Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

The Boone Family Foundation
5949 Sherry Lane #1010
Dallas, TX 75225

A Employer identification number 26-1407294

B Telephone number (see the instructions) (214) 368-0828

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 ► [ ]

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 [X] 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)* ► $ 42,956,820.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	28.	28.	N/A	
	4 Dividends and interest from securities	771,766.	771,766.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,417,955.			
	b Gross sales price for all assets on line 6a 20,001,619.				
	7 Capital gain net income (from Part IV, line 2)		1,417,955.		
	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 Statement 1	-12,499.	-12,499.		
	12 **Total.** Add lines 1 through 11	2,177,250.	2,177,250.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	258,000.	58,500.		199,500.
	14 Other employee salaries and wages	34,280.	10,875.		23,405.
	15 Pension plans, employee benefits	13,940.	2,519.		11,421.
	16a Legal fees (attach schedule) See St 2	6,051.	6,051.		
	b Accounting fees (attach sch) See St 3	11,513.	8,635.		2,878.
	c Other prof fees (attach sch) See St 4	95,214.	94,734.		480.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 5	15,478.	133.		345.
	19 Depreciation (attach sch) and depletion	3,999.			
	20 Occupancy				
	21 Travel, conferences, and meetings	16,015.			16,015.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 6	347,917.	332,929.		14,988.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	802,407.	514,376.		269,032.
	25 Contributions, gifts, grants paid Part XV	2,653,316.			2,653,316.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,455,723.	514,376.		2,922,348.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-1,278,473.			
	b **Net investment income** (if negative, enter 0)		1,662,874.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	344,316.	2,713,248.	2,713,248.
	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)			
	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	150.		
	10a Investments — U.S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 7	1,293,499.	1,314,833.	1,490,936.
	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) Statement 8	41,004,864.	37,378,404.	38,743,446.
	14 Land, buildings, and equipment basis ► 23,032.			
	Less accumulated depreciation (attach schedule) See Stmt 9 ► 13,842.	13,189.	9,190.	9,190.
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	42,656,018.	41,415,675.	42,956,820.
LIABILITIES	17 Accounts payable and accrued expenses	24,453.	62,583.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	24,453.	62,583.	
NET ASSETS OR FUND BALANCES	**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 ► [X] 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	42,631,565.	41,353,092.	
	30 Total net assets or fund balances (see instructions)	42,631,565.	41,353,092.	
	31 Total liabilities and net assets/fund balances (see instructions)	42,656,018.	41,415,675.	

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	42,631,565.
2	Enter amount from Part I, line 27a	2	-1,278,473.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	41,353,092.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	41,353,092.

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	See Statement 10			
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				
b				
c				
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				
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	1,417,955.
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	0.

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	2,595,114.	44,852,728.	0.057859
2009	1,728,059.	40,917,558.	0.042233
2008	1,157,710.	47,092,832.	0.024584
2007			
2006			

2	Total of line 1, column (d)	2	0.124676
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	0.041559
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	45,396,585.
5	Multiply line 4 by line 3	5	1,886,637.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,629.
7	Add lines 5 and 6	7	1,903,266.
8	Enter qualifying distributions from Part XII, line 4	8	2,922,348.

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 ► [X] 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)			1	16,629.
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	16,629.
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	16,629.
6 Credits/Payments.				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	18,371.		
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	18,371.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	1,742.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ► 1,742. **Refunded** ►			11	0.

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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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*	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	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	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) ► TX			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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)*

			Yes	No
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 ► www.theboonefamilyfoundation.org

14 The books are in care of ► Jim Adams Telephone no ► (214) 368-0828

Located at ► 5949 Sherry Lane, Suite 1010 Dallas TX ZIP + 4 ► 75225

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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.

				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 instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
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?	☐ Yes ☒ 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)		2b	N/A	
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?	☐ Yes ☒ 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)*		3b	N/A	
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 2011?		4b		X

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** N/A

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? N/A ☐ 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** No: X

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? N/A **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
See Statement 11		258,000.	11,131.	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				

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
JPMorgan Chase Bank, N.A. 2200 Ross Ave, FL 10 Dallas, TX 75201	Investment Mgmt	71,534.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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	45,027,385.
b	Average of monthly cash balances		1b	1,060,519.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	46,087,904.
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	46,087,904.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	691,319.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	45,396,585.
6	**Minimum investment return.** Enter 5% of line 5		6	2,269,829.

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	2,269,829.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 16,629.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	16,629.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,253,200.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	2,253,200.
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	2,253,200.

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	2,922,348.
b	Program-related investments — total from Part IX-B	1b	
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	2,922,348.
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	16,629.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,905,719.

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				2,253,200.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,269,020.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 2,922,348.				
a Applied to 2010, but not more than line 2a			1,269,020.	
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 2011 distributable amount				1,653,328.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(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	0.			
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 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				599,872.
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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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)(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))

See Statement 12

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 ► [X] 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

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 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
a *Paid during the year*				
See Statement 13				
Total			► 3a	2,653,316.
b *Approved for future payment*				
See Statement 14				
Total			► 3b	1,799,184.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	28.	
4 Dividends and interest from securities			14	771,766.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-12,499.	
8 Gain or (loss) from sales of assets other than inventory			18	1,417,955.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,177,250.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,177,250.

(See worksheet in line 13 instructions to verify calculations)

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)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of.			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

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

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
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/7/12 Title: Vice President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self employed	PTIN
Evelyn H Moses	[signature]	10/25/12		P01400635

Firm's name ► Evelyn H. Moses, CPA Firm's EIN ►

Firm's address ► 3541 Marquette Dallas, TX 75225 Phone no (214) 361-2323

2011 Federal Book Depreciation Schedule

The Boone Family Foundation

26-1407294

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Depr Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec Bal Depr.	Salvage /Basis Reductn	Depr Basis	Prior Depr.	Method		Life	Rate	Current Depr.
	Form 990/990-PF																
	Furniture and Fixtures																
3	Glasstop round table	1/29/08		617							617	220	S/L	HY	7	14280	88
4	Desk with credenza/hutch	1/29/08		2,455							2,455	877	S/L	HY	7	14280	351
5	Upholstered desk chair	1/29/08		850							850	303	S/L	HY	7	.14280	121
6	Serafina bookcase	1/29/08		1,794							1,794	640	S/L	HY	7	.14280	256
7	(4) Arm chairs	1/29/08		2,057							2,057	735	S/L	HY	7	14280	294
8	Mitsubishi 46 inch TV	8/06/08		1,763							1,763	630	S/L	HY	7	14280	252
9	Serafina lateral file cab	7/01/09		1,081							1,081	231	S/L	HY	7	.14290	154
	Total Furniture and Fixtures			10,617		0	0	0	0	0	10,617	3,636					1,516
	Machinery and Equipment																
1	Dell Latitude D630	2/01/08		2,783							2,783	1,392	S/L	HY	5	20000	557
2	Razor's Edge 7 Software	4/14/08		9,632							9,632	4,815	S/L	HY	5	20000	1,926
	Total Machinery and Equipment			12,415		0	0	0	0	0	12,415	6,207					2,483
	Total Depreciation			23,032		0	0	0	0	0	23,032	9,843					3,999
	Grand Total Depreciation			23,032		0	0	0	0	0	23,032	9,843					3,999

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ -12,499.	$ -12,499.	
Total	$ -12,499.	$ -12,499.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal services	$ 6,051.	$ 6,051.		
Total	$ 6,051.	$ 6,051.		$ 0.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting and tax prep.services	$ 11,513.	$ 8,635.		$ 2,878.
Total	$ 11,513.	$ 8,635.		$ 2,878.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
J P Morgan investment management	$ 71,535.	$ 71,535.		
Kahlich consulting	480.			$ 480.
Neuberger Berman investment mgmt	23,199.	23,199.		
Total	$ 95,214.	$ 94,734.		$ 480.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax paid	$ 15,000.			
Foreign tax paid	133.	$ 133.		
Personal property tax paid	345.			$ 345.
Total	$ 15,478.	$ 133.		$ 345.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank service charges	$ 47.	$ 47.		
Community activities	100.			$ 100.
Equipment rental and maintenance	1,784.			1,784.
Insurance	3,924.	1,962.		1,962.
Meals & entertainment	4,570.			4,570.
Memberships	770.			770.
Office supplies and expenses	1,063.			1,063.
Portfolio deductions from K-1's	330,920.	330,920.		
Postage & delivery	245.			245.
Printing and copying	733.			733.
Professional dues	851.			851.
Publications and subscriptions	2,910.			2,910.
Total	$ 347,917.	$ 332,929.		$ 14,988.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
2500 shs ABB Ltd	Cost	$ 39,283.	$ 47,075.
4300 shs Activision Blizzard Inc.	Cost	48,170.	52,976.
1000 shs Bed Bath & Beyond	Cost	29,323.	57,970.
600 shs Boeing Co	Cost	32,232.	44,010.
1200 shs Carter Inc.	Cost	34,130.	47,772.
1100 shs Cenovus Energy Inc.	Cost	28,893.	36,520.
1900 shs Conagra Foods Inc.	Cost	43,886.	50,160.
2400 shs Covanta Holding Corp	Cost	43,575.	32,856.
750 shs Darden Restaurants Inc.	Cost	27,328.	34,185.
1100 shs Ebay, Inc.	Cost	28,555.	33,363.
825 shs Ecolab, Inc.	Cost	26,068.	47,693.
9000 shs Great Wolf Resorts Inc.	Cost	19,700.	26,100.
1700 shs Hanesbrands Inc.	Cost	38,398.	37,162.
2000 shs HCA Holdings Inc.	Cost	61,181.	44,060.
500 shs Henry Schein Inc.	Cost	24,842.	32,215.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1500 shs JP Morgan Chase & Co	Cost	$ 57,213.	$ 49,875.
1450 shs Kraft Foods Inc.	Cost	45,581.	54,172.
1600 shs Mattel Inc.	Cost	39,773.	44,416.
375 shs McDonalds Corp	Cost	21,113.	37,624.
4500 shs MeDermott International Inc.	Cost	66,103.	51,795.
1200 shs Methanex Corp	Cost	28,223.	27,384.
16000 shs MRV Communications Inc.	Cost	14,440.	13,760.
925 shs National Fuel Gas Co	Cost	34,297.	51,411.
3200 shs News Corp Inc.	Cost	25,971.	57,088.
1300 shs Neilsen Holdings NV	Cost	34,997.	38,597.
1250 shs Omnicom Group Inc.	Cost	47,246.	55,725.
2200 shs Pfizer Inc.	Cost	37,638.	47,608.
900 shs Range Resources Corp	Cost	33,636.	55,746.
750 shs Raytheon Co	Cost	35,392.	36,285.
500 shs Rockwell Automation Inc.	Cost	30,420.	36,685.
450 shs Schlumberger Ltd	Cost	28,702.	30,740.
2500 shs Sealed Air Corp	Cost	52,289.	43,025.
900 shs Thermo Fisher Scientific Inc.	Cost	50,607.	40,473.
5700 shs Xerox Corp	Cost	57,898.	45,372.
600 shs 3M Co	Cost	47,730.	49,038.
	Total	$ 1,314,833.	$ 1,490,936.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
BCP VI Private Investors Offshore LP	Cost	$ 122,325.	$ 91,923.
Blackstone GSO Private Investors, LP	Cost	747,493.	731,478.
Carlyle Asia Partners III Private Inv	Cost	313,351.	253,497.
Clayton Dubilier & Rice Fund 8	Cost	583,005.	597,237.
Highbridge Mezzanine Partners, LP	Cost	761,525.	732,251.
KKR European Fund III Private Investors	Cost	389,799.	332,567.
Providence TMT Debt Opportunity Feeder	Cost	496,278.	489,296.
Blackstone Commercial Real Estate Debt	Cost	320,813.	310,672.
Texas Women's Venture Fund-Side LP	Cost	71,258.	73,087.
ARRA Loan Fund	Cost	250,000.	250,000.
Total Other Investments		$ 4,055,847.	$ 3,862,008.
Other Publicly Traded Securities			
450000 Barc Cont Buff Eq SPX 7/5/12	Cost	450,000.	449,325.
500000 GS Cont Buff Eq SPX 6/8/12	Cost	500,000.	535,015.
46872 shs JPM Large Cap Growth Fd	Cost	1,000,000.	1,005,869.
9761 shs JPMorgan US Lg Cap Core Plus	Cost	1,595,893.	1,926,866.
32159 shs Nuveen NWQ Value Opp. Fd	Cost	639,093.	978,934.
20912 shs Professionally Mngd Portfolios	Cost	500,000.	535,968.
3495 shs SPDR S&P 500 ETF Trust	Cost	373,031.	438,623.
13371 shs IShares S&P Midcap 400 Ind Fd	Cost	983,746.	1,171,433.
6465 shs IShares Russell 2000 Index Fd	Cost	359,510.	476,794.

Statement 8 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities			
32216 shs Artisan Intl Value Fnd-Inv	Cost	$ 875,000.	$ 808,312.
450000 CS Bren EAFE 5/2/12	Cost	450,000.	382,950.
27632 shs Dodge & Cox Intnational Stock	Cost	834,038.	807,968.
400000 GS Bren EAFE 9/12/12	Cost	400,000.	393,504.
450000 JPM Bren EAFE 6/27/12	Cost	450,000.	401,220.
400000 JPM Bren EAFE 10/11/12	Cost	400,000.	420,160.
400000 Barc Bren Asia Basket 11/2/12	Cost	400,000.	398,680.
18503 shs JPM Asia Equity Fd	Cost	508,403.	532,155.
46767 shs Matthews Pacific Tiger Instl	Cost	950,000.	950,299.
91790 shs JPM Str Inc. Opp Fd	Cost	1,069,000.	1,039,983.
267898 shs JPM High-Yield Fd	Cost	2,068,882.	2,041,383.
133475 shs JPM Short Duration Bond Fd	Cost	1,418,050.	1,461,555.
144664 shs PIMCO Low Duration Fund	Cost	1,451,958.	1,488,589.
167894 shs Vanguard FI Secs F Intr Trm	Cost	1,487,107.	1,677,261.
100000 DB Bren Currency Bskt 4/10/12	Cost	100,000.	110,630.
250000 Barc 95% PPN EM FX Bskt 5/23/12	Cost	251,538.	239,575.
500000 JPMorgan Chase FRN CPI 4/18/13	Cost	500,000.	509,100.
500000 Prudential CPI 6.110% 6/10/13	Cost	500,000.	505,400.
39655 shs JPM Intl Currency Income Fd	Cost	441,034.	429,468.
33512 shs Dreyfus/Laurel Fds Tr	Cost	500,000.	441,019.
200000 GS Market Plus Gold Note 11/2/12	Cost	200,000.	192,828.
120000 JPM Bren DJUBSF3 02/23/12	Cost	120,000.	135,084.
450000 JPM Bren Commodity Bskt 5/24/12	Cost	450,000.	437,445.
7500 Vanguard MSCI Emerg. Mkts ETF	Cost	299,678.	286,575.
Total Other Publicly Traded Securities		$ 22,525,961.	$ 23,609,970.

Other Securities			
Highbridge Quantitative Commodities Fund	Cost	1,000,000.	884,984.
Avenue International, Ltd	Cost	750,000.	892,410.
Blackstone Real Estate CMBS	Cost	500,000.	686,669.
Brevan Howard Emerging Mks Local FI LP	Cost	499,767.	494,899.
Chilton Global Natural Resources	Cost	750,000.	451,817.
Coatue Offshore Fund, Ltd. Class D	Cost	500,000.	609,659.
Corbin Capital Partners	Cost	36,614.	34,382.
Galleon Offshore Diversified Fund	Cost	2,361.	2,379.
Global Access - Macro Strategies	Cost	1,000,000.	1,049,801.
Goldentree Offshore Ltd.	Cost	500,000.	668,177.
Halcyon Partners Offshore Ltd.	Cost	500,000.	552,001.
HB Multi-Strategy Holdings, Ltd.	Cost	0.	53,621.
Highbridge Asia Opportunities Fund	Cost	7,854.	8,680.
HMLP Multi-Strat PI Ltd	Cost	1,500,000.	1,553,318.
JP Morgan Leveraged Loans Ltd	Cost	1,000,000.	1,268,277.
JP Morgan-Blackrock Opportunities RMBS	Cost	750,000.	793,746.
Och-Ziff Oza Private Investors Offshore	Cost	500,000.	475,990.
Paulson Partners Enhanced Ltd	Cost	500,000.	342,473.
Standard Pacific Capital Offshore Fund	Cost	500,000.	448,185.
Total Other Securities		$ 10,796,596.	$ 11,271,468.
Total		$ 37,378,404.	$ 38,743,446.

Statement 9
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 10,617.	$ 5,152.	$ 5,465.	$ 5,465.
Machinery and Equipment	12,415.	8,690.	3,725.	3,725.
Total	$ 23,032.	$ 13,842.	$ 9,190.	$ 9,190.

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	publicly traded securities	Purchased	Various	Various
2	short-term capital gain distributions	Purchased	Various	Various
3	long-term capital gain distributions	Purchased	Various	Various
4	480 Highbridge Asia	Purchased	3/01/2008	Various
5	52855 BW Private Investors Offshore Ltd	Purchased	7/01/2008	6/01/2011
6	448 Highbridge Long/Short Equity Fund	Purchased	3/01/2008	6/30/2011
7	917 Corbin Capital Partners	Purchased	4/01/2008	Various
8	760 HMLP Multi-Strategy Holdings, Ltd.	Purchased	3/01/2008	6/30/2011
9	Sankaty DIP Opportunities	Purchased	Various	5/03/2011
10	.121 HB Multi-Strategy Holdings Cl B S23	Purchased	3/01/2008	8/31/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	16154192.		15169602.	984,590.				$ 984,590.
2	46,259.		0.	46,259.				46,259.
3	135,327.		0.	135,327.				135,327.
4	596,774.		492,146.	104,628.				104,628.
5	52,855.		52,855.	0.				0.
6	886,259.		750,000.	136,259.				136,259.
7	973,454.		963,386.	10,068.				10,068.
8	1006369.		1000000.	6,369.				6,369.
9	141,907.		155,675.	-13,768.				-13,768.
10	8,223.		0.	8,223.				8,223.
							Total	$ 1417955.

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Garrett Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 3.00	$ 0.	$ 0.	$ 0.

Statement 11 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Cecilia Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	President, Dir 3.00	$ 0.	$ 0.	$ 0.
Aimee Brooks Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
Katherine Nancy Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
Daniel Guthrie Boone 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Director 1.00	0.	0.	0.
James F. Adams 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Vice Pres/Treas 6.00	78,000.	2,187.	0.
Cynthia Yung 5949 Sherry Lane, Suite 1010 Dallas, TX 75225	Vice Pres/Sec 40.00	180,000.	8,944.	0.
	Total	$ 258,000.	$ 11,131.	$ 0.

Statement 12
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Garrett Boone
Cecilia Boone
Aimee Brooks Boone
Katherine Nancy Boone
Daniel Guthrie Boone

Statement 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Ann Richards School Foundation P.O.Box 684746 Austin , TX 78768	N/A	public	Towards the College Bound program	$ 10,000.
Audubon Texas 2904 Swiss Avenue Dallas, TX 75204	N/A	public	Towards Education programs	50,000.
building community WORKSHOP 416 South Ervay Street Dallas, TX 75201	N/A	public	General operating support	30,000.
Center for Public Policy Priorities 7020 Easy Wind Drive, Suite 200 Austin , TX 78752	N/A	public	General operating support	20,000.
Children at Risk 2900 Weslayan, Suite 400 Houston, TX 77027	N/A	public	General operating support	25,000.
Conference of Southwest Foundations 624 N. Good-Latimer Expy., Ste 100 Dallas, TX 75204	N/A	public	General operating support	1,500.
Dallas Social Venture Partners 10670 N. Central Expy., Ste 512 Dallas, TX 75231	N/A	public	Towards the 2011 Social Innovation Lecture Series	5,000.
DC Prep 707 Edgewood Street NE Washington , DC 20017	N/A	public	General operating support	50,000.
DonorsChose.org 213 W. 35th Street, 2nd FL East New York, NY 10001	N/A	public	Towards Applied Learning classroom projects	25,000.
E3 Alliance-RAISEup Texas 5930 Middle Fiskville Rd., Ste 507 Austin, TX 78752	N/A	public	Towards the Middle School SIM program	50,000.

Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Environmental Defense Fund 301 Congress Avenue, Suite 1300 Austin, TX 78701	N/A	public	General operating support	$ 25,000.
The Family Place P. O. Box 7999 Dallas, TX 75209	N/A	public	General operating support	100,000.
Foundation for the Education/Young Women 2804 Swiss Avenue Dallas, TX 75204	N/A	public	Towards mentoring and college preparation programs	42,000.
Girl Scouts of Northeast Texas 6001 Summerside Drive Dallas, TX 75252	N/A	public	Towards the STEM programing match grant	5,000.
Girls Incorporated of Metro. Dallas 2040 Empire Central Drive Dallas, TX 75235	N/A	public	After school character building program	50,000.
Harvard University/Kennedy School of Gov Taubman 304, 79 JFK Street Cambridge, MA 02138	N/A	public	Towards Blended Learning Scholarly Conference and report	20,000.
ICLEI-Local Governments for Sustain. USA 180 Canal Street, Suite 401 Boston, MA 02114	N/A	public	Towards Texas 2011 operating expenses	30,000.
Ignite 251 28th Street San Francisco, CA 94131	N/A	public	Towards Texas education program	80,000.
Junior Achievement of Dallas 1201 Executive Drive West Richardson, TX 75081	N/A	public	Towards the Finance Park Program for middle schools	25,000.
Museum of Nature & Science P. O. Box 151469 Dallas, TX 75315	N/A	public	Towards the Science Summer Academy for DISD teachers	10,000.

Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Museum of Nature & Science P. O. Box 151469 Dallas, TX 75315	N/A	public	Towards the capital campaign	$ 125,000.
National Center Family Philanthropy 1101 Connecticut Ave. NW, Ste 220 Washington, DC 20036	N/A	public	Towards 2011 Annual operating expenses	1,000.
One Economy Corporation 1223 19th Street, NW, Ste 610 Washington , DC 20036	N/A	public	Towards Digital Connectors Girls Pilot Program	56,816.
Parkland Foundation 277 N. Stemmon Freeway, Ste 1700 Dallas, TX 75207	N/A	public	Towards Women & Infants Specialty Health Hospital	20,000.
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	N/A	public	Towards Office of the President Fund	300,000.
Planned Parenthood of Greater Texas 7424 Greenville Ave., Suite 206 Dallas, TX 75231	N/A	public	Towards the capital campaign for capacity building and education	200,000.
Reading Partners 106 Linden Street, Suite 202 Oakland, CA 94607	N/A	public	Towards the 2011 Dallas ISD Launch	75,000.
REAL School Gardens 1700 University Drive, Suite 260 Fort Worth, TX 76107	N/A	public	Towards Dallas ISD schools program	20,000.
Reasoning Mind 8150 N. Central Expy., Suite 800 Dallas, TX 75206	N/A	public	Towards curriculum development	50,000.
Resolana P. O. Box 225175 Dalla, TX 75222	N/A	public	General operating support	2,000.

Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
SafePlace P. O. Box 19454 Austin, TX 78760	N/A	public	Towards family shelter and children's program	$ 124,000.
Southern Methodist University P. O. Box 750402 Dallas, TX 75275	N/A	public	Towards The Texas Project for Human Rights Education	134,000.
Teach for America 350 N. St. Paul St., Suite 2800 Dallas, TX 75201	N/A	public	Alumni network support & program expense	150,000.
Teaching Trust 6116 N. Central Exwy., Suite 906 Dallas, TX 75275	N/A	public	General operating support	75,000.
Texas Appleseed 1609 Shoal Creek, Suite 201 Austin, TX 78701	N/A	public	General operating support	25,000.
Texas Women's University P. O. Box 425618 Denton, TX 76204	N/A	public	Towards The OpEd Project	14,000.
The June Shelton School & Eval. Center 15720 Hillcrest Rd. Dallas, TX 75248	N/A	public	Towards the Dallas ISD JW Ray pilot program	60,000.
The NAPE Education Foundation, Inc. P. O. Box 369 Cochranville, PA 19330	N/A	public	Towards STEM Equity Academy in DFW	75,000.
Today Marks the Beginning DBA 29 Pieces P. O. Box 140962 Dallas, TX 75214	N/A	public	MasterPeace program at Dallas ISD Maya Angelou School for Girls	3,000.
Trinity Commons Foundation 6011 Desco Drive Dallas, TX 75225	N/A	public	Towards the 2011 Trinity Bird count	25,000.

Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Uplift Education 1750 Viceroy Drive Dallas, TX 75235	N/A	public	Towards the Reasoning Mind and Master teacher incentive program support	$ 100,000.
Wilkinson Center P. O. Box 720248 Dallas, TX 75372	N/A	public	Towards the 2011 CLIMB after school program	40,000.
Woodall Rodgers Park Foundation 1909 Woodall Rodgers Fwy, Ste 100 Dallas, TX 75201	N/A	public	Woodall Rodgers Park sustainable features	300,000.
Zero to Five Funders Collaborative c/o Dallas Foundation 600 Jackson Dallas, TX 75202	N/A	public	Towards the Zero to Five Funders Collaborative project 2011	25,000.
			Total	$ 2,653,316.

Statement 14
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Audubon Texas 2904 Swiss Avenue Dallas, TX 75204	N/A	public	Towards Education programs	$ 50,000.
Ignite 251 28th Street San Francisco, CA 94131	N/A	public	Towards Texas education program	95,000.
Parkland Foundation 277 N. Stemmons Freeway Ste 1700 Dallas, TX 75207	N/A	public	Towards Women & Infants Specialty Health Hospital	20,000.
Planned Parenthood of North Texas 7424 Greenville Ave., Ste 206 Dallas, TX 75231	N/A	public	Towards the capital campaign for capacity building and education	200,000.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Woodall Rodgers Park Foundation 1909 Woodall Rodgers Fwy, Ste 100 Dallas, TX 75201	N/A	public	Woodall Rodgers Park sustainable features	$ 600,000.
Teach for America 350 N. St. Paul St., Suite 2800 Dallas, TX 75201	N/A	public	Alumni network support & program expense	300,000.
Teaching Trust 6116 N. Central Exwy., Suite 906 Dallas, TX 75275	N/A	public	General operating support	75,000.
REAL School Gardens 1700 University Drive, Suite 260 Fort Worth, TX 76107	N/A	public	Towards Dallas ISD school programs	20,000.
Southern Methodist University P. O. Box 750402 Dallas, TX 75275	N/A	public	Towards the Texas Project for Human Rights Education	134,000.
Foundation for the Education/Young Women 15303 Dallas Parkway, Suite 999 Addison, TX 75001	N/A	public	Towards mentoring and college preparation programs	41,000.
Museum of Nature and Science P. O. Box 151469 Dallas, TX 75318	N/A	public	Towards the Science Summer Academy for DISD teachers	10,000.
Texas Appleseed 1609 Shoal Creek, Suite 201 Austin, TX 78701	N/A	public	General operating support	25,000.
One Economy Corporation 1223 19th Street, NW, Ste 610 Washington, DC 20036	N/A	public	Towards Digital Connectors Girls Pilot Program	13,184.
Ann Richards School Foundation P. O. Box 684746 Austin, TX 78768	N/A	public	Towards the College Bound program	10,000.
The Family Place P. O. Box 7999 Dallas, TX 75209	N/A	public	General operating support	100,000.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Environmental Defense Fund 301 Congress Avenue, Suite 1300 Austin, TX 78701	N/A	public	General operating support	$ 25,000.
DonorsChoose.org 213 W. 35th Street, 2nd FL East New York, NY 10001	N/A	public	Towards Applied Learning classroom projects	25,000.
E3 Alliance-RAISEup Texas 5930 Middle Fiskville Rd., Ste 507 Austin, TX 78752	N/A	public	Towards the Middle School SIM program	50,000.
Texas Women's University P. O. Box 425618 Denton, TX 76204	N/A	public	Towards The OpEd project	6,000.
			Total	$ 1,799,184.

Form **8868** (Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions The Boone Family Foundation	Employer identification number (EIN) or [X] 26-1407294
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 5949 Sherry Lane #1010	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions Dallas, TX 75225	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Jim Adams

  Telephone No ► (214) 368-0828   FAX No ► (214) 368-0829
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► [ ]. If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► [X] calendar year 20 11 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 16,512.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 18,371.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions The Boone Family Foundation	Employer identification number (EIN) or [X] 26-1407294
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions Evelyn H. Moses 3541 Marquette	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions Dallas, TX 75225	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ►
  Telephone No. ► FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ► [X] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 12

5 For calendar year 2011, or other tax year beginning ____, 20 __, and ending ____, 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension Due to circumstances beyond the taxpayers control, certain fair value information is pending at the due date of the automatic extension, and such fair value information is necessary for an accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 16,512.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 18,371.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► Vice President Date ► 8/1/12