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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

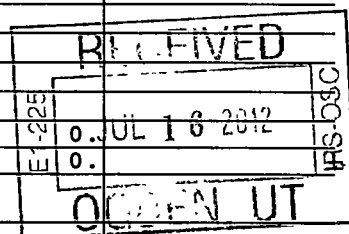
For calendar year 2010, or tax year beginning **Dec 1**, 2010, and ending **Nov 30**, 2011G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation JOSEPHINE GRAF FOUNDATION		A Employer identification number 75-1187926
Number and street (or P O box number if mail is not delivered to street address) 4920 BRIARWOOD PL.		B Telephone number (see the instructions) (214) 357-3939
City or town DALLAS	State ZIP code TX 75209	C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 834,628.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	0.			
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2.	2.	2.	
4 Dividends and interest from securities	34,989.	34,989.	34,989.	
5a Gross rents	0.	0.	0.	
b Net rental income or (loss)	0.	L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10	0.			
b Gross sales price for all assets on line 6a	0.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances	0.			
b Less Cost of goods sold	0.			
c Gross profit/(loss) (att sch) L-10 Stmt	0.		0.	
11 Other income (attach schedule) NONE	0.	0.	0.	
12 Total. Add lines 1 through 11	34,991.	34,991.	34,991.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages	0.	0.	0.	0.
15 Pension plans, employee benefits	0.	0.	0.	0.
16a Legal fees (attach schedule) L-16a Stmt	0.	0.	0.	0.
b Accounting fees (attach sch) L-16b Stmt	1,386.	1,386.	1,386.	0.
c Other prof fees (attach sch) L-16c Stmt	0.	0.	0.	0.
17 Interest	7.	7.	7.	
18 Taxes (attach schedule)(see instr) FY2009 EXCISE TAX	2,329.	2,329.	0.	0.
19 Depreciation (attach sch) and depletion L-19 Stmt	0.	0.	0.	
20 Occupancy	0.	0.	0.	0.
21 Travel, conferences, and meetings	0.	0.	0.	0.
22 Printing and publications	0.	0.	0.	0.
23 Other expenses (attach schedule) See Line 23 Stmt	257.	257.	257.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	3,979.	3,979.	1,650.	0.
25 Contributions, gifts, grants paid	72,795.			72,795.
26 Total expenses and disbursements. Add lines 24 and 25	76,774.	3,979.	1,650.	72,795.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-41,783.			
b Net investment income (if negative, enter -0-)		31,012.		
c Adjusted net income (if negative, enter -0-)			33,341.	

SCANNED JUL 17 2012

ADMINISTRATIVE AND OPERATING EXPENSES



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		26,492.	6,028.	6,028.
	2	Savings and temporary cash investments		4,825.	816.	816.
	3	Accounts receivable	0.			
		Less: allowance for doubtful accounts	0.	0.	0.	0.
	4	Pledges receivable	0.			
		Less: allowance for doubtful accounts	0.	0.	0.	0.
	5	Grants receivable		0.	0.	0.
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)		0.	0.	0.
	7	Other notes and loans receivable (attach sch)	0.			
		Less: allowance for doubtful accounts	0.		0.	0.
	8	Inventories for sale or use		0.	0.	0.
	9	Prepaid expenses and deferred charges		0.	0.	0.
	10a	Investments — U S and state government obligations (attach schedule)	L-10a Stmt	60,917.	45,917.	46,725.
	b	Investments — corporate stock (attach schedule)	L-10b Stmt	347,316.	347,316.	730,925.
	c	Investments — corporate bonds (attach schedule)	L-10c Stmt	50,136.	50,136.	50,136.
	LIABILITIES	11	Investments — land, buildings, and equipment basis	0.		
		Less: accumulated depreciation (attach schedule)	L-11 Stmt	0.	0.	0.
12		Investments — mortgage loans	L-12 Stmt	0.	0.	0.
13		Investments — other (attach schedule)	L-13 Stmt	0.	0.	0.
14		Land, buildings, and equipment, basis	0.			
		Less: accumulated depreciation (attach schedule)	L-14 Stmt	0.	0.	0.
15		Other assets (describe L-15 Stmt)		580.	-2.	-2.
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		490,266.	450,211.	834,628.
17		Accounts payable and accrued expenses		0.	0.	
18		Grants payable		0.	0.	
19	Deferred revenue		0.	0.		
20	Loans from officers, directors, trustees, & other disqualified persons		0.	0.		
21	Mortgages and other notes payable (attach schedule)		0.	0.		
22	Other liabilities (describe L-22 Stmt)		0.	0.		
23	Total liabilities (add lines 17 through 22)		0.	0.		
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds		133,042.	132,441.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		357,224.	317,770.	
30	Total net assets or fund balances (see the instructions)		490,266.	450,211.		
31	Total liabilities and net assets/fund balances (see the instructions)		490,266.	450,211.		

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	490,266.
2	Enter amount from Part I, line 27a	2	-41,783.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	448,483.
5	Decreases not included in line 2 (itemize) <u>See Other Decreases Stmt</u>	5	-1,728.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	450,211.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a NONE		D	N/A	11/30/11
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 0.	0.	0.	0.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			0.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	0.
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 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 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 (column (b) divided by column (c))
2009	58,570.	792,371.	0.073917
2008	34,900.	647,381.	0.053910
2007	13,985.	307,442.	0.045488
2006	100,108.	1,065,701.	0.093936
2005	70,650.	880,522.	0.080237

2 Total of line 1, column (d)	2	0.347488
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	0.069498
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	838,074.
5 Multiply line 4 by line 3	5	58,244.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	310.
7 Add lines 5 and 6	7	58,554.
8 Enter qualifying distributions from Part XII, line 4	8	72,795.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	310.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	310.
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	310.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	610.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	610.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	
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	300.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 300. Refunded	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JOANNE STROUD BILBY</u> Telephone no <u>(214) 357-3939</u> Located at <u>4920 BRIARWOOD PLACE, DALLAS, TX</u> ZIP + 4 <u>75209-2004</u>			
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 <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

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

X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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 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
JOANNE STROUD BILBY 4920 BRIARWOOD PL DALLAS TX 75209	PRES/DIR 1.00	0.	0.	0.
JOYCE MANN 4920 BRIARWOOD PL DALLAS TX 75209	VP/DIR 0.25	0.	0.	0.
ETHAN STROUD 4920 BRIARWOOD PL DALLAS TX 75209	SEC/TREAS 0.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
0				
0				
0				
0				

Total number of other employees paid over \$50,000**None**

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 instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services

None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	0.
2 N/A	0.
3 N/A	0.
4 N/A	0.

Part IX-B Summary of Program-Related Investments (see 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 N/A	0.
All other program-related investments See instructions	
3	0.
See Line 3 Statement	0.
Total. Add lines 1 through 3	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	850,655.
b Average of monthly cash balances	1b	8,194.
c Fair market value of all other assets (see instructions)	1c	-8,012.
d Total (add lines 1a, b, and c)	1d	850,837.
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	850,837.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	12,763.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	838,074.
6 Minimum investment return. Enter 5% of line 5	6	41,904.

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

1 Minimum investment return from Part X, line 6	1	41,904.
2a Tax on investment income for 2010 from Part VI, line 5	2a	310.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	0.
c Add lines 2a and 2b	2c	310.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	41,594.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	41,594.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	41,594.

Part XII **Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	72,795.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	72,795.
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 instructions)	5	310.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,485.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				41,594.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			4.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2010				
a From 2005	70,650.			
b From 2006	6,080.			
c From 2007	0.			
d From 2008	105,637.			
e From 2009	19,556.			
f Total of lines 3a through e	201,923.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 72,795.				
a Applied to 2009, but not more than line 2a			4.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				41,590.
e Remaining amount distributed out of corpus	31,201.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	233,124.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				4.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	70,650.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	162,474.			
10 Analysis of line 9				
a Excess from 2006	6,080.			
b Excess from 2007	0.			
c Excess from 2008	105,637.			
d Excess from 2009	19,556.			
e Excess from 2010	31,201.			

BAA

Form 990-PF (2010)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 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 ▶ N/A					
b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 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 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))
- NONE**
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE**

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see 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
- See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
THE COOPER INSTITUTE 12330 PRESTON ROAD DALLAS TX 75230	N/A	501 (C)	SUPPORT RESEARCH & EDUCATION DEDICATED TO PREVENTIVE MEDICINE	500.
EPISCOPAL SCHOOL OF DALLAS 4100 MERRELL RD DALLAS TX 75229	N/A	501 (C)	SUPPORT THEIR CURRICULUM OF EDUCATION	10,000.
SCHOOL OF SPIRITUAL PSYCHOLOGY P O BOX 7 BENSON NC 27504	N/A	501 (C)	SUPPORT SEMINARS/PRO- GRAMS RE DEVELOPMENT OF SPIRITUAL CONSCIOUSNESS	10,500.
HORATIO ALGER ASSOCIATION P O BOX 4030 IOWA CITY IA 52243	N/A	501 (C)	SUPPORT THE SCHOLARSHIP- PROGRAM FOR SENIOR STU- DENTS IN FINANCIAL NEED	1,245.
UNIVERSITY OF DALLAS 1845 E NORTHGATE DR. IRVING TX 75062	N/A	501 (C)	SUPPORT EDUCATIONAL CURRICULUM PROVIDED BY THIS INSTITUTION ALL THE WAY TO GRADUATE SCHOOL	5,000.
STANWICH SCHOOL 257 STANWICH RD. GREENWICH CT 06830	N/A	501 (C)	SUPPORT THEIR CURRICULUM OF EDUCATION	10,000.
CHIAPAS INTERNATIONAL 2284 VANTAGE ST DALLAS TX 75207	N/A	501 (C)	SUPPORT PROGRAMS THAT PROVIDE FUNDS TO BREAK THE CYCLE OF POVERTY IN LATIN AMERICA	2,500.
THE DALLAS OPERA 2403 FLORA ST, STE 500 DALLAS TX 75201	N/A	501 (C)	SUPPORT PUBLIC PRO- GRAMS AND MAINTEN- ANCE OF FACILITIES	150.
GREENWICH ACADEMY 200 NO. MAPLE AVE GREENWICH CT 06830	N/A	501 (C)	SUPPORT THIS INDEPENDENT COL- LEGE PREPARATORY DAY SCHOOL FOR GIRLS & YOUNG WOMEN	1,000.
See Line 3a statement				
Total			3a	72,795.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a	NONE	N/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	512	2.	14		0.
4	Dividends and interest from securities	512	34,989.	14		0.
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	512		14		0.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	NONE					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		34,991.			0.
13	Total. Add line 12, columns (b), (d), and (e)				13	34,991.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK CHARGES	<u>257.</u>	<u>257.</u>	<u>257.</u>	<u>0.</u>
Amortization	<u>0.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Total	<u><u>257.</u></u>	<u><u>257.</u></u>	<u><u>257.</u></u>	<u><u>0.</u></u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

FY2009 EXCISE TAXES	<u>-2,329.</u>
ADJ TO CORPUS/AMENDED RETURN TAX	<u>601.</u>
Total	<u><u>-1,728.</u></u>

Form 990-PF, Page 7, Part IX-B, Summary of Program Related Investments

Line 3 Statement

All other program-related investments. See instructions	
N/A	
	<u>0.</u>
N/A	
	<u>0.</u>
NONE	
	<u>0.</u>
Total	<u><u>0.</u></u>

Form 990-PF, Page 10, Part XV, Line 2

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

Name JOANNE STROUD BILBY
Address 4920 BRIARWOOD PL
City, St, Zip, Phone DALLAS TX 75209-2004 (214) 357-3939

The form in which applications should be submitted and information and materials they should include:
NO SPECIFIED APPLICATION FORM REQUIRED

Any submission deadlines.

NONE

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

LIMITED TO ORG WHICH QUALIFY AS EXEMPT ORGS UNDER INTERNAL REV CODE OF

Form 990-PF, Page 10, Part XV, Line 2

Continued

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

Name _____

Address _____

City, St, Zip, Phone _____

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

Any submission deadlines:

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

1986, CODE SEC 501 (C) (3)Name **JOANNE STROUD BILBY**Address **4920 BRIARWOOD PLACE**City, St, Zip, Phone **DALLAS TX 75209-2004 (214) 357-3939**

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

NO SPECIFIED APPLICATION FORM REQUIRED

Any submission deadlines:

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

NONE

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
SUN VALLEY WRITERS CONFERENCE			SUPPORT CONFERENCE PROGR	Person or ☐
P O BOX 435087			REACHES OUT TO DISCERNI	Business ☒
KETCHUM ID 83340	N/A	501 (c)	ERS AND WRITERS COUNTRYW	2,500.
FOUNDERS GARDEN CLUB			SUPPORT PRESCRIBED PROGR	Person or ☐
3525 UNIVERSITY BLVD			FOR THE BENEFIT OF THE P	Business ☒
DALLAS TX 75205	N/A	501 (c)		2,500.
DALLAS INSTITUTE/HUMANITIES			SUPPORT THEIR PURPOSE TO	Person or ☐
2719 ROUTH ST			LIFE IN THE CITY WITH WI	Business ☒
DALLAS TX 75201	N/A	501 (c)	IMAGINATION OF THE HUMAN	25,900.
LINDSFARNE PRESS			SUPPORT THEIR RESOURCES	Person or ☐
UNKNOWN			FOR THE TEACHINGS OF	Business ☒
SOUTHAMPTON NY 11969	N/A	501 (c)	SOCIOLOGY	1,000.
				Person or ☐
				Business ☒

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a <i>Paid during the year</i>				

Total

31,900.

Form 990-PF, Page 1, Part I, Line 10

L-10 Stmt

Line 10 - Gross Sales of Inventory	Gross Sales Less: Returns and Allowances	Less: Cost of Goods Sold	Gross Profit (Loss)
NONE	0.	0.	0.
Total	<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NONE	NONE	0.	0.	0.	0.
Total		<u>0.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX ACCTG SVCS	ACCTG/TAX PREP	1,386.	1,386.	1,386.	0.
Total		<u>1,386.</u>	<u>1,386.</u>	<u>1,386.</u>	<u>0.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NONE	NONE	0.	0.	0.	0.
Total		<u>0.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
NONE	11/30/11	0	0	0	0.00	0		

Total

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
US GOV'T OBLIGATIONS			15,917.	15,917.
FIRST BK PUERTO RICO	15,000.	15,221.		
BARCLAYS BANK/DELAWARE	15,000.	15,587.		
Total	<u>30,000.</u>	<u>30,808.</u>	<u>15,917.</u>	<u>15,917.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
BANK ONE CAPITAL 7.20%	18,360.	20,328.
CENTERPOINT ENERGY	24,426.	43,780.
COMCAST CORP 7.0%	18,480.	20,280.
CSX, INC	415.	12,310.
DOMINION RESOURCES 8.37%	20,360.	23,488.
EXXON MOBIL CORP	31,741.	120,660.
FPC CAPITAL TR 7.10%	19,096.	20,400.
GENERAL ELECTRIC	29,608.	55,685.
MERCK & COMPANY	2,266.	53,625.
METLIFE INC 6.50%	16,200.	20,096.
NEXTRA ENERGY CAP HLDS	21,664.	23,000.
PNC CAPITAL TR E 7.75%	18,304.	20,608.
PROCTOR & GAMBLE	10,451.	45,199.
PUBLIC STORAGE (MD) 6.75%	16,168.	20,360.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SCHLUMBERGER LTD	33,292.	75,330.
SMUCKER J M CO	6,845.	15,196.
UNITED TECHNOLOGIES	1,168.	76,600.
USB CAPITAL X 6.5%	17,616.	20,152.
VIACOM INC SR NOTES 6.85%	14,280.	15,090.
WELLS FARGO CAP 7.875%	34,588.	36,750.
BASES ADJUSTMENTS	-8,012.	-8,012.
Total	<u>347,316.</u>	<u>730,925.</u>

Form 990-PF, Page 2, Part II, Line 10c
L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
GENERAL ELECTRIC BOND 5.25%	16,056.	16,056.
JP MORGAN CHASE 6.3%	17,288.	17,288.
SBC COMMUNICATIONS 5.625%	16,792.	16,792.
Total	<u>50,136.</u>	<u>50,136.</u>

Form 990-PF, Page 2, Part II, Line 12
L-12 Stmt

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
NONE	0.	0.
Total	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
NONE	0.	0.
Total	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 11

L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
NONE	0.	0.	0.
Total	<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
NONE	0.	0.	0.
Total	<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
DEPOSITS-FIT	582.	0.	0.
ROUNDING FACTOR	-2.	-2.	-2.
Total	<u>580.</u>	<u>-2.</u>	<u>-2.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
NONE	0.	0.
Total	<u>0.</u>	<u>0.</u>