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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	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)	I-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 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,019,091.	1,185,783.	1,293,464.		
LIABILITIES	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) I-21 Stmt	1,231.	1,231.		
	22 Other liabilities (describe)				
	23 Total liabilities (add lines 17 through 22)	1,231.	1,231.		
Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
NET ASSETS	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				
	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 Total net assets or fund balances (see instructions)	1,017,860.	1,184,552.		
	31 Total liabilities and net assets/fund balances (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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			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.

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))
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 ► 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 ► and enter 1% of Part I, line 27b _____

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-) _____

3 Add lines 1 and 2 _____

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) _____

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- _____

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 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

1	1,560.
2	0.
3	1,560.
4	0.
5	1,560.

Part VII-A **Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? _____ | 1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? _____ | 1b X

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year? _____ | 1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ... ► \$ _____ (2) On foundation managers ... ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ... ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? _____ | 2 X

If 'Yes,' attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes _____ | 3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? _____ | 4a X

b If 'Yes,' has it filed a tax return on Form 990-T for this year? _____ | 4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? _____ | 5 X

If 'Yes,' attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? _____ | 6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV _____ | 7 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) _____ | 8a

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation _____ | 8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV _____ | 9 X

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses. _____ | 10 X

Part VII-A Statements Regarding Activities (continued)

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 ► N/A			
14	The books are in care of ► Peter Jackson Telephone no. ► (214) 750-8300 Located at ► 5630 Dyer St., Dallas, TX ZIP + 4 ► 75206		
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		► 15	
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	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly):	Yes	No
(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)?	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?	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 ► 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 instructions.)			
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?	3b	
<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.)			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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?			

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). Yes No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

5b

6b

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
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		

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.

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.

1	<u>Investment in Urban Improvement - The Villages.</u> <u>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 The Villages Ltd - low income housing project

Total. Add lines 1 through 3 ► 14,722.
700,689.

Total. Add lines 1 through 3

700,689.

BAA

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	36,376.	
b	Average of monthly cash balances	155,881.	
c	Fair market value of all other assets (see instructions)		
d	Total (add lines 1a, b, and c)	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	192,257.	
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	2,884.	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	189,373.	
6	Minimum investment return. Enter 5% of line 5	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				
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
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)

1a	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				<input checked="" type="checkbox"/> 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					
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)(ii)					
(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	
Baylor Foundation (Park Cities) 3500 Gaston Ave.		Exempt	Breast cancer fight	250.
Dallas TX 75246 Friends of the Katy Trail 3232 McKinney Ave., Ste. 100		Exempt	Build and maintain trail improvements	2,000.
Dallas TX 75204 Life Turns P. O. Box 3252		Exempt	Camp sponsorship	500.
Crested Butte CO 81224		Exempt		5,000.
Total	► 3a 16,400.
<i>b Approved for future payment</i>				
Total	► 3b

Part XVI-A Analysis of Income-Producing Activities

	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 <u>Rental Real Estate Income</u>					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 <u>Royalty income</u>	531390	12,048.			
b <u>Commission Income</u>	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.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
1a	<u>Income from properties that are low-income housing projects.</u>

Name	Employer Identification Number		
<u>Urban Development Foundation, Inc.</u>	23-7028475		
Lender Information			
Loan Receivable Type	5		
Borrower's Name	<u>5614 Properties</u>	Borrower's Title	<u>Related party</u>
Check Box, if Borrower is a Business	<input type="checkbox"/>	Relationship of Borrower (other loans only)	
Repayment Terms	<u>monthly payments of \$2,831</u>	Borrower's Security	<u>Real estate</u>
Purpose of Loan	<u>Purchase of real estate</u>	Description of Consideration	<u>Real estate</u>
Original Amount	<u>150,000.</u>	Beginning Year Balance	<u>79,672.</u>
Year End Balance	<u>48,990.</u>	Year End Balance	<u>48,990.</u>
FMV of at Year End	<u>48,990.</u>	FMV of Consideration	<u>150,000.</u>
Allowance for Doubtful Accounts (other loans only)			
Date of Note	<u>08/01/09</u>	Maturity Date	<u>07/01/14</u>
Interest Rate	<u>5.00</u>		
Loan Receivable Type	5		
Borrower's Name	<u>Jackson Leasing Partners</u>	Borrower's Title	<u>Related party</u>
Check Box, if Borrower is a Business	<input type="checkbox"/>	Relationship of Borrower (other loans only)	
Repayment Terms	<u>monthly payments of \$1,465</u>	Borrower's Security	<u>Real estate</u>
Purpose of Loan	<u>purchase of real estate</u>	Description of Consideration	<u>Lots 11 and 12 University Hill</u>
Original Amount	<u>135,000.</u>	Beginning Year Balance	<u>120,072.</u>
Year End Balance	<u>107,847.</u>	Year End Balance	<u>107,847.</u>
FMV of at Year End	<u>107,847.</u>	FMV of Consideration	<u>170,000.</u>
Allowance for Doubtful Accounts (other loans only)			
Date of Note	<u>07/01/09</u>	Maturity Date	<u>06/18/19</u>
Interest Rate	<u>5.50</u>		
Loan Receivable Type			
Borrower's Name			
Check Box, if Borrower is a Business	<input type="checkbox"/>	Relationship of Borrower (other loans only)	
Repayment Terms			
Purpose of Loan			
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			
Check Box, if Borrower is a Business	<input type="checkbox"/>	Relationship of Borrower (other loans only)	
Repayment Terms			
Purpose of Loan			
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 Urban Development Foundation, Inc.	Employer Identification Number 23-7028475
Lender Information	
Loan Payable Type <u>3</u>	
Lender Name <u>Jackson Leisure Properties</u>	Lenders Title <u>Related party</u>
Check Box, if Lender is a Business <input checked="" type="checkbox"/>	
Relationship of Lender <u>Director common ownership</u>	Borrower's Security _____ none
Purchase Terms <u>None</u>	Repayment Terms <u>None</u>
Purpose of Loan <u>Error in deposit</u>	Description of Consideration <u>none</u>
Original Amount <u>1,188.</u> Beginning Year Balance	1,188. Year End Balance _____ <u>1,188.</u>
FMV of Consideration <u>0.</u>	Date of Note <u>04/01/09</u>
Maturity Date <u>none</u>	Interest Rate _____
Loan Payable Type <u>3</u>	
Lender Name <u>Melvin Jackson Corp</u>	Lenders Title <u>Related party</u>
Check Box, if Lender is a Business <input checked="" type="checkbox"/>	
Relationship of Lender <u>Director common ownership</u>	Borrower's Security _____ none
Purchase Terms <u>None</u>	Repayment Terms <u>none</u>
Purpose of Loan <u>Error in deposit</u>	Description of Consideration <u>none</u>
Original Amount <u>43.</u> Beginning Year Balance	43. Year End Balance .. _____ <u>43.</u>
FMV of Consideration <u>0.</u>	Date of Note <u>04/01/09</u>
Maturity Date <u>none</u>	Interest Rate _____
Loan Payable Type _____	
Lender Name _____	Lenders Title _____
Check Box, if Lender is a Business <input type="checkbox"/>	
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 <input type="checkbox"/>	
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
<u>K-1 Ordinary Income</u>	<u>-278.</u>		
<u>Lease Bonus</u>	<u>24,774.</u>		
<u>Royalty Income</u>	<u>12,816.</u>		
Total	<u>37,312.</u>		

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
<u>Bank Service Chrgs</u>	<u>56.</u>			
<u>Office Expense</u>	<u>1,462.</u>			
<u>Misc. Expense</u>	<u>7.</u>			
Total	<u>1,525.</u>			

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

<u>Gain on sale of assets</u>	<u>40,648.</u>
<u>Depletion not on books</u>	<u>1,937.</u>
Total	<u>42,585.</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
<u>Hatter & Associates,</u>	<u>Tax return preparation</u>	<u>2,500.</u>			
Total		<u>2,500.</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
<u>Charles Schwab investments</u>	<u>104,570.</u>	<u>210,942.</u>
<u>Investment - Urban Improvement-The Villages</u>	<u>509,410.</u>	<u>509,410.</u>
Total	<u>613,980.</u>	<u>720,352.</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
<u>Mineral Int. - Navarro County</u>	<u>23,685.</u>	<u>23,685.</u>
<u>Village West Apt.</u>	<u>176,557.</u>	<u>176,557.</u>
<u>The Villages</u>	<u>14,722.</u>	<u>14,722.</u>
<u>Inv - Himbola Manor Apts.</u>	<u>-1,309.</u>	<u>0.</u>
Total	<u>213,655.</u>	<u>214,964.</u>