



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2010
Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 06-01-2010 and ending 05-31-2011

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Texas Bar Foundation		D Employer identification number 74-6074796
	Doing Business As		E Telephone number (512) 480-8000
	Number and street (or P O box if mail is not delivered to street address) 504 Lavaca Street	Room/suite	G Gross receipts \$ 4,170,620
	City or town, state or country, and ZIP + 4 Austin, TX 78701		
F Name and address of principal officer Andrea Stone 504 Lavaca Street Suite 1005 Austin, TX 78701		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: www.txbf.org			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation 1965
			M State of legal domicile TX

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities The Foundation solicits charitable contributions and provides funding to enhance the rule of law and the system of justice in Texas		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	17
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	17
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	286
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	1,010,121	1,131,187
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	669,723	731,361
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	79,070	75,870
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,758,914	1,938,418
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	662,899	700,916
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0
	b Total fundraising expenses (Part IX, column (D), line 25) 132,153		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	677,561	721,304
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,340,460	1,422,220	
19 Revenue less expenses Subtract line 18 from line 12	418,454	516,198	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	17,695,165	20,970,300
	22 Net assets or fund balances Subtract line 21 from line 20	87,590	76,750
		17,607,575	20,893,550

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer	2012-01-12 Date
	John D Ellis Jr Sec/Treasurer Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name Gary Joseph Jack	Preparer's signature Gary Joseph Jack	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	Firm's name Dunagan Jack LLP				Firm's EIN
	Firm's address 3724 Jefferson Street Suite 307 Austin, TX 78731				Phone no (512) 420-8997

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission

The Foundation solicits charitable contributions and provides funding to enhance the rule of law and the system of justice in Texas, especially for programs that relate to the administration of justice, ethics in the legal profession, legal assistance for the needy, the encouragement of legal research, publications & forums, and the education of the public

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 881,634 including grants of \$ 700,916) (Revenue \$)

Enhance the rule of law and the system of justice in Texas, especially programs for administration of justice, ethics in the legal profession, legal assistance for the needy, legal research, publications & forums, and education of the public

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 881,634

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)? <input checked="" type="checkbox"/>	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I <input checked="" type="checkbox"/>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II <input checked="" type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III <input checked="" type="checkbox"/>		No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V <input checked="" type="checkbox"/>	Yes	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. <input checked="" type="checkbox"/>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII. <input checked="" type="checkbox"/>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. <input checked="" type="checkbox"/>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX. <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. <input checked="" type="checkbox"/>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X. <input checked="" type="checkbox"/>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII <input checked="" type="checkbox"/>	Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional <input checked="" type="checkbox"/>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? If "Yes," complete Schedule F, Parts II and IV		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? If "Yes," complete Schedule F, Parts III and IV		No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		No
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules *(continued)*

21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28 Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		No
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	Yes	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question ID, question text, and Yes/No response. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and various organizational requirements.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	1a 17		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 17		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Does the organization have members or stockholders?		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		No
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	Yes	
13	Does the organization have a written whistleblower policy?	Yes	
14	Does the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	Yes	
b	Other officers or key employees of the organization	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		No

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed _____
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 Andrea Stone
 504 Lavaca Street Suite 1005
 Austin, TX 78701
 (512) 480-8000

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Warren W Harris Fellows Chair	3 00	X						0	0	0
(2) Sonia Falcon Public Member	3 00	X						0	0	0
(3) Sharon S Millians Fellows Secreta	3 00	X						0	0	0
(4) Scott E Rozzell Past Chair	4 00	X						0	0	0
(5) Randall O Sorrels Trustee	3 00	X						0	0	0
(6) Patricia Chamblin Trustee	3 00	X						0	0	0
(7) Neal Adams Fellows Chair-E	3 00	X						0	0	0
(8) Mark N Osborn Trustee	3 00	X						0	0	0
(9) Lucy Harrison Public Member	3 00	X						0	0	0
(10) John D Ellis Jr Sec/Treasurer	4 00	X		X				0	0	0
(11) Jennifer Rymell Trustee	3 00	X						0	0	0
(12) Jennie Malouf Gilchnst Public Member	3 00	X						0	0	0
(13) James Alsup Trustee	3 00	X						0	0	0
(14) Edward Fernandes Chairman	4 00	X		X				0	0	0
(15) David R McAtee II Fellows Past Ch	3 00	X						0	0	0
(16) D Gibson Walton Chair Elect	4 00	X		X				0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(17) Barbara Young Trustee	3 00	X					0	0	0	
(18) Andrea Stone Exec Director	40 00			X			0	84,585	11,151	
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								84,585	11,151	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		No
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
State Bar of Texas 1414 Colorado Street Austin, TX 78701	TBF staff & support	266,951

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **1**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d	80,000				
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	1,051,187				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f	1,131,187				
Program Service Revenue	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f	0				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)	394,883			394,883	
	4	Income from investment of tax-exempt bond proceeds	0				
	5	Royalties	0				
	6a	Gross Rents	(i) Real				
			(ii) Personal				
			Less rental expenses				
			Rental income or (loss)				
	d	Net rental income or (loss)	0				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	2,568,680			
			(ii) Other				
			Less cost or other basis and sales expenses	2,232,202			
			Gain or (loss)	336,478			
	d	Net gain or (loss)	336,478			336,478	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b	Less direct expenses b					
c	Net income or (loss) from fundraising events	0					
9a	Gross income from gaming activities See Part IV, line 19 a						
b	Less direct expenses b						
c	Net income or (loss) from gaming activities	0					
10a	Gross sales of inventory, less returns and allowances a						
b	Less cost of goods sold b						
c	Net income or (loss) from sales of inventory	0					
	Miscellaneous Revenue						
11a	Other revenues	1,010			1,010		
b	Annual dinner	74,860			74,860		
c							
d	All other revenue						
e	Total. Add lines 11a-11d	75,870					
12	Total revenue. See Instructions	1,938,418			807,231		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	700,916	700,916		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	0			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	0			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9	Other employee benefits	0			
10	Payroll taxes	0			
a	Fees for services (non-employees)				
	Management	0			
b	Legal	0			
c	Accounting	15,015		15,015	
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	0			
12	Advertising and promotion	0			
13	Office expenses	0			
14	Information technology	0			
15	Royalties	0			
16	Occupancy	30,960	14,501	12,815	3,644
17	Travel	12,120	2,235	2,690	7,195
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	51,479		19,752	31,727
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	0			
23	Insurance	0			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	Software, equip rental, maint	39,230	17,230	17,094	4,906
b	SBOT reimbursement for staff	265,951	100,182	125,336	40,433
c	Printing and Publications	63,838	10,012	30,035	23,791
d	Investment management fees	93,806		93,806	
e	Annual dinner	56,765	22,006	31,956	2,803
f	All other expenses	92,140	14,552	59,934	17,654
25	Total functional expenses. Add lines 1 through 24f	1,422,220	881,634	408,433	132,153
26	Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	64,833	1	105,589
	2 Savings and temporary cash investments	1,370,117	2	339,970
	3 Pledges and grants receivable, net		3	0
	4 Accounts receivable, net		4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L		6	0
	7 Notes and loans receivable, net		7	0
	8 Inventories for sale or use		8	0
	9 Prepaid expenses and deferred charges	16,428	9	7,900
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	23,797		
	b Less accumulated depreciation	21,417	2,380	10c 2,380
	11 Investments—publicly traded securities	15,911,476	11	20,191,410
	12 Investments—other securities. See Part IV, line 11		12	0
	13 Investments—program-related. See Part IV, line 11		13	0
	14 Intangible assets		14	0
	15 Other assets. See Part IV, line 11	329,931	15	323,051
16 Total assets. Add lines 1 through 15 (must equal line 34)	17,695,165	16	20,970,300	
Liabilities	17 Accounts payable and accrued expenses	23,201	17	21,954
	18 Grants payable		18	
	19 Deferred revenue	45,010	19	37,750
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	19,379	25	17,046
	26 Total liabilities. Add lines 17 through 25	87,590	26	76,750
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	4,374,788	27	5,401,017
	28 Temporarily restricted net assets		28	2,058,651
	29 Permanently restricted net assets	13,232,787	29	13,433,882
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	17,607,575	33	20,893,550	
34 Total liabilities and net assets/fund balances	17,695,165	34	20,970,300	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,938,418
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,422,220
3	Revenue less expenses Subtract line 2 from line 1	3	516,198
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	17,607,575
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,769,777
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	20,893,550

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		No

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
Texas Bar Foundation

Employer identification number

74-6074796

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

a Type I b Type II c Type III - Functionally integrated d Type III - Other

- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

- (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
- (ii) a family member of a person described in (i) above?
- (iii) a 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	1,073,425	1,350,547	1,075,993	1,010,121	1,031,187	5,541,273
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	1,073,425	1,350,547	1,075,993	1,010,121	1,031,187	5,541,273
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						0
6 Public Support. Subtract line 5 from line 4						5,541,273

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	1,073,425	1,350,547	1,075,993	1,010,121	1,031,187	5,541,273
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	520,037	495,025	478,981	393,062	394,883	2,281,988
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	64,104	57,737	68,417	79,070	75,870	345,198
11 Total support (Add lines 7 through 10)						8,168,459
12 Gross receipts from related activities, etc (See instructions)					12	

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** **Section C. Computation of Public Support Percentage**

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	67.840 %
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	15	67.460 %

16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **b 33 1/3% support test—2009.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **17a 10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization **b 10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization **18 Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here 						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 		

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

--

--

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2010

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Texas Bar Foundation

Employer identification number 74-6074796

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

- a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06

Table with 2 columns: Held at the End of the Year. Rows 2a, 2b, 2c, 2d.

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year

4 Number of states where property subject to conservation easement is located

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 \$

(ii) Assets included in Form 990, Part X \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 \$

b Assets included in Form 990, Part X \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	17,346,426	15,257,106	17,828,369		
b Contributions	201,095	127,126	246,125		
c Investment earnings or losses	3,417,721	2,254,201	-2,335,468		
d Grants or scholarships	433,863	292,007	481,920		
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	20,531,379	17,346,426	15,257,106		

2 Provide the estimated percentage of the year end balance held as

- a** Board designated or quasi-endowment ▶ 24 540 %
- b** Permanent endowment ▶ 75 460 %
- c** Term endowment ▶

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	No

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (Investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		23,797	21,417	2,380
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				2,380

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12)		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
Due to State Bar of Texas	17,046
Total. (Column (b) should equal Form 990, Part X, col (B) line 25)	17,046

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,938,418
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,422,220
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	516,198
4	Net unrealized gains (losses) on investments	4	2,770,567
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-790
9	Total adjustments (net) Add lines 4 - 8	9	2,769,777
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	3,285,975

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	4,614,389
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	2,770,567
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-790
e	Add lines 2a through 2d	2e	2,769,777
3	Subtract line 2e from line 1	3	1,844,612
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	93,806
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	93,806
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	1,938,418

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,328,414
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	1,328,414
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	93,806
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	93,806
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	1,422,220

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Part XI, Line 8	Part XI, Line 8 Other Changes in Net Assets or Fund Balances	Unrealized loss on cash surrender value of life insurance \$ -790
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	To support Texas Bar Foundation

Schedule I (Form 990)

OMB No 1545-0047

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

2010

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22. Attach to Form 990

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization Texas Bar Foundation

Employer identification number

74-6074796

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance...
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Row 1: (1) See attached listing, Various, Various, TX 78701, 700,916, 0, Various.

2 Enter total number of section 501(c)(3) and government organizations 51
3 Enter total number of other organizations 0

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
------------	------------------	-------------

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization
Texas Bar Foundation

Employer identification number

74-6074796

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	Available upon request

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	Conflict of Interest Policy Members of the Board of Trustees of the Texas Bar Foundation have a fiduciary responsibility to the Texas Bar Foundation * Board members acting in their official capacity must exercise their authority exclusively for the benefit of the Texas Bar Foundation and may not engage in activities to their own benefit which are detrimental to the Foundation * Annually Board members shall disclose interests that could give rise to conflicts * The Secretary/Treasurer is charged with monitoring compliance with the Conflict of Interest policy The full Board is charged with enforcing compliance Annually at the January Board meeting the Secretary/Treasurer will report on matters which may have arisen during the year

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 Form 990 Review Process	The Audit Committee met via conference call with the CPA that prepared the Foundation's Form 990 to review the return. The draft was then distributed to the entire Board electronically. The entire Board had an opportunity to comment on the return before it was finalized and filed.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2010

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury
Internal Revenue Service

Name of the organization
Texas Bar Foundation

Employer identification number

74-6074796

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) State Bar of Texas 1414 Colorado Street Austin, TX 78701 74-6000148	Administrative agency of the judicial branch in Texas	TX	Gov't		N/A		No

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)

- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)

- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees

- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses

- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a		No
1b		No
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m		No
1n	Yes	
1o	Yes	
1p		No
1q		No
1r		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) State Bar of Texas	o	266,951	
(2) State Bar of Texas	n	265,951	
(3) State Bar of Texas	l	1,000	
(4) State Bar of Texas	c	80,000	
(5)			
(6)			

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2010**

Hester Capital Management LLC
REALIZED GAINS AND LOSSES
Texas Bar Foundation
014

From 06-01-10 Through 05-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-02-08	06-25-10	4,583	FNMA Pool #255054 4 000% Due 12-01-10	4,600	4,583		-17
07-07-09	06-25-10	621	FNMA Pool #725419 4 500% Due 10-01-33	624	621	-4	
02-11-08	07-21-10	150	Coca Cola Co	8,849	8,115		-734
07-23-04	07-21-10	50	Coca Cola Co	2,250	2,705		455
12-18-02	07-21-10	900	Coca Cola Co	40,346	48,691		8,344
12-02-08	07-25-10	12,464	FNMA Pool #255054 4 000% Due 12-01-10	12,511	12,464		-47
07-07-09	07-25-10	1,237	FNMA Pool #725419 4 500% Due 10-01-33	1,244	1,237		-7
01-29-08	07-26-10	300	Kimberly Clark Corp	19,550	19,184		-366
01-16-08	08-09-10	200	Fidelity Natl Information Sv	4,279	5,800		1,521
09-26-08	08-09-10	450	Fidelity Natl Information Sv	8,838	13,050		4,212
07-17-06	08-09-10	1,079	Fidelity Natl Information Sv	20,813	31,291		10,478
12-02-08	08-25-10	9,775	FNMA Pool #255054 4 000% Due 12-01-10	9,812	9,775		-37
07-07-09	08-25-10	752	FNMA Pool #725419 4 500% Due 10-01-33	756	752		-4
12-31-08	09-03-10	1,050	Choice Hotels Intl Inc	31,187	36,967		5,780
06-23-08	09-03-10	800	Choice Hotels Intl Inc	22,423	28,165		5,742
09-04-08	09-03-10	425	Choice Hotels Intl Inc	11,862	14,963		3,101
07-17-06	09-03-10	1,721	Fidelity Natl Information Sv	33,196	47,174		13,978
09-04-08	09-07-10	1,225	Choice Hotels Intl Inc	34,190	43,062		8,873
06-24-08	09-07-10	275	Choice Hotels Intl Inc	7,537	9,667		2,130
06-24-08	09-08-10	125	Choice Hotels Intl Inc	3,426	4,408		982
06-26-08	09-08-10	325	Choice Hotels Intl Inc	8,883	11,461		2,578
06-26-08	09-09-10	375	Choice Hotels Intl Inc	10,250	13,174		2,924
04-01-10	09-20-10	450	Intrepid Potash Inc	13,396	12,450	-946	
04-15-10	09-20-10	400	Intrepid Potash Inc	10,915	11,066	152	
05-04-10	09-20-10	550	Intrepid Potash Inc	14,052	15,216	1,165	
12-02-08	09-25-10	25,608	FNMA Pool #255054 4 000% Due 12-01-10	25,704	25,608		-96
07-07-09	09-25-10	870	FNMA Pool #725419 4 500% Due 10-01-33	875	870		-5
05-04-10	10-08-10	300	Intrepid Potash Inc	7,664	8,718	1,053	
08-26-09	10-08-10	400	Intrepid Potash Inc	9,970	11,623		1,654
08-26-09	10-12-10	100	Intrepid Potash Inc	2,492	2,997		504
08-28-09	10-12-10	500	Intrepid Potash Inc	12,297	14,983		2,685
08-27-09	10-12-10	100	Intrepid Potash Inc	2,451	2,997		545
09-24-09	10-12-10	300	Intrepid Potash Inc	7,059	8,990		1,930
09-24-09	10-13-10	350	Intrepid Potash Inc	8,236	10,930		2,694
04-23-09	10-13-10	550	Intrepid Potash Inc	10,610	17,175		6,565
02-26-08	10-14-10	325	ConocoPhillips	27,176	19,563		-7,613
06-11-09	10-14-10	650	ConocoPhillips	29,926	39,125		9,199
07-02-03	10-14-10	1,975	ConocoPhillips	54,345	118,881		64,536
04-10-08	10-21-10	145,000	Du Pont E I De Nemours 5 000% Due 01-15-13	150,800	158,893		8,093
10-18-07	10-22-10	250,000	FHLB 5 300% Due 10-22-15	251,375	250,000		-1,375
12-02-08	10-25-10	25,039	FNMA Pool #255054 4 000% Due 12-01-10	25,133	25,039		-94
07-07-09	10-25-10	1,278	FNMA Pool #725419 4 500% Due 10-01-33	1,286	1,278		-8

Hester Capital Management LLC
REALIZED GAINS AND LOSSES
Texas Bar Foundation
014

From 06-01-10 Through 05-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-23-09	10-26-10	825	Intrepid Potash Inc	15,915	26,231		10,316
02-04-10	10-28-10	600	iShares Inc MSCI Chile Investable Mkt Idx	32,229	45,017	12,788	
04-23-09	10-29-10	825	Intrepid Potash Inc	15,915	27,985		12,070
05-05-10	11-19-10	250,000	FNMA Multi-Step Cpn (call 11/10 @ 100)(3% to 5/12, 4% to 5/14, 5% to 5/16) 3 000% Due 05-19-20	250,000	250,000	0	
05-21-04	11-19-10	8,050	Del Monte Foods Co	83,933	140,877		56,944
12-02-08	11-25-10	37,634	FNMA Pool #255054 4 000% Due 12-01-10	37,775	37,634		-141
07-07-09	11-25-10	1,465	FNMA Pool #725419 4 500% Due 10-01-33	1,474	1,465		-9
05-21-04	11-29-10	800	Del Monte Foods Co	8,341	15,024		6,683
10-25-07	11-29-10	800	Del Monte Foods Co	8,298	15,024		6,727
12-07-04	11-29-10	1,350	Del Monte Foods Co	13,797	25,354		11,557
08-13-08	11-29-10	650	Del Monte Foods Co	5,980	12,207		6,227
12-02-08	12-01-10	155	FNMA Pool #255054 4 000% Due 12-01-10	155	155		-1
11-24-10	12-01-10	55	Bank Of America Corp	620	606	-15	
02-05-10	12-01-10	400	Baker Hughes Inc	17,538	21,520	3,982	
10-08-08	12-01-10	350	Baker Hughes Inc	14,887	18,830		3,943
08-11-10	12-03-10	1,750	Gentex Corp	32,087	46,637	14,551	
07-07-09	12-25-10	1,418	FNMA Pool #725419 4 500% Due 10-01-33	1,427	1,418		-8
08-30-06	12-31-10	1,100	Tetra Technologies Inc Del	29,944	13,212		-16,732
09-22-06	12-31-10	1,700	Tetra Technologies Inc Del	38,344	20,418		-17,926
03-05-07	12-31-10	500	Tetra Technologies Inc Del	10,938	6,005		-4,932
09-04-08	12-31-10	600	Tetra Technologies Inc Del	11,471	7,206		-4,265
03-09-06	12-31-10	150	Tetra Technologies Inc Del	2,863	1,802		-1,061
03-09-06	01-03-11	710	Tetra Technologies Inc Del	13,551	8,566		-4,986
05-09-08	01-07-11	600	Tyco International Ltd	26,606	25,823		-783
08-21-08	01-07-11	300	Tyco International Ltd	12,615	12,911		297
08-20-08	01-07-11	300	Tyco International Ltd	12,503	12,911		409
10-31-05	01-07-11	50	Tyco International Ltd	2,060	2,152		92
08-13-08	01-11-11	1,600	Del Monte Foods Co	14,721	30,102		15,381
08-11-08	01-11-11	2,400	Del Monte Foods Co	21,768	45,153		23,385
02-11-08	01-11-11	400	Del Monte Foods Co	3,557	7,526		3,969
02-19-08	01-11-11	450	Del Monte Foods Co	3,739	8,466		4,727
03-18-09	01-11-11	3,250	Del Monte Foods Co	24,334	61,145		36,811
07-07-09	01-25-11	1,309	FNMA Pool #725419 4 500% Due 10-01-33	1,316	1,309		-8
03-09-06	02-11-11	840	Tetra Technologies Inc Del	16,033	10,266		-5,766
03-08-06	02-11-11	1,600	Tetra Technologies Inc Del	30,214	19,555		-10,659
09-11-08	02-11-11	900	Tetra Technologies Inc Del	15,140	11,000		-4,140
06-18-07	02-17-11	50	Broadridge Finl Solutions In	965	1,166		200
06-18-07	02-18-11	100	Broadridge Finl Solutions In	1,931	2,332		401
06-14-07	02-18-11	600	Broadridge Finl Solutions In	11,550	13,993		2,443
06-19-07	02-18-11	25	Broadridge Finl Solutions In	480	583		103
07-07-09	02-25-11	1,208	FNMA Pool #725419 4 500% Due 10-01-33	1,215	1,208		-7
06-19-07	02-28-11	225	Broadridge Finl Solutions In	4,324	5,247		923
06-19-07	03-03-11	1,050	Broadridge Finl Solutions In	20,181	24,536		4,355

Hester Capital Management LLC
REALIZED GAINS AND LOSSES
Texas Bar Foundation
014
From 06-01-10 Through 05-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-10-08	03-15-11	200,000	American Home Products/Wyeth 6 950% Due 03-15-11	216,584	200,000		-16,584
07-07-09	03-25-11	501	FNMA Pool #725419 4 500% Due 10-01-33	504	501		-3
01-11-05	03-30-11	150	Viacom Inc New	6,923	7,043		120
01-12-05	03-30-11	1,200	Viacom Inc New	55,289	56,343		1,053
05-04-10	04-08-11	400	International Flavors & Fragra	19,841	25,365	5,525	
05-06-10	04-08-11	250	International Flavors & Fragra	11,564	15,853	4,290	
01-12-05	04-08-11	25	Viacom Inc New	1,152	1,182		30
01-13-05	04-08-11	475	Viacom Inc New	21,730	22,456		725
07-07-09	04-25-11	579	FNMA Pool #725419 4 500% Due 10-01-33	582	579		-3
06-19-07	04-29-11	175	Broadridge Finl Solutions In	3,363	4,076		712
06-19-07	05-02-11	775	Broadridge Finl Solutions In	14,895	18,044		3,149
09-20-07	05-04-11	1	Koninklijke Philips Electrs	35	23		-12
03-03-11	05-19-11	450	Thermo Fisher Scientific Inc	25,785	29,411	3,626	
06-29-10	05-19-11	350	Thermo Fisher Scientific Inc	17,384	22,875	5,491	
07-07-09	05-25-11	643	FNMA Pool #725419 4 500% Due 10-01-33	647	643		-4
TOTAL GAINS						52,621	383,256
TOTAL LOSSES						-964	-98,435
TOTAL REALIZED GAIN/LOSS						51,656	284,821
336,477				2,232,202	2,568,680		

Hester Capital Management LLC
UNREALIZED GAINS AND LOSSES
Texas Bar Foundation
014
May 31, 2011

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
COMMON STOCK								
Energy								
11-10-04	2,000	Apache Corp	74 61	149,223	124 60	249,200	99,977	67 0
12-11-03	3,250	Baker Hughes Inc	32 28	104,915	73 93	240,272	135,358	129 0
09-29-89	3,354	Exxon Mobil Corp	15 69	52,638	83 47	279,958	227,320	431 9
08-31-09	4,950	Noble Corporation Baar	38 61	191,136	41 87	207,256	16,120	8 4
09-15-08	6,000	Petroleo Brasileiro SA Petro	35 08	210,472	34 63	207,780	-2,692	-1 3
				708,385		1,184,467	476,083	67 2
Materials								
06-06-06	13,500	Alcoa Inc	16 10	217,406	16 81	226,935	9,529	4 4
03-28-08	3,600	International Flavors & Fragra	42 51	153,034	64 06	230,616	77,582	50 7
				370,440		457,551	87,111	23 5
Industrials								
05-06-10	9,350	AECOM Technology Corp	26 22	245,201	28 67	268,064	22,863	9 3
05-21-09	3,100	Emerson Elec Co	34 44	106,775	54 55	169,105	62,330	58 4
04-03	3,950	General Dynamics Corp	50 91	201,078	74 22	293,169	92,091	45 8
29-89	13,200	General Electric Co	18 24	240,778	19 64	259,248	18,470	7 7
07-13-06	5,500	Illinois Tool Wks Inc	43 30	238,136	57 32	315,260	77,124	32 4
05-21-02	7,550	Republic Svcs Inc	17 77	134,188	31 52	237,976	103,788	77 3
06-22-95	5,650	Tyco International Ltd	24 03	135,755	49 35	278,827	143,072	105 4
02-02-07	4,900	WESCO Intl Inc	50 51	247,511	55 60	272,440	24,929	10 1
				1,549,422		2,094,090	544,668	35 2
Consumer Discretionary								
08-11-10	7,400	Gentex Corp	20 05	148,339	29 35	217,190	68,851	46 4
11-08-06	8,800	Hanesbrands Inc	24 02	211,367	30 31	266,728	55,361	26 2
01-22-04	9,470	Koninklijke Philips Electrs	28 05	265,615	27 86	263,834	-1,781	-0 7
05-25-10	1,400	McDonalds Corp	67 05	93,875	81 54	114,156	20,281	21 6
05-02-07	15,500	News Corp	17 21	266,683	18 34	284,270	17,587	6 6
05-30-06	3,000	Nike Inc	41 52	124,554	84 45	253,350	128,796	103 4
04-20-11	5,650	Staples Inc Com	20 65	116,695	16 82	95,033	-21,662	-18 6
04-21-11	4,400	Valassis Communications	26 24	115,463	29 03	127,732	12,269	10 6
01-13-05	6,100	Viacom Inc New	36 46	222,428	50 41	307,501	85,073	38 2
				1,565,018		1,929,794	364,777	23 3
Consumer Staples								
07-15-08	6,600	CVS Caremark Corporation	34 42	227,167	38 69	255,354	28,187	12 4
12-18-02	4,300	Coca Cola Co	42 58	183,086	66 81	287,283	104,197	56 9
01-29-08	4,000	Kimberly Clark Corp	60 07	240,272	68 30	273,200	32,928	13 7
03-25-10	3,950	McCormick & Co Inc	39 24	155,016	50 19	198,250	43,234	27 9
				805,542		1,014,087	208,545	25 9
Health Care								
22-95	5,600	Covidien PLC	29 72	166,412	55 00	308,000	141,588	85 1
24-00	3,800	Dentsply Intl Inc New	10 13	38,483	39 24	149,112	110,629	287 5
06-24-03	4,750	Quest Diagnostics Inc	36 84	174,973	58 42	277,495	102,522	58 6

Hester Capital Management LLC
UNREALIZED GAINS AND LOSSES
Texas Bar Foundation
014
May 31, 2011

<u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Unrealized Gain/Loss</u>	<u>% G/L</u>
02-17-09	4,150	Thermo Fisher Scientific Inc	37 18	154,294	65 45	271,617	117,324	76 0
				534,162		1,006,224	472,062	88 4
Financials								
09-03-02	2,200	Affiliated Managers Group	33 41	73,499	105 73	232,606	159,107	216 5
12-10-10	3,350	HSBC Holdings PLC ADR New F	52 91	177,257	52 36	175,406	-1,851	-1 0
01-20-11	3,950	MetLife Inc	44.27	174,860	44 10	174,195	-665	-0 4
				425,615		582,207	156,592	36 8
Information Technology								
05-14-07	6,400	Accenture PLC Ireland	39 68	253,973	57 39	367,296	113,323	44 6
02-14-06	10,100	Amdocs Ltd	29 91	302,117	30 44	307,444	5,327	1 8
06-19-07	7,500	Broadridge Finl Solutions In	16 90	126,786	22 88	171,600	44,814	35 3
08-24-05	11,600	Cisco Sys Inc	19 96	231,509	16 80	194,880	-36,629	-15 8
02-19-97	5,800	Hewlett Packard Company	29 03	168,396	37 38	216,804	48,408	28 7
06-18-99	14,350	Intel Corp	23 22	333,144	22 51	323,018	-10,126	-3 0
-25-05	1,900	International Business Machs	87 95	167,111	168 93	320,967	153,856	92 1
09-17-04	8,450	Microsoft Corp	26 70	225,647	25 01	211,334	-14,313	-6 3
02-06-04	9,400	Western Un Co	13 74	129,142	20 56	193,264	64,122	49 7
				1,937,825		2,306,608	368,783	19 0
Telecommunication Services								
05-31-07	9,500	SK Telecom Ltd	23 24	220,766	17 69	168,055	-52,711	-23 9
05-04-10	5,950	Vodafone Group PLC ADR	22 45	133,600	28 03	166,778	33,179	24 8
				354,366		334,833	-19,532	-5 5
Utilities								
04-15-03	3,200	EQT Corp	23.23	74,324	54 18	173,376	99,052	133 3
12-06-04	10,700	MDU Res Group Inc	18 84	201,631	23 63	252,841	51,210	25 4
				275,954		426,217	150,263	54 5
Small Cap								
06-10-09	4,500	Vanguard Small-Cap ETF	65 83	296,228	79 72	358,740	62,512	21 1
06-10-09	5,100	iShares Tr S&P Smlcap Growth Index	61 61	314,210	82 29	419,663	105,453	33 6
				610,438		778,403	167,965	27 5
		COMMON STOCK Total		9,137,167		12,114,483	2,977,316	32 6
INTERNATIONAL COMMON STOCK								
07-11-07	3,725	Barclays Bk iPath MSCI India Total Return	59 40	221,275	68 06	253,523	32,249	14 6
8-01-07	10,450	PowerShares Golden Dragon Halt USX China	26 06	272,353	27 31	285,389	13,036	4 8
0-23-07	6,700	iShares Inc MSCI Australia Index Fund	28 33	189,782	26 72	179,024	-10,758	-5 7

Hester Capital Management LLC
UNREALIZED GAINS AND LOSSES
Texas Bar Foundation
014
May 31, 2011

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
09-15-10	4,700	iShares Inc MSCI Austria Investable Mkt	18 68	87,793	23 28	109,416	21,623	24 6
07-26-07	3,500	iShares Inc MSCI Brazil (Free) Index Fund	54 55	190,913	75 22	263,270	72,357	37 9
07-02-07	4,350	iShares Inc MSCI Canada Index Fund	29 59	128,702	32 90	143,115	14,413	11 2
02-04-10	1,800	iShares Inc MSCI Chile Investable Mkt Idx	53 19	95,746	77 00	138,600	42,854	44 8
05-30-07	1,700	iShares Inc MSCI EAFE Index Fund	80 13	136,214	62 06	105,502	-30,712	-22 5
10-29-09	3,250	iShares Inc MSCI Emerging Markets Idx Fund	38 77	126,017	48 53	157,722	31,706	25 2
09-21-07	4,250	iShares Inc MSCI France Index Fund	36 54	155,308	28 08	119,340	-35,968	-23 2
06-19-07	3,600	iShares Inc MSCI Germany Index Fund	33 08	119,078	27 15	97,740	-21,338	-17 9
12-17-09	14,550	iShares Inc MSCI Hong Kong Index Fund	16 79	244,367	19 45	282,997	38,631	15 8
02-28-11	800	iShares Inc MSCI Israel Capped Investable	56 89	45,511	57 21	45,768	257	0 6
12-07	2,850	iShares Inc MSCI Mexico Invest	57 69	164,420	62 36	177,726	13,306	8 1
09-27-10	10,500	iShares Inc MSCI Singapore Index	13 42	140,948	14 20	149,100	8,152	5 8
08-10-07	4,800	iShares Inc MSCI South Korea Index Fund	53 98	259,097	66 01	316,848	57,751	22 3
04-27-10	7,500	iShares Inc MSCI Sweden Index Fd	24 82	186,115	34 86	261,450	75,335	40 5
02-20-08	14,550	iShares Inc MSCI Taiwan Index	13 73	199,722	15 76	229,308	29,586	14 8
12-10-07	4,100	iShares Inc MSCI United Kingdom	24 20	99,207	18 66	76,506	-22,701	-22 9
01-16-08	4,350	iShares Tr Index FTSE China 25 Index	44 27	192,583	45 37	197,359	4,776	2 5
				3,255,153		3,589,705	334,553	10 3
REAL ESTATE INVESTMENT TRUSTS (REITS)								
06-04-07	3,100	SPDR Index Shs Fds Intl RL ETF	67 36	208,804	41 20	127,720	-81,084	-38 8
09-19-07	2,300	iShares Tr DJ Home Constn	24 62	56,618	13 52	31,096	-25,522	-45 1
				265,422		158,816	-106,606	-40 2
		REAL ESTATE INVESTMENT Total		265,422		158,816	-106,606	-40 2
CORPORATE BONDS								
03-05-08	200,000	Vulcan Materials 5.600% Due 11-30-12	103 39	206,780	104 42	208,839	2,059	1 0
04-10-08	200,000	Walt Disney Company 4 700% Due 12-01-12	102 93	205,852	106 09	212,174	6,322	3 1
0-08	55,000	Du Pont E.I. De Nemours 5 000% Due 01-15-13	104 00	57,200	106 76	58,717	1,517	2 7

Hester Capital Management LLC
UNREALIZED GAINS AND LOSSES
Texas Bar Foundation
014
 May 31, 2011

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
04-10-08	200,000	Wal-Mart Stores Inc 4 250% Due 04-15-13	100 90	201,794	106 59	213,181	11,387	5 6
02-19-09	100,000	Wal-Mart Stores Inc 3 000% Due 02-03-14	99 86	99,861	105 59	105,586	5,725	5 7
12-03-08	150,000	Hewlett-Packard Company 6 125% Due 03-01-14	100 70	151,050	112 50	168,751	17,701	11 7
02-19-09	100,000	Coca-Cola Enterprises 4 250% Due 03-01-15	99 49	99,494	109 09	109,092	9,598	9 6
04-10-08	250,000	Merck & Co Inc 4 750% Due 03-01-15	100 84	252,107	111 71	279,266	27,159	10 8
04-22-09	100,000	Emerson Electric Company 4 125% Due 04-15-15	101 42	101,420	109 00	109,002	7,582	7 5
04-10-08	200,000	Pitney Bowes Inc 4 750% Due 01-15-16	97 77	195,548	106 64	213,289	17,741	9 1
03-06-08	200,000	General Electric Company 5 250% Due 12-06-17	99 24	198,480	112 41	224,822	26,342	13 3
02-19-09	150,000	Cisco Systems Inc 4 950% Due 02-15-19	99 20	148,798	109 41	164,119	15,321	10 3
2-19-09	150,000	Unilever Capital Corp 4 800% Due 02-15-19	99 93	149,890	110 19	165,289	15,399	10 3
				2,068,275		2,232,129	163,854	7 9
MUNICIPAL BONDS								
Revenue Bonds								
11-18-10	200,000	University of TX Perm Univ Fd (call 7/1/14 @100) (sink date 7/1/27 @100) 4 750% Due 07-01-30	99 75	199,500	101 11	202,218	2,718	1 4
				199,500		202,218	2,718	1 4
		MUNICIPAL BONDS Total		199,500		202,218	2,718	1 4
TAXABLE MUNICIPAL BONDS								
06-11-08	200,000	Irvington Twp N J G O.(Taxable)(N/C) 0 000% Due 07-15-13	77 00	154,008	92 07	184,146	30,138	19 6
10-20-10	215,000	Duncanville, TX G O (callable 8/15/15 @100) (Taxable) 4 250% Due 08-15-20	101 06	217,288	99 17	213,211	-4,076	-1 9
05-06-11	100,000	Arlington, TX ISD PSF Gtd QSCB (Taxable) 4 616% Due 02-15-26	100 00	100,000	101 63	* 101,632	1,632	1 6
10-08-10	100,000	Wauwatusa, Wisconsin BAB G O 4 750% Due 10-01-28	100 00	100,000	98 48	98,485	-1,515	-1 5

Hester Capital Management LLC
UNREALIZED GAINS AND LOSSES

Texas Bar Foundation

014

May 31, 2011

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-16-10	200,000	San Antonio, TX ISD PSF BAB (c 8/15/20 @100)(nxt snk date 8/15/28 @100) 6.097% Due 08-15-31	101.06	202,114	108.83	217,652	15,538	7.7
				<u>773,410</u>		<u>815,126</u>	<u>41,717</u>	<u>5.4</u>
GOVERNMENT BONDS								
11-05-04	117,695	U.S. Treasury Inflation Protected TIP 3.000% Due 07-15-12	99.72	117,369	105.44	124,094	6,725	5.7
11-05-04	206,222	U.S. Treasury Inflation Protected TIP 1.875% Due 07-15-13	89.58	184,734	107.34	221,350	36,617	19.8
11-05-04	118,118	U.S. Treasury Inflation Protected TIP 2.000% Due 07-15-14	87.45	103,295	109.80	129,699	26,404	25.6
				<u>405,398</u>		<u>475,144</u>	<u>69,746</u>	<u>17.2</u>
GNMA								
10-16-09	225,000	GNMA GNR 2009-69 5.000% Due 02-20-38	102.50	230,625	106.33	239,251	8,626	3.7
				<u>230,625</u>		<u>239,251</u>	<u>8,626</u>	<u>3.7</u>
GOVERNMENT AGENCIES								
04-26-11	200,000	FNMA Multi-Step Cpn Bd (c 6/21/11 @100) (3.1% to 12/13, 4% to 12/15)	100.33	200,670	100.15	200,307	-363	-0.2
11-04-10	200,000	FHLB Multi-Step Cpn (c 8/24/11 @100)(cpn 2% to 11/13, 4% to 11/16) 2.000% Due 11-24-25	100.00	200,000	100.05	200,095	95	0.0
				<u>400,670</u>		<u>400,403</u>	<u>-267</u>	<u>-0.1</u>
GOVERNMENT AGENCIES/MTGE-BACKED								
07-07-09	45,210	FNMA Pool #725419 4.500% Due 10-01-33	100.59	45,478	105.06	47,498	2,020	4.4
				<u>45,478</u>		<u>47,498</u>	<u>2,020</u>	<u>4.4</u>
CASH AND EQUIVALENTS								
		Invesco Stric Prime Institutional		<u>239,970</u>		<u>239,970</u>		
				239,970		239,970		
TOTAL PORTFOLIO				17,021,066		20,514,743	3,493,677	20.5

Less cash equivalents < 239,970 >
Arlington muni bond < 101,632 >
Valuation differences 18,269
Investments per 990 20,191,410

<u>Organization Legal Name</u>	<u>Project Title</u>	<u>Organization Tax ID</u>	<u>Grant Amount</u>
Christus Health Foundation Southeast Texas	Equipment for Forensic Nursing Program for 9 County Region in Southeast Texas	76-0136274	\$ 14,140
Aid to Victims of Domestic Abuse	Protective Order Project	74-2141981	15,000
The Women's Center of Tarrant County	Rape Crisis & Victim Services	75-1501868	20,000
Tahirih Justice Center	Reaching New Survivors Outreach and Representation for Immigrant Women and Girls Fleeing Violence	54-1858176	10,000
Opening Doors Immigration Services, Inc	Project Hope	26-3514324	15,000
Human Rights Initiative of North Texas, Inc	Women and Children's Program Bilingual Legal Assistant	75-2842602	16,000
Grassroots Leadership	Texas Women's Detention Visitation Program	58-1581743	9,000
Las Americas Immigrant Advocacy Center	Mexican Asylum Representation and Pro-Bono Project	74-2472774	23,584
The Bernardo Kohler Center, Inc	Casitas	74-3009319	15,250
Mosaic Family Services, Inc	Multicultural Legal Services Language Access Program	75-2484565	9,600
CASA of Williamson County Texas	Williamson County Expansion Program	26-4371605	15,000
CASA of Central Texas, Inc	Court Program Services/Casework Supervisor to train and support community volunteers	74-2403373	5,000
Boys and Girls Club of McAllen	Together Time	74-1553646	10,000
Houston Urban Debate League	Texas Bar Foundation 'Future In the Law' Texas-wide Urban Debate League Tournament	26-2702012	25,578
FATE-Texas	Building for the Future	30-0641416	20,000
Texas RioGrande Legal Aid, Inc	Texas Foster Youth Justice Project	74-1675230	12,000
Arc of the Capital Area	Future Care Guardianship Program	74-1294429	7,000
Disability Rights Texas	Children with Disabilities Right to Special Education Instructional Videos Project	74-1916289	13,000
Legal Aid Society of Lubbock	Elder Law Community Education Division	75-1253155	5,000
Fort Bend Lawyers Care	Equal Access to Justice	20-4370198	15,000
Diocesan Migrant and Refugee Services, Inc	Padilla v Kentucky Legal Assistance Project	74-2723627	1,864
Texas District and County Attorneys Foundation	Domestic Violence Training Initiative/Family Violence Resource Guide	20-5047948	10,500
Center for Child Protection	Multidisciplinary Training on Injury Reconstruction Techniques	74-2562585	4,100
National Alliance for the Mentally Ill (NAMI)-Texas	Judicial Conference on Mental Illness	74-2380175	13,218
Texas Center for the Judiciary, Inc	Annual Judicial Education Conference - Texas Bar Foundation Day	74-2131161	25,000
Texas CASA, Inc	The 22nd Annual Texas CASA Conference	75-2252358	5,000
Dallas Children's Advocacy Center	23rd Annual Crimes Against Children Conference	75-2303404	10,000
Innocence Project of Texas	Statewide Forensic Science Review in Post-Convictions Claims of Innocence The Texas Forensic Science Review	20-5992659	20,000
Women's Protective Services of Lubbock, Inc	Regional Outreach/Community Education Project	75-1633066	3,000

<u>Organization Legal Name</u>	<u>Project Title</u>	<u>Organization Tax ID</u>	<u>Grant Amount</u>
Texas Advocacy Project, Inc	Access to Attorneys Program	74-2237306	18,520
Catholic Charities Diocese of Fort Worth	Legal Assistance for Immigrant Victims	75-0808769	20,000
Catholic Charities of Southeast Texas	Case Manager to Assist Human Trafficking Survivors and Criminal Victims Clients	74-1900345	11,500
Pharr Community Outreach Project	Justice For Our Neighbors Outreach Program	73-1687896	10,000
Refugee Services of Texas	Expansion of Immigration Assistance to Refugees in Texas	75-1618251	3,550
The University of Texas at Brownsville	Cameron County Wills Clinic	74-2759269	5,047
Lutheran Ministries and Social Services	Legal Assistance Project	20-1984409	3,000
Children's Advocacy Center of Hood and Somervell Counties Inc	Purchase of New Forensic Interviewing Electronic Recording Equipment	16-1741650	23,255
Casa de Esperanza	Adoption Program	76-0105306	13,000
Court Appointed Special Advocates (CASA) of Collin County, Inc	Advocate Training	75-2391961	10,000
CASA of Travis County	Child Advocacy for Court-Ordered Services	74-2369123	10,000
Ft Bend County Child Advocates Inc	WINGS Coordinator	76-0337426	10,000
ChildSafe	Core Services for Sexually Abused Children	74-2633697	15,000
Earl Carl Institute for Legal and Social Policy, Inc	Juvenile Justice Project	76-0385044	25,000
Texas Young Lawyers Association	The Little Voice - A Child Abuse Reporting PSA and DVD Project	74-6000148	45,000
YMCA of Metropolitan Dallas	YMCA Texas Youth and Government Program - 'Establish, Expand, Enhance and Experience Y&G'	75-0800696	5,000
Center for Family Relations d/b/a San Antonio Kids Exchange	Monitored Exchange Scholarship Program	74-2780384	15,680
Discovery Place Inc	Courthouse Exhibit	75-2392134	20,000
Home Health Services of Texas Inc	Understanding Your Rights to Community-Care Options under Medicaid A Guide to Families of People with Disabilities	20-1314899	5,350
Children at Risk, Inc	Texas Juvenile Justice Project	76-0360533	27,800
Amarillo Area Bar Foundation	Texas Supreme Court Student Education Day	20-1081641	12,610
Texas Center for Actual Innocence	Collaborative Case Review of Actual Innocence Claims	35-2209694	<u>14,000</u>
Grants and allocations			691,146
Less refunds, rescinded grants and other adjustments			<u>9,770</u>
Grants and allocations reported on Form 990			\$ <u>700,916</u>