Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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: Journey Charitable Foundation

A Employer identification number: 76-0574341

Number and street (or P O box number if mail is not delivered to street address): 9129 Briar Forest Drive

Room/suite:

B Telephone number (see page 10 of the instructions): 713-266-7309

City or town, state, and ZIP code: Houston TX 77024-7213

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,183,905

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	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	68,672	68,672		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	51,847			
	b	Gross sales price for all assets on line 6a 1,691,281				
	7	Capital gain net income (from Part IV, line 2)		51,847		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	120,519	120,519		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,320	928		
	c	Other professional fees (attach schedule)	33,696	33,696		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	219	219		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,933			
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,440			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,608	34,843		
	25	Contributions, gifts, grants paid	120,200			120,200
	26	**Total expenses and disbursements.** Add lines 24 and 25	159,808	34,843		120,200
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-39,289			
	b	**Net investment income** (if negative, enter -0-)		85,676		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see page 30 of the instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	18,607	12,714	12,714
	2	Savings and temporary cash investments	701,642	139,898	139,898
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	149,756	688,415	682,697
	b	Investments—corporate stock (attach schedule)	1,418,419	1,468,382	1,819,745
	c	Investments—corporate bonds (attach schedule)	577,082	516,808	528,851
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,865,506	2,826,217	3,183,905
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,865,506	2,826,217	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,865,506	2,826,217	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,865,506	2,826,217	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,865,506
2	Enter amount from Part I, line 27a	2	-39,289
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,826,217
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,826,217

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	Compass Mgmt Trades - See Schedule	P	Various	Various
b	Kanaly Mgmt Trades - See Schedule	P	Various	Various
c	Miscellaneous adjustments	P	Various	Various
d	Capital Gains Distributions	P	Various	Various
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	758,023		745,950	12,073
b	927,760		893,484	34,276
c	236			236
d	5,262			5,262
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				12,073
b				34,276
c				236
d				5,262
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	51,847
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	98,500	3,108,181	0.031691
2008	177,478	3,033,297	0.058510
2007	179,500	3,386,245	0 053009
2006	171,000	3,119,411	0.054818
2005	154,500	2,891,306	0.053436

2	**Total** of line 1, column (d)	2	0.251464
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050293
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,979,335
5	Multiply line 4 by line 3	5	149,840
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	857
7	Add lines 5 and 6	7	150,697
8	Enter qualifying distributions from Part XII, line 4	8	120,200

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see 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	1,714
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,714
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,714
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,009		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	6,009
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	4,295
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 4,295 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______________ **(2)** On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ Ms. Francine Fleming Telephone no ▶ 713-266-7309

Located at ▶ 9129 Briar Forest Drive Houston TX ZIP+4 ▶ 77024-7213

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

			Yes	No
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?	16		X
	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

				Yes	No
	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)? .		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here .	▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . .		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 ▶ 20______ , 20______ , 20______ , 20______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20______ , 20______ , 20______ , 20______				
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.)* . .		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? .		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Francine Fleming Houston TX	Trustee 20.00	-0-		
Janice Oettmeier Spring TX	Trustee 4.00	-0-		
Weldon Milulik Taylors SC	Trustee 4.00	-0-		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	2,588,276
b	Average of monthly cash balances	1b	436,430
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,024,706
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,024,706
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	45,371
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,979,335
6	**Minimum investment return.** Enter 5% of line 5	6	148,967

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

1	Minimum investment return from Part X, line 6			1	148,967
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,714		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,714
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	147,253
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	147,253
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	147,253

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	120,200
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	120,200
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	120,200

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					147,253
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				34,724	
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 120,200					
a Applied to 2009, but not more than line 2a				34,724	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2010 distributable amount					85,476
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					61,777
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009					
e Excess from 2010					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

Francine Fleming

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

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule	None	Public	See Schedule	120,200
Total ▶ 3a				120,200
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	68,672	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	51,847	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				120,519	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 120,519

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee

Date: 11-14-11

Title: President

Paid Preparer Use Only

Print/Type preparer's name Gary Speers	Preparer's signature Gary Speers	Date 11/4/2011	Check ☐ if self-employed	PTIN P00243523
Firm's name ▶ Hibbetts & Speers PC			Firm's EIN ▶ 74-2433265	
Firm's address ▶ 707 West 34th Street - Suite 2, Austin, TX 78705-1204			Phone no (512) 452-5711	

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

Journey Charitable Foundation

Employer identification number

76-0574341

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 foundation

Check 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.
(HTA)

Name of organization Journey Charitable Foundation	**Employer identification number** 76-0574341

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	None Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
Journey Charitable Foundation	76-0574341

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
Journey Charitable Foundation	76-0574341

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
For Prov Country	

(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
For Prov Country	

(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
For Prov Country	

(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
For Prov Country	

Line 16b (990-PF) - Accounting Fees

		2,320	928		
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Hibbetts & Speers, PC	2,320	928		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		33,696	33,696		
1	Compass Bank Investment Management	19,315	19,315		
2	Kanaly Trust Company Investment Manag	13,895	13,895		
3	Kanaly Trust Company Investment Expen	486	486		
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		219	219		
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	219	219		
3	Income tax				
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

1,440

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement				
2	Fund Raising				
3	Dues and Memberships	845			
4	Insurance	750			
5	Office Supplies and Expenses				
6	Excise Tax Refund	-155			
7					
8					
9					
10					

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		149,756	688,415	154,593	682,697		
	Description	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1	Invesments Managed By Compass Bank	100,000		102,859		X	
2	Invesments Managed By Kanaly Trust Co	49,756	688,415	51,734	682,697	X	
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			1,418,419	1,468,382	1,569,168	1,819,745
	Description	Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Invesments Managed By Compass Bank		982,868	928,545	1,059,087	1,166,960
2	Invesments Managed By Kanaly Trust Co		435,551	539,837	510,081	652,785
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				577,082	516,808	593,678	528,851
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Invesments Managed By Compass Bank			314,908	449,730	316,868	462,128
2	Invesments Managed By Kanaly Trust			262,174	67,078	276,810	66,723
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

2010 Tax Information Statement

Account Number: 38927813
Recipient's Tax ID Number: XX-XXX4341
Payer's Federal ID Number: 74-1853251
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
JOURNEY CHARITABLE FOUNDATION
C/O FRANCINE FLEMING, PRESIDENT
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

Payer's Name and Address:
KANALY TRUST COMPANY
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

2010 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP *(Box 1b)*	Description *(Box 7)*	Date Acquired	Date of Sale *(Box 1a)*	Stocks Bonds, etc. *(Box 2)*	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*
Short Term Sales Reported on 1099-B								
1788.2800	34984T600	ABSOLUTE STRATEGIES FUND INSTL SHR	VARIOUS	06/14/2010	18,900.00	18,789.69	110.31	0.00
582.1440	00078H216	ASTON TAMRO SMALL CAP FD CL N	01/26/2010	06/14/2010	10,007.06	9,483.12	523.94	0.00
430.1080	128119401	CALAMOS CONVERTIBLE FUND CL A	12/16/2009	06/14/2010	8,000.00	8,120.44	-120.44	0.00
330.2670	25264S833	DIAMOND HILL LONG SHORT FUND CL I	01/26/2010	09/22/2010	5,179.97	5,442.98	-263.01	0.00
4507.6380	256210105	DODGE & COX INCOME FD	01/26/2010	06/14/2010	59,492.33	59,070.06	422.27	0.00
477.8290	349913830	FORWARD INTL SMALL CO FUND INV CL	01/26/2010	06/14/2010	5,533.26	5,800.84	-267.58	0.00
630.0000	412295305	HARDING LOEVNER EMERGING MARKETS	05/17/2010	06/14/2010	26,162.20	26,535.61	-373.41	0.00
1638.1220	00141B303	INVESCO CHARTER FD CL Y	01/26/2010	06/14/2010	23,700.00	24,563.75	-863.75	0.00
303.0000	464287176	ISHARES TR BARCLAYS TIPS TIPS BOND FUND	VARIOUS	06/14/2010	31,959.14	31,844.83	114.31	0.00
156.0000	464287465	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FUND	01/26/2010	05/05/2010	8,049.34	8,524.68	-475.34	0.00
690.0000	464287614	ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH	VARIOUS	06/14/2010	33,828.76	34,688.29	-859.53	0.00
928.6000	367829884	NATIXIS GATEWAY Y	01/26/2010	06/14/2010	23,000.00	23,269.58	-269.58	0.00
639.4120	63872R723	NATIXIS VAUGHAN NELSON SMALL CAP VALUE Y	VARIOUS	06/14/2010	14,840.88	14,213.51	627.37	0.00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2010 Tax Information Statement

Account Number: 38927813
Recipient's Tax ID Number: XX-XXX4341
Payer's Federal ID Number: 74-1853251
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
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C/O FRANCINE FLEMING, PRESIDENT
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

Payer's Name and Address:
KANALY TRUST COMPANY
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

Number of shares	CUSIP *(Box 1b)*	Description *(Box 7)*	Date Acquired	Date of Sale *(Box 1a)*	Stocks Bonds, etc. *(Box 2)*	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*
1322.2350	67065W803	NUVEEN TRADEWINDS INTL VALUE I	VARIOUS	06/14/2010	29,732.37	30,894.28	-1,161.91	0.00
713.5640	722005626	PIMCO ALL ASSET INSTL CL	VARIOUS	06/14/2010	8,450.00	8,309.21	140.79	0.00
7035.0310	722005816	PIMCO INVESTMENT GRADE CORP BOND INSTITUTIONAL	VARIOUS	06/14/2010	77,656.54	77,847.85	-191.31	0.00
1789.9580	693390791	PIMCO LOW DURATION II FUND	VARIOUS	06/14/2010	18,052.06	17,964.90	87.16	0.00
545.0000	73936D107	POWERSHS DB US DOLLAR TR INDEX BULLISH FUND	01/11/2010	06/14/2010	13,730.26	12,388.26	1,342.00	0.00
745.0000	73936D107	POWERSHS DB US DOLLAR TR INDEX BULLISH FUND	VARIOUS	09/24/2010	17,124.94	16,875.33	249.61	0.00
346.0000	74347R883	PROSHS ULTRASHRT S&P500 PROSHARES TRUST	07/06/2010	10/06/2010	9,896.62	13,021.95	-3,125.33	0.00
345.0000	74347R883	PROSHS ULTRASHRT S&P500 PROSHARES TRUST	VARIOUS	10/14/2010	9,622.15	11,990.34	-2,368.19	0.00
532.7110	780905709	ROYCE MICRO CAP FUND INVESTMENT CL	01/26/2010	06/14/2010	7,475.69	7,137.02	338.67	0.00
4836.4470	808509376	SCHWAB FUNDAMENTAL INTL LARGE CO INDEX INSTL SHS	02/25/2010	05/10/2010	35,112.61	34,628.96	483.65	0.00
126.0000	78463V107	SPDR GOLD TRUST SPDR GOLD SHARES	01/26/2010	05/18/2010	15,027.40	13,586.46	1,440.94	0.00
.0000	78463V107	SPDR GOLD TRUST SPDR GOLD SHARES	01/29/2010	12/31/2010	43.67	16 22	27.45	0.00
Total Short Term Sales Reported on 1099-B					510,577.25	515,008.16	-4,430.91	0.00

Long Term 15% Sales Reported on 1099-B

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2010 Tax Information Statement

Account Number: 38927813
Recipient's Tax ID Number: XX-XXX4341
Payer's Federal ID Number: 74-1853251
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HOUSTON, TX 77024-6311

Payer's Name and Address:
KANALY TRUST COMPANY
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

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
	(Box 1b)	*(Box 7)*		*(Box 1a)*	*(Box 2)*			*(Box 4)*
281.4390	00078H216	ASTON TAMRO SMALL CAP FD CL N	04/28/2009	06/14/2010	4,837.94	3,619.31	1,218.63	0.00
100.0000	17275R102	CISCO SYS INC	VARIOUS	01/26/2010	2,308.31	1,856.62	451.69	0.00
110.0000	17275R102	CISCO SYS INC	06/20/2001	01/26/2010	2,538.89	1,825.53	713.36	0.00
300.0000	17275R102	CISCO SYS INC	06/20/2001	01/26/2010	6,924.26	4,978.70	1,945.56	0.00
200.0000	17275R102	CISCO SYS INC	VARIOUS	01/26/2010	4,616.44	3,292.57	1,323.87	0.00
200.0000	17275R102	CISCO SYS INC	03/06/2002	01/26/2010	4,616.37	3,266.00	1,350.37	0.00
934.2800	25264S833	DIAMOND HILL LONG SHORT FUND CL I	VARIOUS	09/22/2010	14,653.42	17,722.06	-3,068.64	0.00
6115.4940	256210105	DODGE & COX INCOME FD	VARIOUS	06/14/2010	80,713.01	73,296.32	7,416.69	0.00
377.5270	277923751	EATON VANCE STRUCTURED EMRG MKTS CL I	10/03/2008	06/14/2010	4,835.00	4,081.07	753.93	0.00
126.6620	349913830	FORWARD INTL SMALL CO FUND INV CL	10/02/2008	06/14/2010	1,466.74	1,492.08	-25.34	0.00
360.0000	464287176	ISHARES TR BARCLAYS TIPS TIPS BOND FUND	VARIOUS	06/14/2010	37,971.25	36,584.95	1,386.30	0.00
380.0000	464287465	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FUND	04/28/2009	05/05/2010	19,607.36	15,471.15	4,136.21	0 00
350.0000	478160104	JOHNSON & JOHNSON	VARIOUS	01/26/2010	21,995.96	19,480.93	2,515.03	0.00
736.0000	594918104	MICROSOFT CORP	VARIOUS	01/26/2010	21,895.60	20,018.39	1,877.21	0.00
370.7040	63872R723	NATIXIS VAUGHAN NELSON SMALL CAP VALUE Y	04/28/2009	06/14/2010	8,604.12	6,359.39	2,244.73	0.00
153.9870	67065W803	NUVEEN TRADEWINDS INTL VALUE I	04/28/2009	06/14/2010	3,462.62	2,891.04	571.58	0.00
6758.5400	722005816	PIMCO INVESTMENT GRADE CORP BOND INSTITUTIONAL	VARIOUS	06/14/2010	74,604.48	66,672.12	7,932.36	0.00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2010 Tax Information Statement

Account Number: 38927813
Recipient's Tax ID Number: XX-XXX4341
Payer's Federal ID Number: 74-1853251

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
JOURNEY CHARITABLE FOUNDATION
C/O FRANCINE FLEMING, PRESIDENT
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

Payer's Name and Address:
KANALY TRUST COMPANY
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

Number of shares	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
2372.8800	693390791	PIMCO LOW DURATION II FUND	VARIOUS	06/14/2010	23,930.97	22,651.60	1,279.37	0.00
643.0000	73936D107	POWERSHS DB US DOLLAR TR INDEX BULLISH FUND	10/13/2009	11/10/2010	14,519.32	14,520.03	-0.71	0.00
664.4420	780905709	ROYCE MICRO CAP FUND INVESTMENT CL	04/28/2009	06/14/2010	9,324.31	6,160.16	3,164.15	0.00
50000.0000	912828EM8	US TREAS NT 4.5%11/10 DUE 11/15/10	07/12/2006	06/14/2010	50,894.26	50,000.00	894.26	0.00
Total Long Term 15% Sales Reported on 1099-B					**414,320.63**	**376,240.02**	**38,080.61**	**0.00**
Long Term 28% Sales Reported on 1099-B								
24.0000	78463V107	SPDR GOLD TRUST SPDR GOLD SHARES	07/22/2008	05/18/2010	2,862.36	2,236.39	625.97	0.00
Total Long Term 28% Sales Reported on 1099-B					**2,862.36**	**2,236.39**	**625.97**	**0.00**

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

		Proceeds		Cost
Date	**Transaction Description**	**Principal Cash**	**Income Cash**	**Tax Cost**
	Sales/Maturities			
	Combined Sales for the Period 1/1/10 - 12/31/10 of Asset Management Liquid Deposit Acct	$312,446.98		-$312,446.98
2/10/10	Tender Offer 37 Shares of Chattem Inc Tendered At $93.50 Per Share LT Capital Gain of $912.23 on Federal Cost LT Capital Gain of $912.23 on State Cost Corporate Action Id: 27606	$3,459.50		-$2,547.27
2/17/10	Election Merger 126 Shares of Burlington Northern Santa Fe Exchanged At $100.00 Per Share Cash Received $12,600.00 LT Capital Gain of $5,761.14 on Federal Cost LT Capital Gain of $5,761.14 on State Cost Corporate Action Id: 27694	$12,600.00		-$6,838.86
3/18/10	Sold 76 Shares of Encore Acquisition Co Trade Date 3/12/10 LT Capital Gain of $3,532.68 on Federal Cost LT Capital Gain of $3,532.68 on State Cost Cash & Stock Merger with Denbury Resources	$6,025.86		-$2,493.18
3/23/10	Sold 0.3692 Shares of Denbury Resources Inc Trade Date 3/23/10 St Capital Loss of $44.36- on Federal Cost St Capital Loss of $44.36- on State Cost Sell of Fractional Shares of Denbury Resources	$5.75		-$50.11

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
3/23/10	Sold 4,289.332 Units of Goldman Sachs High Yield Fund #527 Trade Date 3/22/10 LT Capital Loss of $2,025.68- on Federal Cost LT Capital Loss of $2,025.68- on State Cost 4,289.332 Units At $7.06	$30,282.69		-$32,308.37
3/25/10	Sold 46 Shares of AAR Corp Trade Date 3/22/10 Paid $2.53 Brokerage Paid $0.02 SEC Fee LT Capital Gain of $276.90 on Federal Cost LT Capital Gain of $276.90 on State Cost 46 Shares At $23.73	$1,089.03		-$812.13
3/25/10	Sold 164 Shares of Abbott Laboratories Trade Date 3/22/10 Paid $9.02 Brokerage Paid $0.12 SEC Fee LT Capital Gain of $1,412.10 on Federal Cost LT Capital Gain of $1,412.10 on State Cost 164 Shares At $54.0116	$8,848.76		-$7,436.66
3/25/10	Sold 68 Shares of Ansys Inc Trade Date 3/22/10 Paid $3.74 Brokerage Paid $0.04 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $500.44 on Federal Cost LT Capital Gain of $500.44 on State Cost 68 Shares At $45.00	$3,056.22		-$2,555.78

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
3/25/10	Sold 90 Shares of Alon USA Energy Inc Trade Date 3/22/10 Paid $4.95 Brokerage Paid $0.01 SEC Fee LT Capital Loss of $1,895.41- on Federal Cost LT Capital Loss of $1,895.41- on State Cost 90 Shares At $7.44	$664.64		-$2,560.05
3/25/10	Sold 274 Shares of ALCOA Inc Trade Date 3/22/10 Paid $15.07 Brokerage Paid $0.05 SEC Fee LT Capital Loss of $5,047.46- on Federal Cost LT Capital Loss of $5,047.46- on State Cost 274 Shares At $14.3527	$3,917.52		-$8,964.98
3/25/10	Sold 51 Shares of Cerner Corporation Trade Date 3/22/10 Paid $2.81 Brokerage Paid $0.06 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $2,293.46 on Federal Cost LT Capital Gain of $2,293.46 on State Cost 51 Shares At $88.61	$4,516.24		-$2,222.78
3/25/10	Sold 18 Shares of Denbury Resources Inc Trade Date 3/22/10 Paid $0.99 Brokerage Paid $0.01 SEC Fee St Capital Loss of $2,165.25- on Federal Cost St Capital Loss of $2,165.25- on State Cost 18 Shares At $15.49	$277.82		-$2,443.07

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
3/25/10	Sold 183 Shares of Family Dollar Stores Inc Trade Date 3/22/10 Paid $10.07 Brokerage Paid $0.09 SEC Fee LT Capital Gain of $1,470.12 on Federal Cost LT Capital Gain of $1,470.12 on State Cost 183 Shares At $36.26	$6,625.42		-$5,155.30
3/25/10	Sold 52 Shares of Emerson Electric Company Trade Date 3/22/10 Paid $2.86 Brokerage Paid $0.04 SEC Fee LT Capital Loss of $32.28- on Federal Cost LT Capital Loss of $32.28- on State Cost 52 Shares At $48.78	$2,533.66		-$2,565.94
3/25/10	Sold 80 Shares of Fti Consulting Inc Trade Date 3/22/10 Paid $4.40 Brokerage Paid $0.05 SEC Fee LT Capital Loss of $1,346.54- on Federal Cost LT Capital Loss of $1,346.54- on State Cost 80 Shares At $39.71	$3,172.35		-$4,518.89
3/25/10	Sold 78 Shares of Flir Systems Inc Trade Date 3/22/10 Paid $4.29 Brokerage Paid $0.03 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $460.86- on Federal Cost LT Capital Loss of $460.86- on State Cost 78 Shares At $27.53	$2,143.02		-$2,603.88

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
3/25/10	Sold 89 Shares of Idex Corp Trade Date 3/22/10 Paid $4.90 Brokerage Paid $0.04 SEC Fee LT Capital Gain of $154.81 on Federal Cost LT Capital Gain of $154.81 on State Cost 89 Shares At $32.48	$2,885.78		-$2,730.97
3/25/10	Sold 188 Shares of Gamestop Corp CL A Trade Date 3/22/10 Paid $10.34 Brokerage Paid $0.06 SEC Fee LT Capital Loss of $889.25- on Federal Cost St Capital Loss of $133.49- on Federal Cost LT Capital Loss of $889.25- on State Cost St Capital Loss of $133.49- on State Cost 188 Shares At $21.74	$4,076.72		-$5,099.46
3/25/10	Sold 57 Shares of Freeport-Mcmoran Copper & Gold Inc. Trade Date 3/22/10 Paid $3.14 Brokerage Paid $0.06 SEC Fee LT Capital Gain of $457.46 on Federal Cost LT Capital Gain of $457.46 on State Cost 57 Shares At $78.97	$4,498.09		-$4,040.63
3/25/10	Sold 55 Shares of Huron Consulting Group Inc Trade Date 3/22/10 Paid $3.03 Brokerage Paid $0.02 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $1,480.08- on Federal Cost LT Capital Loss of $1,480.08- on State Cost 55 Shares At $21.49	$1,178.90		-$2,658.98

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
3/25/10	Sold 100 Shares of Intel Corporation Trade Date 3/22/10 Paid $5.50 Brokerage Paid $0.03 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $1,088.26- on Federal Cost LT Capital Loss of $1,088.26- on State Cost 100 Shares At $22.1827	$2,212.74		-$3,301.00
3/25/10	Sold 138 Shares of J2 Global Communications Trade Date 3/22/10 Paid $7.59 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $23.44- on Federal Cost LT Capital Loss of $23.44- on State Cost 138 Shares At $23.8605	$3,285.11		-$3,308.55
3/25/10	Sold 48 Shares of Marathon Oil Corporation Trade Date 3/22/10 Paid $2.64 Brokerage Paid $0.02 SEC Fee LT Capital Gain of $608.74 on Federal Cost LT Capital Gain of $608.74 on State Cost 48 Shares At $31.59	$1,513.66		-$904.92
3/25/10	Sold 62 Shares of Northern Trust Corporation Trade Date 3/22/10 Paid $3.41 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $198.45- on Federal Cost LT Capital Loss of $198.45- on State Cost 62 Shares At $55.53	$3,439.40		-$3,637.85

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
3/25/10	Sold 78 Shares of Pharmaceutical Product Development Trade Date 3/22/10 Paid $4.29 Brokerage Paid $0.03 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $1,529.60- on Federal Cost LT Capital Loss of $1,529.60- on State Cost 78 Shares At $22.79	$1,773.30		-$3,302.90
3/25/10	Sold 90 Shares of Pinnacle Financial Partners Inc Trade Date 3/22/10 Paid $4.95 Brokerage Paid $0.02 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $925.22- on Federal Cost LT Capital Loss of $925.22- on State Cost 90 Shares At $16.76	$1,503.43		-$2,428.65
3/25/10	Sold 43 Shares of Sonic Corporation Trade Date 3/22/10 Paid $2.37 Brokerage Paid $0.01 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $27.50 on Federal Cost LT Capital Gain of $27.50 on State Cost 43 Shares At $11.09	$474.49		-$446.99
3/25/10	Sold 30 Shares of Priceline.Com Inc Trade Date 3/22/10 Paid $1.65 Brokerage Paid $0.10 SEC Fee Sold on The Otc Bulletin Board St Capital Gain of $3,857.30 on Federal Cost St Capital Gain of $3,857.30 on State Cost 30 Shares At $241.81	$7,252.55		-$3,395.25

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
3/25/10	Sold 41 Shares of State Street Corporation Trade Date 3/22/10 Paid $2.26 Brokerage Paid $0.03 SEC Fee LT Capital Loss of $629.39- on Federal Cost LT Capital Loss of $629.39- on State Cost 41 Shares At $45.67	$1,870.18		-$2,499.57
3/25/10	Sold 100 Shares of Sap AG - Spons ADR Trade Date 3/22/10 Paid $5.50 Brokerage Paid $0.06 SEC Fee St Capital Gain of $661.20 on Federal Cost St Capital Gain of $661.20 on State Cost 100 Shares At $46.81	$4,675.44		-$4,014.24
3/25/10	Sold 55 Shares of Texas Instruments Inc Trade Date 3/22/10 Paid $3.03 Brokerage Paid $0.02 SEC Fee LT Capital Loss of $465.88- on Federal Cost LT Capital Loss of $465.88- on State Cost 55 Shares At $24.59	$1,349.40		-$1,815.28
3/25/10	Sold 160 Shares of Southwestern Energy Co(State Incorp) Trade Date 3/22/10 Paid $8.80 Brokerage Paid $0.09 SEC Fee LT Capital Gain of $814.50 on Federal Cost St Capital Gain of $34.56 on Federal Cost LT Capital Gain of $814.50 on State Cost St Capital Gain of $34.56 on State Cost 160 Shares At $39.7623	$6,353.08		-$5,504.02

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
3/25/10	Sold 153 Shares of Charles Schwab Corporation Trade Date 3/22/10 Paid $8.42 Brokerage Paid $0.04 SEC Fee LT Capital Loss of $476.39- on Federal Cost LT Capital Loss of $476.39- on State Cost 153 Shares At $18.5427	$2,828.57		-$3,304.96
3/25/10	Sold 205 Shares of Terex Corp Trade Date 3/22/10 Paid $11.28 Brokerage Paid $0.06 SEC Fee St Capital Gain of $1,943.34 on Federal Cost St Capital Gain of $1,943.34 on State Cost 205 Shares At $22.08	$4,515.06		-$2,571.72
5/26/10	Sold 0.1 Shares of Valley Natl Bancorp Trade Date 5/21/10 St Capital Loss of $0.07- on Federal Cost St Capital Loss of $0.07- on State Cost Cash In Lieu of Fractional Shares	$1.42		-$1.49
6/18/10	Sold 168 Shares of Transocean Ltd Trade Date 6/15/10 Paid $9.24 Brokerage Paid $0.13 SEC Fee LT Capital Loss of $5,148.78- on Federal Cost LT Capital Loss of $5,148.78- on State Cost 168 Shares At $45.9566	$7,711.34		-$12,860.12

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
6/18/10	Sold 184 Shares of Halliburton Company Trade Date 6/15/10 Paid $10.12 Brokerage Paid $0.08 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $1,993.48- on Federal Cost LT Capital Loss of $1,993.48- on State Cost 184 Shares At $25.3278	$4,650.12		-$6,643.60
9/1/10	Matured 100,000 Par Value of FHLMC Notes 5.000% 9/01/10 Trade Date 9/1/10 100,000 Par Value At 100 %	$100,000.00		-$100,000.00
9/14/10	Sold 667.73 Units of Goldman Sachs Comm Strat - Ins Trade Date 9/13/10 St Capital Loss of $247.06- on Federal Cost St Capital Loss of $247.06- on State Cost 667.73 Units At $5.66	$3,779.35		-$4,026.41
9/14/10	Sold 184.313 Units of Vanguard Index Value Portfolio #6 Trade Date 9/13/10 LT Capital Loss of $861.50- on Federal Cost LT Capital Loss of $861.50- on State Cost 184.313 Units At $19.00	$3,501.95		-$4,363.45
9/16/10	Sold 50 Shares of Allstate Corporation Trade Date 9/13/10 Paid $2.75 Brokerage Paid $0.03 SEC Fee LT Capital Loss of $722.53- on Federal Cost LT Capital Loss of $722.53- on State Cost 50 Shares At $30.09	$1,501.72		-$2,224.25

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
9/16/10	Sold 146 Shares of AMGEN Incorporated Trade Date 9/13/10 Paid $8.03 Brokerage Paid $0.14 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $2,621.18- on Federal Cost LT Capital Loss of $2,621.18- on State Cost 146 Shares At $54.1827	$7,902.50		-$10,523.68
9/16/10	Sold 32 Shares of Autozone Inc Trade Date 9/13/10 Paid $1.76 Brokerage Paid $0.12 SEC Fee LT Capital Gain of $4,153.91 on Federal Cost LT Capital Gain of $4,153.91 on State Cost 32 Shares At $216.0935	$6,913.11		-$2,759.20
9/16/10	Sold 59 Shares of Comtech Telecommunications Trade Date 9/13/10 Paid $3.25 Brokerage Paid $0.03 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $1,347.59- on Federal Cost LT Capital Loss of $1,347.59- on State Cost 59 Shares At $24.61	$1,448.71		-$2,796.30
9/16/10	Sold 74 Shares of Digital River Inc Trade Date 9/13/10 Paid $4.07 Brokerage Paid $0.04 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $693.79- on Federal Cost LT Capital Loss of $693.79- on State Cost 74 Shares At $30.496756	$2,252.65		-$2,946.44

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
9/16/10	Sold 79 Shares of Darden Restaurants Inc Trade Date 9/13/10 Paid $4.35 Brokerage Paid $0.06 SEC Fee LT Capital Gain of $985.35 on Federal Cost LT Capital Gain of $985.35 on State Cost 79 Shares At $45.2822	$3,572.88		-$2,587.53
9/16/10	Sold 46 Shares of Fortune Brands Inc Trade Date 9/13/10 Paid $2.53 Brokerage Paid $0.04 SEC Fee LT Capital Loss of $900.41- on Federal Cost LT Capital Loss of $900.41- on State Cost 46 Shares At $48.50	$2,228.43		-$3,128.84
9/16/10	Sold 22 Shares of Goldman Sachs Group Inc Trade Date 9/13/10 Paid $1.21 Brokerage Paid $0.06 SEC Fee St Capital Loss of $489.78- on Federal Cost St Capital Loss of $489.78- on State Cost 22 Shares At $153.97	$3,386.07		-$3,875.85
9/16/10	Sold 93 Shares of Methanex Corp Trade Date 9/13/10 Paid $5.12 Brokerage Paid $0.04 SEC Fee Sold on The Otc Bulletin Board LT Capital Loss of $279.21- on Federal Cost LT Capital Loss of $279.21- on State Cost 93 Shares At $24.14	$2,239.86		-$2,519.07

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
9/16/10	Sold 128 Shares of Johnson & Johnson Trade Date 9/13/10 Paid $7.04 Brokerage Paid $0.13 SEC Fee LT Capital Gain of $122.72 on Federal Cost LT Capital Gain of $122.72 on State Cost 128 Shares At $60.1422	$7,691.03		-$7,568.31
9/16/10	Sold 67 Shares of Monsanto Co Trade Date 9/13/10 Paid $3.69 Brokerage Paid $0.07 SEC Fee LT Capital Loss of $2,222.90- on Federal Cost LT Capital Loss of $2,222.90- on State Cost 67 Shares At $58.02	$3,883.58		-$6,106.48
9/16/10	Sold 152 Shares of National-Oilwell Varco, Inc. Trade Date 9/13/10 Paid $8.36 Brokerage Paid $0.11 SEC Fee LT Capital Loss of $2,435.60- on Federal Cost LT Capital Loss of $2,435.60- on State Cost 152 Shares At $41.2422	$6,260.34		-$8,695.94
9/16/10	Sold 173 Shares of Procter & Gamble Company Trade Date 9/13/10 Paid $9.51 Brokerage Paid $0.18 SEC Fee LT Capital Gain of $113.86 on Federal Cost LT Capital Gain of $113.86 on State Cost 173 Shares At $60.2722	$10,417.40		-$10,303.54

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
9/16/10	Sold 238 Shares of Qualcomm Inc Trade Date 9/13/10 Paid $13.09 Brokerage Paid $0.17 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $202.50 on Federal Cost LT Capital Gain of $202.50 on State Cost 238 Shares At $40.982034	$9,740.47		-$9,537.97
9/16/10	Sold 84 Shares of Shaw Group Inc Trade Date 9/13/10 Paid $4.62 Brokerage Paid $0.05 SEC Fee LT Capital Gain of $385.51 on Federal Cost LT Capital Gain of $385.51 on State Cost 84 Shares At $33.69	$2,825.29		-$2,439.78
9/16/10	Sold 87 Shares of Snap-On Inc Trade Date 9/13/10 Paid $4.78 Brokerage Paid $0.07 SEC Fee LT Capital Gain of $1,367.27 on Federal Cost LT Capital Gain of $1,367.27 on State Cost 87 Shares At $45.0966	$3,918.55		-$2,551.28
9/16/10	Sold 92 Shares of State Street Corporation Trade Date 9/13/10 Paid $5.06 Brokerage Paid $0.06 SEC Fee LT Capital Loss of $1,385.00- on Federal Cost LT Capital Loss of $1,385.00- on State Cost 92 Shares At $38.5722	$3,543.52		-$4,928.52

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
9/16/10	Sold 260 Shares of SunTrust Banks Inc Trade Date 9/13/10 Paid $14.30 Brokerage Paid $0.11 SEC Fee LT Capital Loss of $4,745.28- on Federal Cost LT Capital Loss of $4,745.28- on State Cost 260 Shares At $25.090472	$6,509.11		-$11,254.39
11/18/10	Sold 88 Shares of Bard (C.R.) Inc Trade Date 11/15/10 Paid $4.84 Brokerage Paid $0.13 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $1,548.33 on Federal Cost LT Capital Gain of $1,548.33 on State Cost 88 Shares At $85.39	$7,509.35		-$5,961.02
11/18/10	Sold 87 Shares of Balchem Corporation Trade Date 11/15/10 Paid $4.79 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board St Capital Gain of $569.15 on Federal Cost St Capital Gain of $569.15 on State Cost 87 Shares At $31.39	$2,726.09		-$2,156.94
11/18/10	Sold 15 Shares of Apple Inc. Trade Date 11/15/10 Paid $0.83 Brokerage Paid $0.08 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $3,600.96 on Federal Cost LT Capital Gain of $3,600.96 on State Cost 15 Shares At $308.23	$4,622.54		-$1,021.58

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
11/18/10	Sold 40 Shares of Be Aerospace Inc Trade Date 11/15/10 Paid $2.20 Brokerage Paid $0.03 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $1,013.17 on Federal Cost LT Capital Gain of $1,013.17 on State Cost 40 Shares At $34.70	$1,385.77		-$372.60
11/18/10	Sold 43 Shares of Clorox Company Trade Date 11/15/10 Paid $2.37 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $482.40 on Federal Cost LT Capital Gain of $482.40 on State Cost 43 Shares At $63.79	$2,740.55		-$2,258.15
11/18/10	Sold 89 Shares of Chevron Corp Trade Date 11/15/10 Paid $4.90 Brokerage Paid $0.13 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $2,397.85 on Federal Cost LT Capital Gain of $2,397.85 on State Cost 89 Shares At $85.67	$7,619.60		-$5,221.75
11/18/10	Sold 78 Shares of Altria Group Inc Trade Date 11/15/10 Paid $4.29 Brokerage Paid $0.04 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $867.29 on Federal Cost LT Capital Gain of $867.29 on State Cost 78 Shares At $24.76	$1,926.95		-$1,059.66

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
11/18/10	Sold 73 Shares of Emerson Electric Company Trade Date 11/15/10 Paid $4.02 Brokerage Paid $0.07 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $1,598.44 on Federal Cost LT Capital Gain of $1,598.44 on State Cost 73 Shares At $56.01	$4,084.64		-$2,486.20
11/18/10	Sold 31 Shares of Factset Research Systems Inc Trade Date 11/15/10 Paid $1.71 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $1,382.54 on Federal Cost LT Capital Gain of $1,382.54 on State Cost 31 Shares At $88.26	$2,734.30		-$1,351.76
11/18/10	Sold 54 Shares of Express Scripts Inc Trade Date 11/15/10 Paid $2.97 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $799.70 on Federal Cost LT Capital Gain of $799.70 on State Cost 54 Shares At $51.90	$2,799.58		-$1,999.88
11/18/10	Sold 75 Shares of OSI System, Inc. Trade Date 11/15/10 Paid $4.13 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $1,441.14 on Federal Cost LT Capital Gain of $1,441.14 on State Cost 75 Shares At $36.38	$2,724.32		-$1,283.18

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
11/18/10	Sold 45 Shares of Mcdonald's Corporation Trade Date 11/15/10 Paid $2.48 Brokerage Paid $0.07 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $2,078.47 on Federal Cost LT Capital Gain of $2,078.47 on State Cost 45 Shares At $79.25	$3,563.70		-$1,485.23
11/18/10	Sold 66 Shares of Deckers Outdoor Corporation Trade Date 11/15/10 Paid $3.63 Brokerage Paid $0.07 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $2,467.67 on Federal Cost LT Capital Gain of $2,467.67 on State Cost 66 Shares At $61.21	$4,036.16		-$1,568.49
11/18/10	Sold 39 Shares of Laboratory Corp of America Hldgs Trade Date 11/15/10 Paid $2.15 Brokerage Paid $0.06 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $1,361.81 on Federal Cost LT Capital Gain of $1,361.81 on State Cost 39 Shares At $83.02	$3,235.57		-$1,873.76
11/18/10	Sold 174 Shares of Gap Inc Trade Date 11/15/10 Paid $9.57 Brokerage Paid $0.07 SEC Fee Sold on The Otc Bulletin Board St Capital Loss of $546.43- on Federal Cost St Capital Loss of $546.43- on State Cost 174 Shares At $20.43	$3,545.18		-$4,091.61

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
11/18/10	Sold 108 Units of iShares S&P Midcap 400 Index Fd Trade Date 11/15/10 Paid $5.94 Brokerage Paid $0.16 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $251.53 on Federal Cost LT Capital Gain of $251.53 on State Cost 108 Units At $85.1201	$9,186.87		-$8,935.34
11/18/10	Sold 52 Shares of Sm Energy Company Trade Date 11/15/10 Paid $2.86 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board St Capital Gain of $502.81 on Federal Cost St Capital Gain of $502.81 on State Cost 52 Shares At $49.05	$2,547.69		-$2,044.88
11/18/10	Sold 124 Units of iShares MSCI EAFE Index Fund ETF Trade Date 11/15/10 Paid $6.82 Brokerage Paid $0.13 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $83.88 on Federal Cost LT Capital Gain of $83.88 on State Cost 124 Units At $57.79	$7,159.01		-$7,075.13
11/18/10	Sold 12 Shares of Priceline.Com Inc Trade Date 11/15/10 Paid $0.66 Brokerage Paid $0.09 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $3,579.63 on Federal Cost LT Capital Gain of $3,579.63 on State Cost 12 Shares At $411.54	$4,937.73		-$1,358.10

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
11/18/10	Sold 64 Shares of Wal-Mart Stores Trade Date 11/15/10 Paid $3.52 Brokerage Paid $0.06 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $694.98 on Federal Cost LT Capital Gain of $694.98 on State Cost 64 Shares At $54.00	$3,452.42		-$2,757.44
11/18/10	Sold 65 Shares of Red Hat Inc Trade Date 11/15/10 Paid $3.58 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $1,469.61 on Federal Cost LT Capital Gain of $1,469.61 on State Cost 65 Shares At $41.56	$2,697.77		-$1,228.16
11/18/10	Sold 44 Shares of Henry Schein Inc Trade Date 11/15/10 Paid $2.42 Brokerage Paid $0.05 SEC Fee Sold on The Otc Bulletin Board LT Capital Gain of $700.87 on Federal Cost LT Capital Gain of $700.87 on State Cost 44 Shares At $57.61	$2,532.37		-$1,831.50
11/18/10	Sold 106 Shares of Western Digital Corp Trade Date 11/15/10 Paid $5.83 Brokerage Paid $0.06 SEC Fee Sold on The Otc Bulletin Board St Capital Loss of $885.99- on Federal Cost St Capital Loss of $885.99- on State Cost 106 Shares At $32.22	$3,409.43		-$4,295.42

Transaction Detail (continued)

Market Value and Activity

January 1, 2010 - December 31, 2010

Date	Transaction Description	Principal Cash	Income Cash	Tax Cost
11/18/10	Sold 275 Shares of Valley Natl Bancorp Trade Date 11/15/10 Paid $15.13 Brokerage Paid $0.07 SEC Fee St Capital Loss of $484.71- on Federal Cost St Capital Loss of $484.71- on State Cost 275 Shares At $13.2001	$3,614.83		-$4,099.54
Total Security Sales/Maturities		**$758,023.18**	**$0.00**	

Total Proceeds

Total Cost

745,949.93

Net Gain

12,073.25

Journey Charitable Foundation
Form 990-PF
Year Ended 12/31/2010

76-574341

Part XV - Line 3- Supplementary Information - Grants and Contributions Paid During the Year

Recipient	Foundation Status	Purpose of Grant	Amount
BOMA Fund PO Box 456 Dorset, VT 05251	Public	Help provide funds for a micro-finance program for Laisamis and Karare regions of northern Kenya.	10,000
Boys and Girls Country 18806 Roberts Road Hockley, TX 77447	Public	Help provide operational expense funds for this residential facility for youth in crisis.	5,000
Casa Esperanza PO Box 66581 Houston, TX 77266	Public	Help provide funds for the Residential Program caring for children at risk for abuse or neglect in the Houston, Texas area.	5,000
Catholic Charities 2900 Louisiana Houston, TX 77006	Public	Help provide support for the Refugee Youth Program, an after school program serving refugee children.	7,500
Central Asia Institute PO box 7209 Bozeman, MT 59771	Public	Help provide operating funds for one established Central Asia Institute school in the Middle East.	5,000
Christian Community Service Center PO Box 27924 Houston, TX 77002	Public	Help provide funds for Martha's Way, a vocational training program designed to increase the earning potential of low-income women and men with a focus on the field of residential housekeeping. Through classroom education, hands-on training and job leads, the program helps to equip them to operate their own professional businesses.	5,000
Echoing Green 494 8th Ave., 2nd Floor New York, NY 10001	Public	Help provide funding for the International Education Fellows Program working as social entrepreneurs in developing countries to effect and promote social change.	5,000
International Child Resource Institute 1581 LeRoy Avenue Berkeley, CA 94708	Public	Help provide funds for the Kid Safe Project in the Nairobi, Kenya, slums addressing the issues of child protection.	10,000
Lambi Fund of Haiti PO Box 18955 Washington, DC 20036	Public	Help provide fund for rural areas of Haiti to help peasants rebuild after the earthquake.	10,000

Part XV - Line 3- Supplementary Information - Grants and Contributions Paid During the Year

Recipient	Foundation Status	Purpose of Grant	Amount
Maasi Girls Education Fund 5800 MacArthur Blvd. NW Washington, DC 20016	Public	Help provide funds for the Life Skills Workshops and Business Training Workshops to help keep Maasi girls in school in Kenya.	7,000
Marianist Priests 4425 West Pine Blvd. St. Louis, MO 63108	Public	Help provide funds for a micro-loan program to place the graduates of their vocational training in businesses in Nairobi, Kenya.	6,000
Mona Foundation 218 Main Street - Suite 404 Kirkland, WA 98033	Public	Help provide operational expense funds for the construction of a classroom of a two classroom school in rural Viet Nam.	8,200
Partners in Health-Haiti 888 Commonwealth Ave. Boston, MA 02215	Public	Help provide funds for an agricultural initiative for increased food security in the Haitian countryside and to combat malnourishment in children.	10,000
Refugee Family Services 5561-H Memorial Drive Stone Mountain, GA 30083	Public	Help provide funds for the ESL program for family literacy for newly arrived refugees to the US.	10,000
SEARCH Homeless Services 2505 Fannin Houston, TX 77002	Public	Help provide funds in support of the House of Tiny Treasures, a pre-school for the children of homeless parents who are participating in job training or job search.	9,000
Women for Women International 4455 Connecticut Avenue, NW - Suite 200 Washington, DC 20008	Public	Help provide funds for program activities in the Democratic Republic of Congo.	7,500
Total Grants and Contributions Paid			120,200

Form **8868**

(Rev January 2011)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization Journey Charitable Foundation	**Employer identification number** 76-0574341
	Number, street, and room or suite no If a P O box, see instructions. 9129 Briar Forest Drive	
	City, town or post office, state, and ZIP code For a foreign address, see instructions Houston TX 77024-7213	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Ms. Francine Fleming

Telephone No ▶ 713-266-7309 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2011, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2010 or

▶ ☐ tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 6,009
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . ▶ ☒

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

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

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

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization Journey Charitable Foundation	**Employer identification number** 76-0574341
	Number, street, and room or suite no If a P O box, see instructions 9129 Briar Forest Drive	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Houston TX 77024-7213	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ Ms. Francine Fleming
  Telephone No. ▶ 713-266-7309 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box . . ▶ ☐. If it is for part of the group, check this box . . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2011.

5 For calendar year 2010, or other tax year beginning ________, and ending ________.

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension Additional time is needed to compile all of the information needed to file a complete tax return, including accompanying schedules and statements.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 6,009
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification

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

Signature ▶ Title ▶ Date ▶