	20910	Health / Medical	0	200	200	0
Reach Education, Inc	1377 N Carolina Avenue NE	Washington	DC	20002	Educational	0	100	100	0
Reboot, Inc	264 N Pleasant Street, 2nd Floor	Amherst	MA	01002	Religious	0	18,000	9,000	9,000
Resolana	P O Box 225175	Dall	TX	75222	Social Service	0	2,500	2,500	0
Ronald McDonald House Charities - Memphis	535 Alabama Avenue	Memphis	TX	38105	Social Service	0	500	500	0
Randsport Shoshana Hadassah	120 Murray Avenue	Port Washington	NY	11050	Health / Medical	0	1,000	1,000	0
Senior Citizens of Greater Dallas	3910 Harry Hines Blvd	Dallas	TX	75219	Social Service	0	10,350	5,350	5,000
Service of Emergency Aid Resource Center	2505 Fannin	Houston	TX	77002	Social Service	0	10,000	5,000	5,000
Sexual Minority Youth Assistance League	410 7th Street, SE	Washington	DC	20003	Health / Medical	0	100	100	0
Shelter Ministries - Austin Street Centre	P O Box 710729	Dallas	TX	75371	Social Service	0	10,000	5,000	5,000
Shelter Ministries - Genesis Women's Shelter	4411 Lemmon Avenue, Suite 201	Dallas	TX	75219	Social Service	0	10,000	5,000	5,000
Singularity Institute - Artificial Intelligence	P O Box 472079	San Francisco	CA	94147	Health / Medical	0	100	100	0
Sisters of the Road	133 N W Sixth Avenue	Portland	OR	97209	Social Service	0	12,000	6,000	6,000
Special Care & Career Services	4350 Sigma, Suite 100	Farmers Branch	TX	75244	Social Service	2,500	0	2,500	0
St John's Bread & Life Program	795 Lexington Avenue	Brooklyn	NY	11221	Social Service	2,500	0	2,500	0
St Paul Catholic Church	3005 Country Club Road	New Bern	NC	28562	Religious	0	10,000	10,000	0
Stand Among Friends	777 Glades Rd - Bldg NU84, Suite 120	Boca Raton	FL	33431	Social Service	0	1,000	1,000	0
Suicide & Crisis Center	2808 Swiss Avenue	Dallas	TX	75204	Health / Medical	2,500	0	2,500	0

Organization	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2009	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2010
Sunflower County Freedom Project	P O Box 701	Sunflower	MS	38778	Social Service	0	100	100	0
Temple Adath Israel	124 N Ashland Avenue	Lexington	KY	40502	Religious	0	200	200	0
Temple Beth El of Great Neck	5 Old Mill Road	Great Neck	NY	11023	Religious	0	1,000	1,000	0
Temple Beth-El of Boca Raton	333 SW 4th Avenue	Boca Raton	FL	33432	Religious	0	5,000	5,000	0
Temple Emanu-El	8500 Hillicrest Road	Dallas	TX	75225	Religious	0	4,050	4,050	0
Temple Shalom	6930 Alpha Road	Dallas	TX	75240	Religious	0	2,000	2,000	0
Texas A & M Foundation	401 George Bush Drive	College Station	TX	77840	Educational	32,000	0	16,000	16,000
Texas A&M Hillel Foundation	P O Box 10210	College Station	TX	77842	Religious	250,000	38,400	88,400	200,000
Texas Hillel Foundation	2105 San Antonio Street	Austin	TX	78705	Religious	0	5,000	5,000	0
Tulane University	6823 St Charles Avenue	New Orleans	LA	70118	Educational	74,000	1,000	75,000	0
Tulane University - for Tulane Hillel	6823 St Charles Avenue	New Orleans	LA	70118	Religious	250,000	0	100,000	150,000
Tyler Museum of Art	1300 South Mahon	Tyler	TX	75701	Arts / Cultural	0	2,000	2,000	0
U J A Federation of New York	130 East 59th Street	New York	NY	10022	Religious	0	1,000	1,000	0
Union for Reform Judaism	633 Third Avenue	New York	NY	10017	Health / Medical	0	1,600	1,600	0
University of Mississippi Foundation	P O Box 249	University	MS	38677	Educational	0	1,000	1,000	0
University of Southern California	P O Box 80354	Los Angeles	CA	90080	Educational	0	500	500	0
University of Texas M D Anderson Cancer Center	P O Box 297153	Houston	TX	77297	Health / Medical	0	100	100	0
University Park School PTA	3505 Antherst Street	Dallas	TX	75225	Educational	0	200	200	0
UT Southwestern University Hospital - Zale Lipshy	5323 Harry Hines Blvd	Dallas	TX	75390	Health / Medical	0	10,000	10,000	0
Vickery Meadow Management Corp	6251 Melody Lane	Dallas	TX	75231	Social Service	3,750	0	3,750	0
Vogel Alcove	7557 Rambler Road, Suite 262	Dallas	TX	75231	Social Service	5,000	0	5,000	0
Washington University	Campus Box 1210 1 Brookings Drive	St Louis	MO	63130	Educational	0	400	400	0
Westchester Reform Temple	255 Mamaroneck Road	Scarsdale	NY	10583	Religious	0	500	500	0
Wilkinson Center	P O Box 720248	Dallas	TX	75372	Social Service	10,000	0	5,000	5,000
Winston School	5707 Royal Lane	Dallas	TX	75229	Educational	0	500	500	0
Women's Funding Network	505 Sansome Street, 2nd Floor	San Francisco	CA	94111	Social Service	0	1,000	1,000	0
World Union for Progressive Judaism	633 Third Avenue	New York	NY	10017	Religious	0	5,000	2,500	2,500
Writer's Garret	P O Box 140530	Dallas	TX	75214	Educational	0	5,000	2,500	2,500
Yale University	P O Box 2038	New Haven	CT	06521	Educational	0	1,000	1,000	0
YMCA of Metropolitan Dallas	601 N Akard Street	Dallas	TX	75201	Social Service	0	10,000	5,000	5,000
Adjustment to Net Present Value						1,134,250	875,421	1,154,171	855,500
						(7,414)	3,422	0	(3,992)
						<u>\$ 1,126,836</u>	<u>\$ 878,843</u>	<u>\$ 1,154,171</u>	<u>\$ 851,508</u>

M.B. AND EDNA ZALE FOUNDATION

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 ATTACHED "SCHEDULE OF REALIZED GAINS AND LOSS		P	VARIOUS	VARIOUS
b SEE ATTACHED "SCHEDULE OF REALIZED GAINS AND LOSS		P	VARIOUS	VARIOUS
c OTHER - LT CAPITAL GAIN DISTRIBUTIONS		P	VARIOUS	VARIOUS
d FROM K-1 - DB COMMODITY INDEX TRACKING FUND		P	VARIOUS	VARIOUS
e FROM K-1 - DB COMMODITY INDEX TRACKING FUND		P	VARIOUS	VARIOUS
f FROM K-1 - DB COMMODITY INDEX TRACKING FUND - 125		P	VARIOUS	VARIOUS
g FROM K-1 - DB COMMODITY INDEX TRACKING FUND - 125		P	VARIOUS	VARIOUS
h ADJUSTMENT FOR SALE OF PTP		P	VARIOUS	VARIOUS
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 5,629,373.		5,197,808.	431,565.
b 2,350,321.		2,257,967.	92,354.
c 102,858.			102,858.
d 174.			174.
e 1,252.			1,252.
f <5,610.>			<5,610.>
g <8,416.>			<8,416.>
h 14,059.			14,059.
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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			431,565.
b			92,354.
c			102,858.
d			174.
e			1,252.
f			<5,610.>
g			<8,416.>
h			14,059.
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	628,236.
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

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
COMMODITIES FUND	15,031.	0.	15,031.		
FROM K-1 - DB COMMODITY INDEX					
TRACKING FUND	248.	0.	248.		
GOLDEN	37,251.	0.	37,251.		
MASSACHUSETTS MUTUAL LIFE					
INSURANCE	74.	0.	74.		
OTHER	549,704.	0.	549,704.		
RIVERPOINT	23,749.	0.	23,749.		
SMITH GROUP	20,462.	0.	20,462.		
STATE OF ISRAEL BONDS	7,506.	0.	7,506.		
TOTAL TO FM 990-PF, PART I, LN 4	654,025.	0.	654,025.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	23,505.	11,752.		11,753.	
TO FORM 990-PF, PG 1, LN 16B	23,505.	11,752.		11,753.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY AND CUSTODIAN FEES	58,020.	58,020.		0.	
TO FORM 990-PF, PG 1, LN 16C	58,020.	58,020.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	10,853.	0.		0.	
FOREIGN TAXES	10,986.	10,986.		0.	
PAYROLL TAXES	12,844.	4,165.		8,679.	
TO FORM 990-PF, PG 1, LN 18	34,683.	15,151.		8,679.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUTO, GAS & PARKING	1,481.	740.		741.	
INSURANCE	6,990.	3,495.		3,495.	
MEMBERSHIPS & SUBSCRIPTIONS	1,726.	863.		863.	
OFFICE EXPENSE	10,063.	5,031.		5,032.	
TELEPHONE	4,564.	2,282.		2,282.	
LESS OVERHEAD REIMBURSEMENT - ABE ZALE FOUNDATION	<30,884.>	<15,442.>		<15,442.>	
FROM K-1 - DB COMMODITY INDEX TRACKING FUND - PORTFOLIO DEDUCTION	1,707.	1,707.		0.	
TO FORM 990-PF, PG 1, LN 23	<4,353.>	<1,324.>		<3,029.>	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
NET UNREALIZED GAIN ON INVESTMENTS - BROKERAGE ACCOUNTS		2,420,288.	
TOTAL TO FORM 990-PF, PART III, LINE 3		2,420,288.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS	4,816,379.	4,816,379.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,816,379.	4,816,379.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMODITIES FUND	FMV	1,526,309.	1,526,309.
STATE OF ISRAEL BONDS	FMV	500,000.	500,000.
MUTUAL FUNDS	FMV	21,845,696.	21,845,696.
MASSACHUSETTS MUTUAL LIFE	FMV	51,831.	51,831.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,923,836.	23,923,836.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED RECEIVABLES (AT COST)	29,364.	28,270.	28,270.
TO FORM 990-PF, PART II, LINE 15	29,364.	28,270.	28,270.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FEDERAL EXCISE TAX PAYABLE	3,056.	3,935.	
TOTAL TO FORM 990-PF, PART II, LINE 22	3,056.	3,935.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEONARD KRASNOW 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	PRESIDENT 40.00	166,000.	41,500.	1,460.
DONALD ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
SHERYL FIELDS BOGEN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	CHAIRMAN/DIRECTOR 0.00	0.	0.	0.
ETHAN ROSENBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
LEO FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
GLORIA LANDSBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
JEFFREY LANDSBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
MAURICE PLOUGH, JR. 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
DANA GERARD 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
CLAUDIA ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
AMY ROSENBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.

DAVID ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	VICE CHAIRMAN/DIRECTOR 0.00	0.	0.	0.
GEORGE TOBOLOWSKY 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	SECRETARY/TREASURER 0.00	0.	0.	0.
RUTH SUZMAN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
JULIE TOBOLOWSKY 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
OLIVIA ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		166,000.	41,500.	1,460.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 12
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LEONARD R. KRASNOW, PRESIDENT
6360 LBJ FREEWAY, SUITE 205
DALLAS, TX 75240

TELEPHONE NUMBER

214-855-0627

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION SHOULD BE IN THE FORM OF A LETTER. GRANT GUIDELINES ARE AVAILABLE ON THE FOUNDATION'S WEBSITE.

ANY SUBMISSION DEADLINES

GRANT DECISIONS ARE USUALLY MADE TWICE A YEAR. DEADLINES FOR SUBMISSION ARE NOTED ON THE FOUNDATION'S WEBSITE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS ON AWARDS; HOWEVER, PREFERENCE IS GIVEN TO DALLAS, TX; HOUSTON, TX; NEW YORK, NY; AND BOCA RATON, FL. FOR SPECIFICS, PLEASE REFER TO GRANT GUIDELINES ON THE FOUNDATION'S WEBSITE.