



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-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 07-01-2010 , and ending 06-30-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
ADELINE & GEORGE MCQUEEN FOUNDATION R76921007

A Employer identification number
75-6014459

Number and street (or P O box number if mail is not delivered to street address)
C/O JPMORGAN CHASE BANKNAPOBOX 3038

Room/suite

B Telephone number (see page 10 of the instructions)
(414) 977-1210

City or town, state, and ZIP code
MILWAUKEE, WI 532013038

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)**\$** 19,535,385







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


Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	382	382		
	4 Dividends and interest from securities.	383,546	383,243		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	871,883			
	b Gross sales price for all assets on line 6a 8,826,984				
	7 Capital gain net income (from Part IV , line 2)		871,883		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)	859,729	854,090		
	12 Total. Add lines 1 through 11	2,115,540	2,109,598		
	13 Compensation of officers, directors, trustees, etc	128,608	96,456		32,152
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	1,305	0		1,305
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	158,504	91,522		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	71,806	71,806		0
	24 Total operating and administrative expenses. Add lines 13 through 23	360,223	259,784		33,457
	25 Contributions, gifts, grants paid	760,185			760,185
	26 Total expenses and disbursements. Add lines 24 and 25	1,120,408	259,784		793,642
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	995,132			
	b Net investment income (if negative, enter -0-)		1,849,814		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	516,575	498,612	498,612
	2	Savings and temporary cash investments	538,700	642,503	642,503
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	537,853		
	b	Investments—corporate stock (attach schedule)	5,159,335	 7,493,277	8,615,240
	c	Investments—corporate bonds (attach schedule).	5,797,724	 5,616,015	5,917,064
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,190,699	 1,500,000	1,622,835
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 39	 39	 2,239,131	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,740,925	15,750,446	19,535,385	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	14,740,925	15,750,446	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	14,740,925	15,750,446	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,740,925	15,750,446	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 14,740,925
2	Enter amount from Part I, line 27a	2 995,132
3	Other increases not included in line 2 (itemize) ▶ 	3 14,389
4	Add lines 1, 2, and 3	4 15,750,446
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6 15,750,446

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SALES OF PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS		P	
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,822,821		7,955,101	867,720
b 4,163			4,163
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			867,720
b			4,163
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	871,883
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	866,322	18,079,575	0 047917
2008	847,983	17,707,812	0 047888
2007	1,257,254	20,811,139	0 060413
2006	1,258,978	20,104,273	0 062622
2005	1,028,917	15,253,633	0 067454

2 Total of line 1, column (d).	2	0 286294
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 057259
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	18,735,041
5 Multiply line 4 by line 3.	5	1,072,750
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	18,498
7 Add lines 5 and 6.	7	1,091,248
8 Enter qualifying distributions from Part XII, line 4.	8	793,642

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	36,996
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	36,996
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	36,996
6 Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	72,618
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	72,618
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	35,622
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 20,000 Refunded		11	15,622

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?			Yes No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		1a	No
c Did the foundation file Form 1120-POL for this year?.		1b	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0		1c	No
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JPMORGAN CHASE BANK NA Telephone no (817) 884-4772 Located at 420 THROCKMORTON FORT WORTH TX ZIP+4 76102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	15		
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.		16		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK NA PO BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 3 00	128,608	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	0
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	15,452,247
b	Average of monthly cash balances.	1b	1,410,677
c	Fair market value of all other assets (see page 24 of the instructions).	1c	2,157,422
d	Total (add lines 1a, b, and c).	1d	19,020,346
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	19,020,346
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	285,305
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,735,041
6	Minimum investment return. Enter 5% of line 5.	6	936,752

Part XI

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

1	Minimum investment return from Part X, line 6.	1	936,752
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	36,996
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	36,996
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	899,756
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	899,756
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	899,756

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	793,642
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	793,642
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	793,642
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				899,756
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				309,738
b From 2006.				297,996
c From 2007.				273,979
d From 2008.				
e From 2009.				
f Total of lines 3a through e.	881,713			
4 Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 793,642				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				793,642
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	106,114			106,114
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	775,599			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	203,624			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	571,975			
10 Analysis of line 9				
a Excess from 2006. . . .				297,996
b Excess from 2007. . . .				273,979
c Excess from 2008. . . .				
d Excess from 2009. . . .				
e Excess from 2010. . . .				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

JPMORGAN CHASE BANK NA
PO BOX 2050
FORT WORTH, TX 76113
(817) 884-4772

b

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

WRITTEN-NAME OF ORGANIZATION, PURPOSE, AMOUNT, REASON FOR REQUEST, LIST OF DIRECTORS AND VERIFICATION OF TAX-EXEMPT STATUS

c

Any submission deadlines

N/A

d

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

N/A

Form 990-PF (2010)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	760,185
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	382	
4 Dividends and interest from securities.			14	383,546	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	854,090	
8 Gain or (loss) from sales of assets other than inventory			18	871,883	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
FEDERAL EXCISE TAX			01	5,639	
11 Other revenue a REFUND _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		0		2,115,540	0
13 Total. Add line 12, columns (b), (d), and (e).			13	2,115,540	2,115,540

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

2011-11-09

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Firm's name

Firm's address

Date

Firm's EIN

Phone no

Check if self-employed

PTIN

Form 990-PF (2010)

TY 2010 Accounting Fees Schedule

Name: ADELINE & GEORGE MCQUEEN FOUNDATION R76921007

EIN: 75-6014459

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	1,305	0		1,305

**TY 2010 All Other Program
Related Investments Schedule**

Name: ADELINE & GEORGE MCQUEEN FOUNDATION R76921007

EIN: 75-6014459

Category	Amount
N/A	0

TY 2010 Investments Corporate
Bonds Schedule

Name: ADELINE & GEORGE MCQUEEN FOUNDATION R76921007

EIN: 75-6014459

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BLACKROCK HIGH YIELD BOND - 103886.3 SHS	811,352	804,080
ISHARES BARCLAYS TIPS BOND FUND - 3878 SHS	403,408	429,062
JPM HIGH YIELD FD - SEL FUND 3580 8.21% - 97877.13 SHS	759,458	802,592
DREYFUS/LAUREL FDS TR PRM EMRGN MK I - 11107 SHS	155,942	167,716
JPM STR INC OPP FD FUND 3844 2.64% - 23348.94 SHS	234,190	278,319
JPM INTL CURRENCY INCOME FD 1.36% - 28516.18 SHS	309,216	331,928
U S A BONDS 7 1/4% MAY 15 2016 DTD 5/15/86 - 150000 SHS	175,594	189,375
SBC COMMUNICATIONS INC NOTES 5 7/8% AUG 15 2012 DTD 8/19/2002 - 30000 SHS	32,309	31,678
VERIZON GLOBAL FUNDING CORP NOTES 7 3/8% SEP 1 2012 - 15000 SHS	16,369	16,132
WELLS FARGO COMPANY NOTES 5% NOV 15 2014 DTD 11/6/2002 - 45000 SHS	42,336	48,578
HOUSEHOLD FINANCE CORP NOTES 6 3/8% NOV 27 2012 DTD 11/27/2002 - 25000 SHS	24,196	26,746
GOLDMAN SACHS GROUP INC NOTES 5 1/4% APR 1 2013 DTD 3/31/2003 - 45000 SHS	45,627	47,677
FANNIE MAE 4 3/8% MAR 15 2013 DTD 3/28/2003 - 150000 SHS	161,631	159,975
MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004 - 45000 SHS	45,193	46,908
U S A NOTES 4.75% MAY 15 2014 DTD 5/15/2004 - 140000 SHS	147,257	155,870
BRISTOL-MYERS SQUIBB NOTES 5 1/4% AUG 15 2013 DTD 2/15/2004 - 25000 SHS	25,855	27,323
U S A NOTES 4 1/4% AUG 15 2014 DTD 8/15/2004 - 150000 SHS	152,255	165,785
U S A NOTES 4% FEB 15 2015 DTD 2/15/2005 - 80000 SHS	90,450	88,175
U S A NOTES 4 1/4% AUG 15 2015 DTD 8/15/2005 - 105000 SHS	114,856	117,215
CITIGROUP INC SENIOR NOTES 5.3% JAN 7 2016 DTD 12/8/2005 - 45000 SHS	44,867	48,470
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006 - 20000 SHS	20,220	22,740
ORACLE CORPORATION NOTES 5 1/4% JAN 15 2016 DTD 1/13/2006 - 20000 SHS	19,109	22,570
FEDHOME LOAN BANK 5% DEC 21 2015 DTD 11/4/2005 - 30000 SHS	28,679	34,037
BHP BILLITON FINANCE USA 5 1/4% DEC 15 2015 DTD 12/12/2005 - 20000 SHS	19,852	22,561
PRAXAIR INC 3.95% JUN 1 2013 DTD 5/30/2003 - 25000 SHS	24,914	26,524
FANNIE MAE NOTES 5% FEB 13 2017 DTD 1/12/2007 - 60000 SHS	57,826	68,508
U S A NOTES 4 1/2% MAY 15 2017 DTD 5/15/2007 - 100000 SHS	100,955	113,469
MERRILL LYNCH & CO MEDIUM TERM NOTE 6.05% AUG 15 2012 - 20000 SHS	20,034	21,054
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009 - 20000 SHS	20,742	22,209
CATERPILLAR FIN SE MED TERM NOTE 7.15% FEB 15 2019 - 15000 SHS	17,022	18,507
WYETH 5.45% APR 01 2017 DTD 03/27/2007 - 30000 SHS	29,963	34,344
EATON CORP 6.95% MAR 20 2019 DTD 3/16/2009 - 20000 SHS	22,588	24,460
TRANS-CANADA PIPELINES 4% JUN 15 2013 DTD 06/12/2003 - 10000 SHS	9,361	10,561
BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009 - 25000 SHS	29,266	28,960
FED HOME LN MTG CORP PARTN CTFS GROUP NBR E0-0727 6.50% - 2848.26 SHS	2,798	3,019
FNMA GTD MTG PASS THRU CTF POOL NBR 0429718 6.50% DUE 04/01/2013 - 1141.47 S	1,153	1,191
GNMA GTD PASS THRU CTF POOL NBR 486942X 6.00% DUE 02/15/2014 - 1938.65 SHS	1,951	2,126
MEDTRONIC INC SR NT DTD 09/15/2005 4.75% DUE 09/15/2015 - 5000 SHS	4,726	5,553
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009 - 16000 SHS	15,989	16,642
BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009 - 10000 SHS	9,949	10,630
GE CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 - 30000 SHS	29,082	33,121
BANK OF NOVA SCOTIA 3.4% JAN 22 2015 - 4000 SHS	3,995	4,202
U S A NOTES 3 1/2% MAY 15 2020 DTD 05/15/2010 - 95000 SHS	96,696	99,178
TOYOTA MTR CREDIT CP MED TERM NOTES 3.2% JUN 17 2015 - 10000 SHS	10,018	10,393
SHELL INTERNATIONAL FIN 3.1% JUN 28 2015 DTD 06/28/2010 - 6000 SHS	5,996	6,271
TOTAL CAPITAL SA 2.3% MAR 15 2016 DTD 09/15/2010 - 5000 SHS	5,054	4,996
BB&T CORPORATION MTN 3.2% MAR 15 2016 DTD 03/07/2011 - 8000 SHS	7,989	8,184
BP CAPITAL MARKETS PLC 4.742% MAR 11 2021 DTD 03/11/2011 - 10000 SHS	10,000	10,316
CREDIT SUISSE FB USA INC NOTES 6 1/8% NOV 15 2011 DTD 11/6/2001 - 20000 SHS	20,583	20,398
FHLMC NOTES 5 3/4% JAN 15 2012 DTD 1/14/2002 - 60000 SHS	62,289	61,799
FANNIE MAE NOTES 4 5/8% OCT 15 2013 DTD 9/26/2003 - 105000 SHS	101,415	114,503
FEDHOME LOAN BANK NOTES 5 1/2% AUG 13 2014 DTD 06/22/2007 - 80000 SHS	84,902	91,183
U S A NOTES 4 1/8% AUG 31 2012 DTD 08/31/2007 - 90000 SHS	96,455	94,043
ALLSTATE LF GLB FN TRST MED TERM NTS 5 3/8% APR 30 2013 - 30000 SHS	29,606	32,331
U S A NOTES 3 3/4% NOV 15 2018 DTD 11/17/2008 - 180000 SHS	186,705	194,990
SIMON PROPERTY GROUP LP SR NTS 10.35% APR 01 2019- 15000 SHS	20,917	20,763
AFLAC INC SR NOTES 8 1/2% MAY 15 2019 DTD 05/21/2009 - 5000 SHS	6,384	6,115
U S A NOTES 3 5/8% AUG 15 2019 DTD 08/15/2009 - 145000 SHS	144,822	154,493
U S A NOTES 1 3/4% APR 15 2013 DTD 04/15/2010 - 270000 SHS	278,902	276,350
EBAY INC 3 1/4% OCT 15 2020 DTD 10/28/2010 - 5000 SHS	4,705	4,664
TRAVELERS COS INC SR NOTES 5.8% MAY 15 2018 DTD 05/13/2008 - 10000 SHS	8,858	11,206
KEYCORP MEDIUM TERM NOTES 6 1/2% MAY 14 2013 DTD 05/14/2008 - 20000 SHS	19,271	21,763
RIO TINTO FIN USA LTD NOTES 6 1/2% JUL 15 2018 DTD 06/27/2008 - 5000 SHS	5,786	5,840
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008 - 10000 SHS	10,160	11,540
APACHE FINANCE CANADA 4 3/8% MAY 15 2015 DTD 05/15/2003 - 10000 SHS	10,377	10,830
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005 - 35000 SHS	32,898	38,252
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008 - 10000 SHS	13,380	13,849
AMERPRISE FINANCIAL INC 5.65% NOV 15 2015 DTD 11/23/2005 - 5000 SHS	5,733	5,643
ACE INA HOLDINGS 5.8% MAR 15 2018 DTD 02/14/2008 - 10000 SHS	9,321	11,129
TYCO INTERNATIONAL FINAN 8 1/2% JAN 15 2019 DTD 01/09/2009 - 5000 SHS	6,397	6,339
PRINCIPAL LIFE INC FDG MED TERM NTE 5.3% APR 24 2013 - 10000 SHS	10,523	10,754
CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009 - 15000 SHS	16,404	17,250
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009 - 10000 SHS	10,934	11,107

TY 2010 Investments Corporate
Stock Schedule

Name: ADELINE & GEORGE MCQUEEN FOUNDATION R76921007
EIN: 75-6014459

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES - 490 SHS	23,262	25,784
ADOBE SYSTEMS INC - 400 SHS	13,807	12,580
AMAZON COM INC - 175 SHS	25,822	39,876
AMERICAN EXPRESS CO - 200 SHS	8,471	10,340
APACHE CORP - 155 SHS	12,379	19,125
APPLE INC. - 245 SHS	39,774	82,239
BB & T CORP - 300 SHS	5,530	8,052
BAKER HUGHES INC - 220 SHS	10,928	15,963
BECTON DICKINSON & CO - 100 SHS	8,179	8,617
CVS CAREMARK CORPORATION - 716 SHS	19,254	26,907
CAMPBELL SOUP COMPANY - 300 SHS	10,814	10,365
CARDINAL HEALTH INC - 500 SHS	14,384	22,710
CELGENE CORPORATION - 325 SHS	16,992	19,604
CISCO SYSTEMS INC - 990 SHS	15,601	15,454
CITRIX SYSTEMS INC - 125 SHS	8,594	10,000
COLGATE PALMOLIVE CO - 180 SHS	14,142	15,734
WALT DISNEY CO - 700 SHS	15,120	27,328
E I DU PONT DE NEMOURS & CO - 900 SHS	33,713	48,645
E M C CORP MASS - 600 SHS	12,282	16,530
EMERSON ELECTRIC CO - 120 SHS	6,492	6,750
FIFTH THIRD BANCORP - 600 SHS	8,812	7,650
FREEPORT-MCMORAN COPPER & GOLD INC CL B - 640 SHS	16,902	33,856
GENERAL ELECTRIC CO - 800 SHS	12,241	15,088
GENERAL MILLS INC - 400 SHS	13,324	14,888
HUMANA INC - 195 SHS	14,347	15,705
JOHNSON & JOHNSON - 500 SHS	31,496	33,260
JOHNSON CONTROLS INC - 1000 SHS	22,203	41,660
KELLOGG CO - 100 SHS	4,862	5,532
LAM RESEARCH CORP - 300 SHS	15,536	13,284
LENNAR CORP - 400 SHS	6,635	7,260

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LOWES COMPANIES INC - 600 SHS	14,087	13,986
MICROSOFT CORP - 2505 SHS	51,426	65,130
MORGAN STANLEY - 381 SHS	7,688	8,767
NIKE INC B - 225 SHS	14,277	20,246
NORFOLK SOUTHERN CORP - 820 SHS	33,952	61,443
NOVELLUS SYSTEMS INC - 150 SHS	5,126	5,421
OCCIDENTAL PETROLEUM CORP - 390 SHS	28,014	40,576
ORACLE CORP - 1100 SHS	25,481	36,201
PACCAR INC - 550 SHS	18,627	28,100
PEPSICO INC - 420 SHS	27,452	29,581
PFIZER INC - 2200 SHS	31,454	45,320
PROCTER & GAMBLE CO - 595 SHS	32,062	37,824
QUALCOMM INC - 517 SHS	16,563	29,360
ST JUDE MEDICAL INC - 200 SHS	9,914	9,536
SCHLUMBERGER LTD - 525 SHS	43,675	45,360
SPRINT NEXTEL CORP - 2600 SHS	11,010	14,014
STAPLES INC - 600 SHS	12,218	9,480
STATE STREET CORP - 300 SHS	12,920	13,527
UNITED TECHNOLOGIES CORP - 525 SHS	28,739	46,468
WILLIAMS COMPANIES INC - 300 SHS	9,253	9,075
XILINX CORP - 600 SHS	17,859	21,882
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A - 300 SHS	15,451	22,002
SEMPRA ENERGY - 200 SHS	10,268	10,576
WELLS FARGO & CO - 1500 SHS	38,491	42,090
BANK OF AMERICA CORP - 1881 SHS	29,677	20,616
CONSTELLATION ENERGY GROUP INC - 200 SHS	6,661	7,592
GOLDMAN SACHS GROUP INC - 210 SHS	21,856	27,949
DEVON ENERGY CORP - 225 SHS	14,902	17,732
EOG RESOURCES INC - 260 SHS	22,211	27,183
HONEYWELL INTERNATIONAL INC - 500 SHS	21,183	29,795

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TARGET CORP - 250 SHS	11,827	11,728
UNITEDHEALTH GROUP INC - 300 SHS	11,270	15,474
VERIZON COMMUNICATIONS INC - 943 SHS	31,493	35,108
COACH INC - 300 SHS	11,170	19,179
FLUOR CORP - 200 SHS	13,806	12,932
GLOBAL PAYMENTS INC - 200 SHS	9,596	10,200
US BANCORP DEL - 600 SHS	14,202	15,306
DODGE & COX INTERNATIONAL STOCK - 5058.34 SHS	155,493	186,046
ISHARES RUSSELL MIDCAP INDEX FUND - 2239 SHS	192,150	244,812
3M CO - 240 SHS	21,238	22,764
YUM BRANDS INC - 600 SHS	20,997	33,144
ARTISAN INTL VALUE FUND - INV - 6499 SHS	152,597	185,351
CENTERPOINT ENERGY INC - 700 SHS	11,240	13,545
COMCAST CORP CL A - 500 SHS	8,491	12,670
CARNIVAL CORPORATION - 400 SHS	14,697	15,052
JPM LARGE CAP GROWTH FD - SEL FUND 3118 - 15266.91 SHS	340,605	340,605
JPM US REAL ESTATE FD - SEL FUND 3037 - 21191.38 SHS	311,029	357,287
JPM INTREPID AMERICA FD - SEL FUND 1206 - 7282.03 SHS	182,779	180,085
JPM INTREPID VALUE FD - SEL FUND 1136 - 13603.32 SHS	340,627	332,193
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 - 30187.7 SHS	242,407	349,272
JPM ASIA 3 FD - SEL FUND 1134 - 4067.5 SHS	84,929	152,490
VANGUARD MSCI EMERGING MARKETS ETF - 6740 SHS	313,493	327,699
AT&T INC - 500 SHS	19,219	15,705
CBS CORP CLASS B W/I - 330 SHS	9,045	9,402
CAMERON INTERNATIONAL CORPORATION - 225 SHS	12,399	11,315
T. ROWE PRICE OVERSEAS STOCK FUND - 75482.11 SHS	659,714	673,300
CME GROUP INC CLASS A COMMON STOCK - 45 SHS	13,082	13,122
EATON VANCE MUT FDS TR GLOBAL MACRO - I - 14297 SHS	148,260	145,258
INVESCO LTD - 400 SHS	7,730	9,360
GATEWAY FUND - Y - 6131.88 SHS	158,816	162,556

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR GOLD TRUST - 616 SHS	70,711	89,937
ACE LTD NEW - 270 SHS	14,559	17,771
DEUTSCHE BK ARN SPX 9/19/11 - 200000 SHS	196,000	242,240
TYCO INTERNATIONAL LTD - 400 SHS	15,609	19,772
TIME WARNER INC NEW - 1600 SHS	44,181	58,192
MERCK AND CO INC - 1350 SHS	44,997	47,642
JPM RESEARCH MARKET NEUTRAL FD - SEL - 20720.91 SHS	322,730	315,372
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL - 10577.23 SHS	149,139	208,371
NEXTERA ENERGY INC - 200 SHS	9,997	11,492
BARC BREN ASIA BASKET 08/05/11 - 150000 SHS	148,500	178,575
DB BREN SPX 08/29/11 - 200000 SHS	198,000	226,720
GS GOLD CPN NOTE 10/07/11 5%CPN - 75000 SHS	74,250	83,963
MATTHEWS PACIFIC TIGER INSTL FUND - 7172.04 SHS	137,814	173,492
DB CONT BUFF EQ MID 11/23/11 - 300000 SHS	297,000	339,060
BARC REN SPX 01/25/12 - 165000 SHS	163,350	173,745
MS BREN EAFE 2/8/12 - 175000 SHS	173,250	180,014
CS BREN EAFE 3/14/12 - 165000 SHS	163,350	165,380
TE CONNECTIVITY LTD - 200 SHS	6,886	7,352
CS MARKET PLUS SPX 9/24/12 - 250000 SHS	246,875	256,375
COVIDIEN PLC NEW - 285 SHS	11,042	15,171
CS BREN EAFE 05/02/12 - 175000 SHS	173,250	174,125
CITIGROUP INC NEW - 780 SHS	32,257	32,479
BROADCOM CORP CL A - 450 SHS	16,314	15,138
JUNIPER NETWORKS INC - 775 SHS	17,759	24,413
EXXON MOBIL CORP - 611 SHS	22,516	49,723
METLIFE INC - 525 SHS	19,670	23,032
DENDREON CORP - 300 SHS	10,677	11,832
PRUDENTIAL FINANCIAL INC - 300 SHS	11,352	19,077
CONOCOPHILLIPS - 400 SHS	18,755	30,076
BIOGEN IDEC INC - 200 SHS	10,863	21,384

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERIFONE SYSTEMS, INC. - 100 SHS	5,215	4,435
BAIDU INC SPONS ADR - 110 SHS	10,125	15,414
TD AMERITRADE HOLDING CORPORATION - 400 SHS	6,402	7,804
MASTERCARD INC - CLASS A - 55 SHS	10,204	16,574
GENERAL MOTORS CO - 610 SHS	20,882	18,520

TY 2010 Investments - Other Schedule**Name:** ADELINE & GEORGE MCQUEEN FOUNDATION R76921007**EIN:** 75-6014459

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE PARTNERS OFFSHORE FUND LTD - 685.59 SHS	AT COST	750,000	803,052
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD. - 6099.35 SHS	AT COST	750,000	819,783

TY 2010 Other Assets Schedule

Name: ADELINE & GEORGE MCQUEEN FOUNDATION R76921007

EIN: 75-6014459

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MINERAL ASSETS	39	39	2,239,131

TY 2010 Other Expenses Schedule**Name:** ADELINE & GEORGE MCQUEEN FOUNDATION R76921007**EIN:** 75-6014459

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charit able Purposes
MINERAL PRODUCTION EXPENSES	21,360	21,360		0
MINERAL FEES	50,444	50,444		0
ADR EXPENSE	2	2		0

TY 2010 Other Income Schedule

Name: ADELINE & GEORGE MCQUEEN FOUNDATION R76921007

EIN: 75-6014459

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
MINERAL ROYALTY INCOME	854,090	854,090	854,090
FEDERAL EXCISE TAX REFUND	5,639		5,639

TY 2010 Other Increases Schedule

Name: ADELINE & GEORGE MCQUEEN FOUNDATION R76921007

EIN: 75-6014459

Description	Amount
RETURN OF CAPITAL/NON-DIVIDEND DISTRIBUTION	5,336
MUTUAL FUND FACTORING / TIMING ADJUSTMENTS	9,053


TY 2010 Taxes Schedule**Name:** ADELINE & GEORGE MCQUEEN FOUNDATION R76921007**EIN:** 75-6014459

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COLORADO BACKUP WITHHOLDING	315	315		0
STATE WITHHOLDING TAX	277	277		0
ESTIMATED FEDERAL EXCISE TAX - CURRENT YEAR	66,982	0		0
AD VALOREM TAXES	50,519	50,519		0
STATE INCOME TAX - COLORADO	3,212	3,212		0
MINERAL PRODUCTION TAXES	35,247	35,247		0
FOREIGN TAX WITHHELD	1,952	1,952		0


Additional Data

Software ID:
Software Version:
EIN: 75-6014459
Name: ADELINE & GEORGE MCQUEEN FOUNDATION
R76921007

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AGRICULTURAL DEVELOPMENT FUND PO BOX 150 FORT WORTH,TX 76101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
ALLIANCE FOR CHILDREN INC 908 SOUTHLAND AVE FORT WORTH,TX 76104	NONE	PUBLIC CHARITY	CHILD ABUSE COUNSELING	50,000
BLUE SHOE PROJECT INC 909 DOGWOOD CT COLLEYVILLE,TX 76034	NONE	PUBLIC CHARITY	EDUCATION CENTER	5,000
CAMP FIRE USA FIRST TEXAS COUNCIL 2700 MEACHAM BLVD FORT WORTH,TX 76137	NONE	PUBLIC CHARITY	GRIEF CAMP FOR CHILDREN	4,950
CAMP FIRE USA FIRST TEXAS COUNCIL 2700 MEACHAM BLVD FORT WORTH,TX 76137	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	13,000
CASA OF TARRANT COUNTY INC 101 SUMMIT AVE 505 FORT WORTH,TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000
CHRIST'S HAVEN FOR CHILDREN 4150 KELLAR HASLET RD KELLER,TX 76244	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
CIRCLE THEATRE INC PO BOX 470456 FORT WORTH,TX 76104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000
COMMUNITIES IN SCHOOLS OF GREATER TARRANT CNTY 1723 HEMPHILL FORT WORTH,TX 76110	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	45,000
COMMUNITY ENRICHMENT CENTER INC 6250 NE LOOP 820 FORT WORTH,TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000
COMMUNITY FDN OF NORTH TEXAS 306 W 7TH ST STE 850 FORT WORTH,TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
COVENANT CLASSICAL SCHOOL 1701 WIND STAR WAY FORT WORTH,TX 76108	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
FORT WORTH PUBLIC LIBRARY FDN 500 W 3RD ST FORT WORTH,TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
FORT WORTH STOCKSHOW SYNDICATE 2011 PO BOX 17005 FORT WORTH,TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	4,035
FORT WORTH ZOOLOGICAL ASSOC 1989 COLONIAL PKWY FORT WORTH,TX 76110	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000
Total  3a				760,185

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HARBOR CLUB INC 3000 W 5TH ST FORT WORTH,TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000
HUGWORKS 752 MARY DRIVE HURST,TX 76053	NONE	PUBLIC CHARITY	MUSIC THERAPY PROGRAM	7,200
JAMES L WEST PRESBYTERIAN SPECIAL CARE CENTER 1111 SUMMIT AVE FORT WORTH,TX 76102	NONE	PUBLIC CHARITY	ALZHEIMERS PROGRAM	250,000
MAYFEST INC 255 BAILEY AVE FORT WORTH,TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
SAFEHAVEN OF TARRANT COUNTY 8701 BEDFORD EULESS RD HURST,TX 76053	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000
SPAN INC 1800 MALONE ST DENTON,TX 76201	NONE	PUBLIC CHARITY	TRANSPORTATION SVCS	5,000
TARRANT COUNTY ASSOC FOR THE BLIND NARJRB BLDG 1229 FORT WORTH,TX 76127	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000
TARRANT COUNTY YOUTH COLLABORATION 6707 BRENTWOOD STAIR RD FORT WORTH,TX 76112	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
THE LEARNING CENTER OF NORTH TEXAS INC 101 SUMMIT AVE 612 FORT WORTH,TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000
ALZHEIMERS DISEASE & RELATED DISORDERS ASSOC INC 2630 W FREEWAY STE 100 FORT WORTH,TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000
BOTANICAL RESEARCH INST OF TEXAS INC 1700 UNIVERSITY DR FORT WORTH,TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
CENT TEXAS UNITED METHODIST HEALTHY CHURCH INITIATIVE 464 BAILEY AVE FORT WORTH,TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000
Total  3a				760,185