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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

**2011**Department 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 2011, or tax year beginning****, 2011, and ending**

Name of foundation

**Urban Development Foundation, Inc.****A Employer identification number****23-7028475**

Number and street (or P O box number if mail is not delivered to street address)

**5630 Dyer Street**

Room/suite

**B Telephone number (see the instructions)****(214) 750-8300**

City or town

**Dallas**

State ZIP code

**TX 75206****G Check all that apply:**☐ Initial return☐ Initial Return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change**H Check type of organization:**☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I Fair market value of all assets at end of year  
(from Part II, column (c), line 16)****\$ 1,293,464.****J Accounting method:** ☒ Cash ☐ Accrual☐ Other (specify)**(Part I, column (d) must be on cash basis.)****C If exemption application is pending, check here** ☐**D 1 Foreign organizations, check here** ☐**2 Foreign organizations meeting the 85% test, check here and attach computation** ☐**E If private foundation status was terminated under section 507(b)(1)(A), check here** ☐**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here** ☐**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 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 (att sch)****2 Ck** ☒ **if the foundn is not req to att Sch B****3 Interest on savings and temporary cash investments****16,727.****16,727.****4 Dividends and interest from securities****2,137.****2,137.****5a Gross rents****96,521.****96,521.****b Net rental income or (loss)****96,521.****6a Net gain/(loss) from sale of assets not on line 10****b Gross sales price for all assets on line 6a****7 Capital gain net income (from Part IV, line 2)****40,648.****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/(loss) (att sch)****11 Other income (attach schedule)****See Line 11 Stmt****37,312.****12 Total. Add lines 1 through 11****152,697.****156,033.****ADMINISTRATIVE AND OPERATING EXPENSES****13 Compensation of officers, directors, trustees, etc****14 Other employee salaries and wages****15 Pension plans, employee benefits****16a Legal fees (attach schedule)****b Accounting fees (attach sch) L-1.6b.Stmt****2,500.****c Other prof fees (attach sch)****17 Interest****18 Taxes (attach schedule)(see instrs) Real Estate Taxes****718.****19 Depreciation (attach sch) and depletion****1,938.****20 Occupancy****21 Travel, conferences, and meetings****22 Printing and publications****23 Other expenses (attach schedule)****See Line 23 Stmt****1,525.****24 Total operating and administrative expenses. Add lines 13 through 23****6,681.****25 Contributions, gifts, grants paid****16,400.****26 Total expenses and disbursements. Add lines 24 and 25****23,081.****27 Subtract line 26 from line 12:****a Excess of revenue over expenses and disbursements****129,616.****b Net investment income (if negative, enter -0-)****156,033.****c Adjusted net income (if negative, enter -0-)**

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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
<b>A S S E T S</b>	1 Cash — non-interest-bearing	17,414.	56,435.	56,435.
	2 Savings and temporary cash investments	168,816.	144,876.	144,876.
	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 instructions) L-6 Stmt	199,744.	156,837.	156,837.
	7 Other notes and loans receivable (attach sch)			
	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)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	12,166.	613,980.	720,352.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	620,951.	213,655.	214,964.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe )				
16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,019,091.	1,185,783.	1,293,464.	
<b>L I A B I L I T I E S</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) L-21 Stmt	1,231.	1,231.	
	22 Other liabilities (describe )			
23 <b>Total liabilities</b> (add lines 17 through 22)	1,231.	1,231.		
<b>N E T A S S E T S  F U N D B A L A N C E S</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here X</b>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,017,860.	1,184,552.	
	30 <b>Total net assets or fund balances</b> (see instructions)	1,017,860.	1,184,552.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	1,019,091.	1,185,783.	

**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	1,017,860.
2 Enter amount from Part I, line 27a	2	129,616.
3 Other increases not included in line 2 (itemize) See Other Increases Stmt	3	42,585.
4 Add lines 1, 2, and 3	4	1,190,061.
5 Decreases not included in line 2 (itemize) Book/tax difference on sale of assets	5	5,509.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,184,552.

**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)
1a 1000 sh Brigham Expl. Co.	P	08/14/09	03/10/11
b 250 sh Cheniere Energy Ptrs.	P	09/22/09	03/10/11
c 500 sh Martin Midstream	P	11/08/09	03/10/11
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 33,831.		7,283.	26,548.
b 4,176.		1,869.	2,307.
c 18,766.		6,973.	11,793.
d			
e			

(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			26,548.
b			2,307.
c			11,793.
d			
e			

2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	40,648.
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 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.

(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))
2010	199,744.	0.	0.000000
2009	60,190.	0.	0.000000
2008	6,850.	0.	0.000000
2007	309,230.		
2006	96,253.	1,143,884.	0.084146
2 Total of line 1, column (d)			2 0.084146
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 0.021037
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 189,373.
5 Multiply line 4 by line 3			5 3,984.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,560.
7 Add lines 5 and 6			7 5,544.
8 Enter qualifying distributions from Part XII, line 4			8 700,689.

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

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

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 1,560.
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 1,560.
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 1,560.
6 Credits/Payments:		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	
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
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8 38.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9 1,598.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10 0.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 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)? <i>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.</i>		X
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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? <i>If 'No,' attach explanation</i>		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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address <u>N/A</u>				
14	The books are in care of <u>Peter Jackson</u> Telephone no. <u>(214) 750-8300</u> Located at <u>5630 Dyer St., Dallas, TX</u> ZIP + 4 <u>75206</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, 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 <u></u>				

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2011? <input type="checkbox"/>	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions.) <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 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 2011.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2011? <input type="checkbox"/>	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)?

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

**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
Peter Jackson 3716 Centenary, Dallas TX 75225	Manager, VP 5.00	0.	0.	0.
Susan Jackson 3872 Highgrove, Dallas TX 75220	Secretary 0.50	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		

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 <u>Donation to Lago de Plata Apartments, a non-profit apartment complex dedicated to low-income housing. 150 units are available for this purpose</u>	7,650.
2	
3	
4	

**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 <u>Investment in Urban Improvement - The Villages. Investment in low-income housing property - The Villages.</u>	509,410.
2 <u>Village West Apt - low income housing project.</u>	176,557.
All other program-related investments. See instructions.	
3 <u>The Villages Ltd - low income housing project</u>	14,722.
<b>Total.</b> Add lines 1 through 3	700,689.

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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	36,376.
b	Average of monthly cash balances .....	1b	155,881.
c	Fair market value of all other assets (see instructions) .....	1c	
d	Total (add lines 1a, b, and c) .....	1d	192,257.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	1e	
2	Acquisition indebtedness applicable to line 1 assets .....	2	
3	Subtract line 2 from line 1d .....	3	192,257.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) .....	4	2,884.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	189,373.
6	Minimum investment return. Enter 5% of line 5 .....	6	9,469.

**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	
2a	Tax on investment income for 2011 from Part VI, line 5 .....	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	
4	Recoveries of amounts treated as qualifying distributions .....	4	
5	Add lines 3 and 4 .....	5	
6	Deduction from distributable amount (see instructions) .....	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	

**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	
b	Program-related investments — total from Part IX-B .....	1b	700,689.
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	700,689.
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	1,560.
6	Adjusted qualifying distributions. Subtract line 5 from line 4 .....	6	699,129.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	100,250.			
b From 2007	310,357.			
c From 2008	6,850.			
d From 2009	429,915.			
e From 2010	199,744.			
f Total of lines 3a through e	1,047,116.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 700,689.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus	700,689.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,747,805.			
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	100,250.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,647,555.			
10 Analysis of line 9:				
a Excess from 2007	310,357.			
b Excess from 2008	6,850.			
c Excess from 2009	429,915.			
d Excess from 2010	199,744.			
e Excess from 2011	700,689.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0.	0.	0.	0.	N/A
b 85% of line 2a	0.	0.	0.	0.	N/A
c Qualifying distributions from Part XII, line 4 for each year listed	700,689.	199,744.	429,915.	6,850.	1,337,198.
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	700,689.	199,744.	429,915.	6,850.	1,337,198.
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:

Peter J. Jackson  
5630 Dyer Street  
Dallas TX 75206 (214) 750-8300

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

Letter of needs with references and location.

c Any submission deadlines:

None

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

Prefer mortgage loans too small for profit lenders.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Lago de Plata 5630 Dyer St. Dallas TX 75206		Exempt	Donation for learning center	7,650.
Camp Grady Spruce 601 N. Akard St. Dallas TX 75201		Exempt	Camp sponsorship	500.
Pikes Peak Community Fund 730 N. Nevada Ave. Colorado Springs CO 80903		Exempt	Wildfire victims	500.
Serenity High School Golf Classic 2100 White Avenue McKinney TX 75069		Exempt	School fundraiser	250.
Baylor Foundation (Park Cities) 3500 Gaston Ave. Dallas TX 75246		Exempt	Breast cancer fight	2,000.
Friends of the Katy Trail 3232 McKinney Ave., Ste. 100 Dallas TX 75204		Exempt	Build and maintain trail improvements	500.
Life Turns P. O. Box 3252 Crested Butte CO 81224		Exempt	Camp sponsorship	5,000.
<b>Total</b> .....			<b>3a</b>	<b>16,400.</b>
<i>b Approved for future payment</i>				
<b>Total</b> .....			<b>3b</b>	

**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 instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a	Rental Real Estate Income					96,521
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	531390		14	16,727.	
4	Dividends and interest from securities	531390		14	2,137.	
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			14		
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Royalty income	531390	12,048.			
b	Commission Income	531390	25,542.			
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		37,590.		18,864.	96,521.
13	Total. Add line 12, columns (b), (d), and (e)				13	152,975.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash .....	<b>1 a (1)</b>	X
(2)	Other assets .....	<b>1 a (2)</b>	X
<b>b</b>	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization .....	<b>1 b (1)</b>	X
(2)	Purchases of assets from a noncharitable exempt organization .....	<b>1 b (2)</b>	X
(3)	Rental of facilities, equipment, or other assets .....	<b>1 b (3)</b>	X
(4)	Reimbursement arrangements .....	<b>1 b (4)</b>	X
(5)	Loans or loan guarantees .....	<b>1 b (5)</b>	X
(6)	Performance of services or membership or fundraising solicitations .....	<b>1 b (6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....	<b>1 c</b>	X

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

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .

☐ Yes ☒ No

**b** If 'Yes,' complete the following schedule.

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

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

**Sign  
Here**

Signature of officer or trustee

08/15/12

Director

May the IRS discuss this return with the preparer shown below (see instructions)?

☒ Yes ☐ No**Paid  
Preparer  
Use Only**

Print/Type preparer's name

WALTER D. HATTER

Preparer's signature-

WALTER D. HATTER

Date

08/16/12

Study	
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self-employed

PTIN	
------	--

P00168769

Firm's name ▶ **HATTER & ASSOCIATES, LLP**

Firm's address ▶ 1300 S UNIVERSITY DR STE 620

FORT WORTH

TX 76107-5766

Firm's EIN ▶ 75-2599075

Phone no (817) 335-9258

**Form 990-PF**  
**Part II, Lines 6 and 7**

**Receivables**

**2011**

Name <b>Urban Development Foundation, Inc.</b>	Employer Identification Number <b>23-7028475</b>
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**Lender Information**

Loan Receivable Type 5

Borrower's Name 5614 Properties Borrower's Title Related party

Check Box, if Borrower is a Business ☐ Relationship of Borrower (other loans only) \_\_\_\_\_

Repayment Terms monthly payments of \$2,831 Borrower's Security \_\_\_\_\_ Real estate \_\_\_\_\_

Purpose of Loan Purchase of real estate Description of Consideration Real estate

Original Amount 150,000. Beginning Year Balance \_\_\_\_\_ 79,672. Year End Balance 48,990.

FMV of at Year End 48,990. FMV of Consideration 150,000.

Allowance for Doubtful Accounts (other loans only) \_\_\_\_\_

Date of Note 08/01/09 Maturity Date 07/01/14 Interest Rate 5.00

Loan Receivable Type 5

Borrower's Name Jackson Leasing Partners Borrower's Title Related party

Check Box, if Borrower is a Business ☐ Relationship of Borrower (other loans only) \_\_\_\_\_

Repayment Terms monthly payments of \$1,465 Borrower's Security \_\_\_\_\_ Real estate \_\_\_\_\_

Purpose of Loan purchase of real estate Description of Consideration Lots 11 and 12 University Hill

Original Amount 135,000. Beginning Year Balance \_\_\_\_\_ 120,072. Year End Balance 107,847.

FMV of at Year End 107,847. FMV of Consideration 170,000.

Allowance for Doubtful Accounts (other loans only) \_\_\_\_\_

Date of Note 07/01/09 Maturity Date 06/18/19 Interest Rate 5.50

Loan Receivable Type \_\_\_\_\_

Borrower's Name \_\_\_\_\_ Borrower's Title \_\_\_\_\_

Check Box, if Borrower is a Business ☐ Relationship of Borrower (other loans only) \_\_\_\_\_

Repayment Terms \_\_\_\_\_ Borrower's Security \_\_\_\_\_

Purpose of Loan \_\_\_\_\_ Description of Consideration \_\_\_\_\_

Original Amount \_\_\_\_\_ Beginning Year Balance \_\_\_\_\_ Year End Balance \_\_\_\_\_

FMV of at Year End \_\_\_\_\_ FMV of Consideration \_\_\_\_\_

Allowance for Doubtful Accounts (other loans only) \_\_\_\_\_

Date of Note \_\_\_\_\_ Maturity Date \_\_\_\_\_ Interest Rate \_\_\_\_\_

Loan Receivable Type \_\_\_\_\_

Borrower's Name \_\_\_\_\_ Borrower's Title \_\_\_\_\_

Check Box, if Borrower is a Business ☐ Relationship of Borrower (other loans only) \_\_\_\_\_

Repayment Terms \_\_\_\_\_ Borrower's Security \_\_\_\_\_

Purpose of Loan \_\_\_\_\_ Description of Consideration \_\_\_\_\_

Original Amount \_\_\_\_\_ Beginning Year Balance \_\_\_\_\_ Year End Balance \_\_\_\_\_

FMV of at Year End \_\_\_\_\_ FMV of Consideration \_\_\_\_\_

Allowance for Doubtful Accounts (other loans only) \_\_\_\_\_

Date of Note \_\_\_\_\_ Maturity Date \_\_\_\_\_ Interest Rate \_\_\_\_\_

**Form 990-PF**  
**Part II, Lines 20b, and**  
**21b**

**Loans, Mortgages, and Other Notes Payable**

**2011**

Name <u>Urban Development Foundation, Inc.</u>	Employer Identification Number <u>23-7028475</u>
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**Lender Information**

Loan Payable Type 3

Lender Name Jackson Leisure Properties Lenders Title Related party

Check Box, if Lender is a Business ☒

Relationship of Lender Director common ownership Borrower's Security none

Purchase Terms None Repayment Terms None

Purpose of Loan Error in deposit Description of Consideration none

Original Amount 1,188. Beginning Year Balance 1,188. Year End Balance 1,188.

FMV of Consideration 0. Date of Note 04/01/09

Maturity Date none Interest Rate \_\_\_\_\_

Loan Payable Type 3

Lender Name Melvin Jackson Corp Lenders Title Related party

Check Box, if Lender is a Business ☒

Relationship of Lender Director common ownership Borrower's Security none

Purchase Terms None Repayment Terms none

Purpose of Loan Error in deposit Description of Consideration none

Original Amount 43. Beginning Year Balance 43. Year End Balance 43.

FMV of Consideration 0. Date of Note 04/01/09

Maturity Date none Interest Rate \_\_\_\_\_

Loan Payable Type \_\_\_\_\_

Lender Name \_\_\_\_\_ Lenders Title \_\_\_\_\_

Check Box, if Lender is a Business ☐

Relationship of Lender \_\_\_\_\_ Borrower's Security \_\_\_\_\_

Purchase Terms \_\_\_\_\_ Repayment Terms \_\_\_\_\_

Purpose of Loan \_\_\_\_\_ Description of Consideration \_\_\_\_\_

Original Amount \_\_\_\_\_ Beginning Year Balance \_\_\_\_\_ Year End Balance .. \_\_\_\_\_

FMV of Consideration \_\_\_\_\_ Date of Note \_\_\_\_\_

Maturity Date \_\_\_\_\_ Interest Rate \_\_\_\_\_

Loan Payable Type \_\_\_\_\_

Lender Name \_\_\_\_\_ Lenders Title \_\_\_\_\_

Check Box, if Lender is a Business ☐

Relationship of Lender \_\_\_\_\_ Borrower's Security \_\_\_\_\_

Purchase Terms \_\_\_\_\_ Repayment Terms \_\_\_\_\_

Purpose of Loan \_\_\_\_\_ Description of Consideration \_\_\_\_\_

Original Amount \_\_\_\_\_ Beginning Year Balance \_\_\_\_\_ Year End Balance .. \_\_\_\_\_

FMV of Consideration \_\_\_\_\_ Date of Note \_\_\_\_\_

Maturity Date \_\_\_\_\_ Interest Rate \_\_\_\_\_



Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
K-1 Ordinary Income	-278.		
Lease Bonus	24,774.		
Royalty Income	12,816.		
Total	37,312.		

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 Service Chrgs	56.			
Office Expense	1,462.			
Misc. Expense	7.			
Total	1,525.			

Form 990-PF, Page 2, Part III, Line 3

**Other Increases Stmt**

Gain on sale of assets	40,648.
Depletion not on books	1,937.
Total	42,585.

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
Hatter & Associates,	Tax return preparation	2,500.			
Total		2,500.			

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
Charles Schwab investments	104,570.	210,942.
Investment - Urban Improvement-The Villages	509,410.	509,410.
Total	613,980.	720,352.

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

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Mineral Int. - Navarro County	23,685.	23,685.
Village West Apt.	176,557.	176,557.
The Villages	14,722.	14,722.
Inv - Himbola Manor Apts.	-1,309.	0.
Total	<u>213,655.</u>	<u>214,964.</u>