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7011-3500-0002-8837-6034

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

, and ending

Name of foundation THE ADR FOUNDATION, INC.		A Employer identification number 75-2849058
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 118953	Room/suite	B Telephone number 972-965-8957
City or town, state, and ZIP code CARROLLTON, TX 75011-8953		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,226,792.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		86,467.	86,467.	86,467.	STATEMENT 1
4 Dividends and interest from securities		18,806.	18,806.	18,806.	STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<6,037.>			
b Gross sales price for all assets on line 6a 379,729.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit (loss)					
d Other income					
12 Total. Add lines 1 through 11		99,236.	105,273.	105,273.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,800.	1,800.	1,800.	1,800.
c Other professional fees STMT 4		7,276.	7,276.	7,276.	7,276.
17 Interest					
18 Taxes STMT 5		2,047.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		97.	97.	97.	97.
24 Total operating and administrative expenses. Add lines 13 through 23		11,220.	9,173.	9,173.	9,173.
25 Contributions, gifts, grants paid		150,000.			150,000.
26 Total expenses and disbursements. Add lines 24 and 25		161,220.	9,173.	9,173.	159,173.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<61,984.>			
b Net investment income (if negative, enter -0-)			96,100.		
c Adjusted net income (if negative, enter -0-)				96,100.	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

08550621 784087 90600680

2011.03060 THE ADR FOUNDATION, INC. 90600681

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	5.			
	2 Savings and temporary cash investments	805,007.	395,499.	395,499.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	377.	366.		
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	870,856.	868,976.	748,264.	
	c Investments - corporate bonds STMT 8	1,697,601.	2,050,422.	2,083,029.	
11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)	3,373,846.	3,315,263.	3,226,792.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	1,000.	1,000.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	3,999,000.	3,999,000.		
	29 Retained earnings, accumulated income, endowment, or other funds	<626,154.>	<684,737.>		
30 Total net assets or fund balances	3,373,846.	3,315,263.			
31 Total liabilities and net assets/fund balances	3,373,846.	3,315,263.			

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	3,373,846.
2 Enter amount from Part I, line 27a	2	<61,984.>
3 Other increases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	3	3,401.
4 Add lines 1, 2, and 3	4	3,315,263.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,315,263.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a RBC #97182 - STATEMENT A	P	VARIOUS	VARIOUS
b RBC #97182 - STATEMENT A	P	VARIOUS	VARIOUS
c RBC #97190 - STATEMENT B	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 24,745.		29,560.	<4,815.>
b 29,543.		26,680.	2,863.
c 324,816.		329,526.	<4,710.>
d 625.			625.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<4,815.>
b			2,863.
c			<4,710.>
d			625.
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	<6,037.>
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). If (loss), enter -0- in Part I, line 8		3	<4,815.>

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			

- 2 Total of line 1, column (d)
- 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
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5
- 5 Multiply line 4 by line 3
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6
- 8 Enter qualifying distributions from Part XII, line 4
- 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.

2	
3	
4	
5	
6	
7	
8	

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,922.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,922.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,922.
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 payments and 2010 overpayment credited to 2011	6a	2,287.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	530.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,817.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	895.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TX</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address N/A	13	X	
14	The books are in care of DANNY L. DANSBY Located at 2603 SIR PERCIVAL LANE, LEWISVILLE, TX Telephone no. 972-965-8957 ZIP+4 75056			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country N/A	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 N/A 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.) 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.	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ 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

N/A
☒

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

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

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

N/A

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.

(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
DANNY L. DANSBY 2603 SIR PERCIVAL LANE LEWISVILLE, TX 75056	PRESIDENT	0.00	0.	0.
Ryan Dansby 2603 Sir Percival Lane Lewisville TX 75056	Vice-President	0.00	0.	0.
David Dansby 2603 Sir Percival Lane Lewisville TX 75056	Sec. & V. President	0.00	0.	0.
Angy Dansby 2603 Sir Percival Lane Lewisville TX 75056	Secretary & Treasurer	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	2,675,938.
b	Average of monthly cash balances	1b	630,253.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,306,191.
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	3,306,191.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,593.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,256,598.
6	Minimum investment return. Enter 5% of line 5	6	162,830.

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	162,830.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,922.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,922.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	160,908.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	160,908.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	160,908.

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	159,173.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	159,173.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	159,173.

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.

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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				160,908.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	10,397.			
b From 2007	14,948.			
c From 2008	24,956.			
d From 2009	8,641.			
e From 2010				
f Total of lines 3a through e	58,942.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	159,173.			
a Applied to 2010, but not more than line 2a			0.	
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				159,173.
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).)	1,735.			1,735.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	57,207.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	8,662.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	48,545.			
10 Analysis of line 9:				
a Excess from 2007	14,948.			
b Excess from 2008	24,956.			
c Excess from 2009	8,641.			
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)

2 a 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

Tax year

Prior 3 years

(a) 2011

(b) 2010

(c) 2009

(d) 2008

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation 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:

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 CHARLESTON COMMUNITY ACTION 1069 KING STEET CHARLESTON, SC 29403				5,000.
CHRISTIAN COMMUNITY ACTION 200 SOUTH MILL STREET LEWISVILLE, TX 75057				5,000.
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921				25,000.
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920				25,000.
GOSPEL FOR ASIA 1800 GOLDEN TRAIL COURT CARROLLTON, TX 75010				10,000.
Total	SEE CONTINUATION SHEET(S)			150,000.
b Approved for future payment NONE				
Total				0.

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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

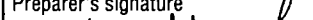
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  | 7-10-12 | 

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name JACK D. SPRAWLS, C.P.A.	Preparer's signature 	Date 6-28-12	Check <input type="checkbox"/> if self-employed	PTIN P00156436
	Firm's name ▶ CF & CO., L.L.P.			Firm's EIN ▶ 20-0156436	
	Firm's address ▶ 8750 N. CENTRAL EXPY, STE 300 DALLAS, TX 75231			Phone no. (972) 387-4300	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INTERNATIONAL MISSION BOARD 3806 MONUMENT AVE, P.O. BOX 6767 RICHMOND, VA 23230-0767				30,000.
MERCY SHIPS P.O. BOX 2020 GARDEN VALLEY, TX 75771-2020				10,000.
NOME COMMUNITY BAPTIST CHURCH P.O. BOX 934 NOME, AK 99762				5,000.
SOUTH TEXAS CHILDREN'S HOME P.O. BOX 1210 BEEVILLE, TX 78104				15,000.
TEXAS BAPTIST MEN 5351 CATRON DALLAS, TX 75227				10,000.
UNION GOSPEL MISSION 3211 IRVING BLVD DALLAS, TX 75247				10,000.
Total from continuation sheets				80,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
LESS ACCRUED INTEREST	<2,500.>
RBC WEALTH MANAGEMENT #97190	88,647.
RBC WEALTH MANAGEMENT #97190	320.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	86,467.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
RBC WEALTH MANAGEMENT #97182	14,553.	0.	14,553.
RBC WEALTH MANAGEMENT #97190	4,878.	625.	4,253.
TOTAL TO FM 990-PF, PART I, LN 4	19,431.	625.	18,806.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,800.	1,800.	1,800.	1,800.
TO FORM 990-PF, PG 1, LN 16B	1,800.	1,800.	1,800.	1,800.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	7,276.	7,276.	7,276.	7,276.
TO FORM 990-PF, PG 1, LN 16C	7,276.	7,276.	7,276.	7,276.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAX ES PAYMENTS	1,921.	0.	0.	0.	
FOREIGN TAXES	126.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	2,047.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
P.O. BOX RENTAL	70.	70.	70.	70.	
INVESTMENT EXPENSES	27.	27.	27.	27.	
TO FORM 990-PF, PG 1, LN 23	97.	97.	97.	97.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	868,976.	748,264.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	868,976.	748,264.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE BONDS	2,050,422.	2,083,029.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,050,422.	2,083,029.		

Schedule of Realized Gains and Losses

The detailed gain and loss information in this section is provided as a service to our clients. This information may not be furnished to the IRS in its entirety. Information reported to the IRS is shown on Form 1099-B.

This section includes a summary of the short- or long-term gain and loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less and "long-term" refers to securities held for more than one year. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. Cost basis information may also reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 550 and 1212 for more information and consult your tax advisor, as RBC does not provide tax advice.

Short-Term							
QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
361.000	ISHARES TRUST DOW JONES US BASIC MATERIALS INDEX FUND SYMBOL: IYM, CUSIP: 464287838	<input checked="" type="checkbox"/>	05/10/11	11/03/11	24,738.74	29,553.41	-4,814.67
0.407	WTS AMERICAN INTERNATIONAL GROUP INC SYMBOL: AIGWS, CUSIP: 026874156	<input checked="" type="checkbox"/>	01/19/11	01/19/11	6.31	6.63	-0.32
Short-Term Subtotal					24,745.05		-4,814.99

Long-Term							
QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
0.900	CITIGROUP INC COM NEW SYMBOL: C, CUSIP: 172967424	<input checked="" type="checkbox"/>	01/19/00	05/09/11	39.77	375.25	-335.48
434.000	ISHARES TRUST DOW JONES U S TECHNOLOGY INDEX FUND SYMBOL: IYW, CUSIP: 464287721	<input checked="" type="checkbox"/>	08/31/07	05/10/11	29,503.57	26,304.70	3,198.87
Long-Term Subtotal					29,543.34		2,863.39
Total Gains and Losses					54,288.39		-1,951.60
Short-Term							-4,814.99
Long-Term							2,863.39
Term Unknown							0.00

Schedule of Realized Gains and Losses

The detailed gain and loss information in this section is provided as a service to our clients. This information may not be furnished to the IRS in its entirety. Information reported to the IRS is shown on Form 1099-B.

This section includes a summary of the short- or long-term gain and loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less and "long-term" refers to securities held for more than one year. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. Cost basis information may also reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 550 and 1212 for more information and consult your tax advisor, as RBC does not provide tax advice.

Long-Term

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
65,000.000	BANK OF AMERICA CORP 7.125% DUE 10/15/2011 ORIGINAL COST: 66,430.45, PREMIUM AMORTIZED: 1,430.45, ORIGINAL PRICE: 102.193	<input checked="" type="checkbox"/>	12/07/99	10/17/11	65,000.00	65,000.00	0.00
50,000.000	CITIGROUP INC 6.500% DUE 01/18/2011	<input checked="" type="checkbox"/>	01/17/01	01/18/11	50,000.00	49,934.50	65.50
45,048.000*	G N M A PASS THRU POOL 002294M 8.000% DUE 09/20/2011	<input checked="" type="checkbox"/>	05/30/00	01/20/11	25.39	25.64	-0.25
45,048.000*	G N M A PASS THRU POOL 002294M 8.000% DUE 09/20/2011 ADJUSTED QUANTITY: 21.110, ORIGINAL COST: 21.32, PURCHASE FACTOR: 0.00046861, SALE FACTOR: 0.00046861	<input checked="" type="checkbox"/>	05/30/00	02/22/11	21.11	21.32	-0.21
45,048.000*	G N M A PASS THRU POOL 002294M 8.000% DUE 09/20/2011 ADJUSTED QUANTITY: 21.110, ORIGINAL COST: 21.32, PURCHASE FACTOR: 0.00046861, SALE FACTOR: 0.00046861	<input checked="" type="checkbox"/>	05/30/00	03/21/11	21.11	21.32	-0.21
45,048.000*	G N M A PASS THRU POOL 002294M 8.000% DUE 09/20/2011 ADJUSTED QUANTITY: 21.260, ORIGINAL COST: 21.47, PURCHASE FACTOR: 0.00047194, SALE FACTOR: 0.00047194	<input checked="" type="checkbox"/>	05/30/00	04/20/11	21.26	21.47	-0.21
45,048.000*	G N M A PASS THRU POOL 002294M 8.000% DUE 09/20/2011 ADJUSTED QUANTITY: 21.410, ORIGINAL COST: 21.62, PURCHASE FACTOR: 0.00047527, SALE FACTOR: 0.00047527	<input checked="" type="checkbox"/>	05/30/00	05/20/11	21.41	21.62	-0.21
45,048.000*	G N M A PASS THRU POOL 002294M 8.000% DUE 09/20/2011 ADJUSTED QUANTITY: 18.030, ORIGINAL COST: 18.21, PURCHASE FACTOR: 0.00040024, SALE FACTOR: 0.00040024	<input checked="" type="checkbox"/>	05/30/00	06/20/11	18.03	18.21	-0.18
45,048.000*	G N M A PASS THRU POOL 002294M 8.000% DUE 09/20/2011 ADJUSTED QUANTITY: 13.610, ORIGINAL COST: 13.75, PURCHASE FACTOR: 0.00030212, SALE FACTOR: 0.00030212	<input checked="" type="checkbox"/>	05/30/00	07/20/11	13.61	13.75	-0.14
45,048.000	G N M A PASS THRU POOL 002294M 8.000% DUE 09/20/2011 ADJUSTED QUANTITY: 23.047, ORIGINAL COST: 16,904.37, ACCRUALS: 45,024.95, PURCHASE FACTOR: 1, SALE FACTOR: 0.0005116	<input checked="" type="checkbox"/>	05/30/00	08/22/11	23.05	23.28	-0.23
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	01/20/11	5.08	5.26	-0.18
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	02/22/11	5.50	5.69	-0.19

Capital Gains and Losses
RBC #97190 - Statement B

Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	ADJUSTED QUANTITY: 5.499, ORIGINAL COST: 5.69, PURCHASE FACTOR: 0.00002444, SALE FACTOR: 0.00002444						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	03/21/11	40.16	41.57	-1.41
	ADJUSTED QUANTITY: 40.160, ORIGINAL COST: 41.57, PURCHASE FACTOR: 0.00017849, SALE FACTOR: 0.00017849						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	04/20/11	5.02	5.20	-0.18
	ADJUSTED QUANTITY: 5.020, ORIGINAL COST: 5.20, PURCHASE FACTOR: 0.00002231, SALE FACTOR: 0.00002231						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	05/20/11	5.04	5.22	-0.18
	ADJUSTED QUANTITY: 5.040, ORIGINAL COST: 5.22, PURCHASE FACTOR: 0.0000224, SALE FACTOR: 0.0000224						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	06/20/11	31.76	32.87	-1.11
	ADJUSTED QUANTITY: 31.761, ORIGINAL COST: 32.87, PURCHASE FACTOR: 0.00014116, SALE FACTOR: 0.00014116						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	07/20/11	5.33	5.52	-0.19
	ADJUSTED QUANTITY: 5.330, ORIGINAL COST: 5.52, PURCHASE FACTOR: 0.00002369, SALE FACTOR: 0.00002369						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	08/22/11	22.75	23.55	-0.80
	ADJUSTED QUANTITY: 22.750, ORIGINAL COST: 23.55, PURCHASE FACTOR: 0.00010111, SALE FACTOR: 0.00010111						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	09/20/11	24.82	25.69	-0.87
	ADJUSTED QUANTITY: 24.820, ORIGINAL COST: 25.69, PURCHASE FACTOR: 0.00011031, SALE FACTOR: 0.00011031						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	10/20/11	5.57	5.77	-0.20
	ADJUSTED QUANTITY: 5.571, ORIGINAL COST: 5.76, PURCHASE FACTOR: 0.00002476, SALE FACTOR: 0.00002476						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	11/21/11	5.01	5.19	-0.18
	ADJUSTED QUANTITY: 5.011, ORIGINAL COST: 5.19, PURCHASE FACTOR: 0.00002227, SALE FACTOR: 0.00002227						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029	<input checked="" type="checkbox"/>	12/08/99	12/20/11	5.31	5.50	-0.19
	ADJUSTED QUANTITY: 5.310, ORIGINAL COST: 5.50, PURCHASE FACTOR: 0.0000236, SALE FACTOR: 0.0000236						
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029	<input checked="" type="checkbox"/>	12/07/99	01/20/11	34.68	35.89	-1.21
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029	<input checked="" type="checkbox"/>	12/07/99	02/22/11	38.31	39.65	-1.34
	ADJUSTED QUANTITY: 38.310, ORIGINAL COST: 39.65, PURCHASE FACTOR: 0.00016904, SALE FACTOR: 0.00016904						

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 77.680, ORIGINAL COST: 80.40, PURCHASE FACTOR: 0.00034276, SALE FACTOR: 0.00034276	<input checked="" type="checkbox"/>	12/07/99	03/21/11	77.68	80.40	-2.72
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 29.460, ORIGINAL COST: 30.49, PURCHASE FACTOR: 0.00012999, SALE FACTOR: 0.00012999	<input checked="" type="checkbox"/>	12/07/99	04/20/11	29.46	30.49	-1.03
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 36.340, ORIGINAL COST: 37.61, PURCHASE FACTOR: 0.00016035, SALE FACTOR: 0.00016035	<input checked="" type="checkbox"/>	12/07/99	05/20/11	36.34	37.61	-1.27
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 4.000, ORIGINAL COST: 4.14, PURCHASE FACTOR: 0.00001765, SALE FACTOR: 0.00001765	<input checked="" type="checkbox"/>	12/07/99	06/20/11	4.00	4.14	-0.14
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 3.801, ORIGINAL COST: 3.93, PURCHASE FACTOR: 0.00001677, SALE FACTOR: 0.00001677	<input checked="" type="checkbox"/>	12/07/99	07/20/11	3.80	3.93	-0.13
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 3.959, ORIGINAL COST: 4.10, PURCHASE FACTOR: 0.00001747, SALE FACTOR: 0.00001747	<input checked="" type="checkbox"/>	12/07/99	08/22/11	3.96	4.10	-0.14
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 3.880, ORIGINAL COST: 4.02, PURCHASE FACTOR: 0.00001712, SALE FACTOR: 0.00001712	<input checked="" type="checkbox"/>	12/07/99	09/20/11	3.88	4.02	-0.14
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 11.921, ORIGINAL COST: 12.34, PURCHASE FACTOR: 0.0000526, SALE FACTOR: 0.0000526	<input checked="" type="checkbox"/>	12/07/99	10/20/11	11.92	12.34	-0.42
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 37.240, ORIGINAL COST: 38.54, PURCHASE FACTOR: 0.00016432, SALE FACTOR: 0.00016432	<input checked="" type="checkbox"/>	12/07/99	11/21/11	37.24	38.54	-1.30
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 3.719, ORIGINAL COST: 3.85, PURCHASE FACTOR: 0.00001641, SALE FACTOR: 0.00001641	<input checked="" type="checkbox"/>	12/07/99	12/20/11	3.72	3.85	-0.13
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.810, ORIGINAL COST: 0.85, PURCHASE FACTOR: 0.00000736, SALE FACTOR: 0.00000736	<input checked="" type="checkbox"/>	06/26/01	01/18/11	0.81	0.85	-0.04
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.820, ORIGINAL COST: 0.86, PURCHASE FACTOR: 0.00000745, SALE FACTOR: 0.00000745	<input checked="" type="checkbox"/>	06/26/01	02/15/11	0.82	0.86	-0.04

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.831, ORIGINAL COST: 0.87, PURCHASE FACTOR: 0.00000755, SALE FACTOR: 0.00000755	<input checked="" type="checkbox"/>	06/26/01	03/15/11	0.83	0.87	-0.04
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.831, ORIGINAL COST: 0.87, PURCHASE FACTOR: 0.00000755, SALE FACTOR: 0.00000755	<input checked="" type="checkbox"/>	06/26/01	04/15/11	0.83	0.87	-0.04
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.840, ORIGINAL COST: 0.88, PURCHASE FACTOR: 0.00000764, SALE FACTOR: 0.00000764	<input checked="" type="checkbox"/>	06/26/01	05/16/11	0.84	0.88	-0.04
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.840, ORIGINAL COST: 0.88, PURCHASE FACTOR: 0.00000764, SALE FACTOR: 0.00000764	<input checked="" type="checkbox"/>	06/26/01	06/15/11	0.84	0.88	-0.04
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.850, ORIGINAL COST: 0.89, PURCHASE FACTOR: 0.00000773, SALE FACTOR: 0.00000773	<input checked="" type="checkbox"/>	06/26/01	07/15/11	0.85	0.89	-0.04
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 168.370, ORIGINAL COST: 175.95, PURCHASE FACTOR: 0.00153064, SALE FACTOR: 0.00153064	<input checked="" type="checkbox"/>	06/26/01	08/15/11	168.37	175.95	-7.58
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.560, ORIGINAL COST: 0.59, PURCHASE FACTOR: 0.00000509, SALE FACTOR: 0.00000509	<input checked="" type="checkbox"/>	06/26/01	09/15/11	0.56	1,102.52	-1,101.96
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.570, ORIGINAL COST: 0.60, PURCHASE FACTOR: 0.00000518, SALE FACTOR: 0.00000518	<input checked="" type="checkbox"/>	06/26/01	10/17/11	0.57	0.60	-0.03
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.570, ORIGINAL COST: 0.60, PURCHASE FACTOR: 0.00000518, SALE FACTOR: 0.00000518	<input checked="" type="checkbox"/>	06/26/01	11/15/11	0.57	0.60	-0.03
110,000.000*	G N M A PASS THRU POOL 544526X 7.500% DUE 05/15/2031 ADJUSTED QUANTITY: 0.570, ORIGINAL COST: 0.60, PURCHASE FACTOR: 0.00000518, SALE FACTOR: 0.00000518	<input checked="" type="checkbox"/>	06/26/01	12/15/11	0.57	0.60	-0.03
2,653.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013 ADJUSTED QUANTITY: 630.460, ORIGINAL COST: 732.20, PURCHASE FACTOR: 0.23764041, SALE FACTOR: 0.23764041	<input checked="" type="checkbox"/>	06/22/07	01/31/11	630.46	732.20	-101.74
887.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	01/31/11	210.79	244.81	-34.02

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	ADJUSTED QUANTITY: 210.790, ORIGINAL COST: 244.81, PURCHASE FACTOR: 0.23764374, SALE FACTOR: 0.23764374						
2,653.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	01/31/11	12.61	14.64	-2.03
	ADJUSTED QUANTITY: 12.610, ORIGINAL COST: 14.64, PURCHASE FACTOR: 0.00475311, SALE FACTOR: 0.00475311						
887.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	01/31/11	4.21	4.89	-0.68
	ADJUSTED QUANTITY: 4.210, ORIGINAL COST: 4.89, PURCHASE FACTOR: 0.00474634, SALE FACTOR: 0.00474634						
2,653.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	03/31/11	504.14	585.50	-81.36
	ADJUSTED QUANTITY: 504.140, ORIGINAL COST: 585.50, PURCHASE FACTOR: 0.19002639, SALE FACTOR: 0.19002639						
887.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	03/31/11	168.55	195.75	-27.20
	ADJUSTED QUANTITY: 168.550, ORIGINAL COST: 195.75, PURCHASE FACTOR: 0.19002255, SALE FACTOR: 0.19002255						
887.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	03/31/11	168.56	195.75	-27.19
	ADJUSTED QUANTITY: 168.550, ORIGINAL COST: 195.75, PURCHASE FACTOR: 0.19002255, SALE FACTOR: 0.19002255						
2,653.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	03/31/11	12.61	14.64	-2.03
	ADJUSTED QUANTITY: 12.610, ORIGINAL COST: 14.64, PURCHASE FACTOR: 0.00475311, SALE FACTOR: 0.00475311						
887.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	03/31/11	4.21	4.89	-0.68
	ADJUSTED QUANTITY: 4.210, ORIGINAL COST: 4.89, PURCHASE FACTOR: 0.00474634, SALE FACTOR: 0.00474634						
2,653.000	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	05/02/11	1,419.92	1,649.06	-229.13
	ADJUSTED QUANTITY: 1,419.914, ORIGINAL COST: 3,081.14, ACCRUALS: 1,233.09, PURCHASE FACTOR: 1, SALE FACTOR: 0.53521085						
887.000	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2013	<input checked="" type="checkbox"/>	06/22/07	05/02/11	474.73	551.34	-76.61
	ADJUSTED QUANTITY: 474.732, ORIGINAL COST: 1,030.14, ACCRUALS: 412.27, PURCHASE FACTOR: 1, SALE FACTOR: 0.53521085						
5,311.000*	CIT GROUP INC NEW SECD NT SER A	<input checked="" type="checkbox"/>	06/22/07	05/02/11	46.98	53.67	-6.69

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	7.000% DUE 05/01/2014 ADJUSTED QUANTITY: 46.980, ORIGINAL COST: 53.67, PURCHASE FACTOR: 0.00884579, SALE FACTOR: 0.00884579						
2,349.200*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2014	<input checked="" type="checkbox"/>	06/22/07	05/02/11	2,349.20	2,349.20	0.00
100,000.000	BARCLAYS BK PLC STEP CPN 5 25%-6/15,6%-6/20 THEN 7% 5 250% DUE 06/10/2025	<input checked="" type="checkbox"/>	06/02/10	06/10/11	100,000.00	100,000.00	0.00
100,000.000	HARRIS NATL ASSN CHICAGO ILL C/D FDIC 3%-2/13,3 5%-2/16, 5.5%-2/19,8%-MAT CALLABLE 3.000% DUE 02/26/2020	<input checked="" type="checkbox"/>	02/25/10	08/29/11	100,000.00	100,000.00	0.00
5,311.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2014 ADJUSTED QUANTITY: 2,027.090, ORIGINAL COST: 2,315.81, PURCHASE FACTOR: 0.38167765, SALE FACTOR: 0.38167765	<input checked="" type="checkbox"/>	06/22/07	09/30/11	2,027.09	2,315.81	-288.72
5,311.000*	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2014 ADJUSTED QUANTITY: 40.540, ORIGINAL COST: 46.31, PURCHASE FACTOR: 0.00763321, SALE FACTOR: 0.00763321	<input checked="" type="checkbox"/>	06/22/07	09/30/11	40.54	46.31	-5.77
5,311.000	CIT GROUP INC NEW SECD NT SER A 7.000% DUE 05/01/2014	<input checked="" type="checkbox"/>	06/22/07	10/13/11	953.40	3,718.25	-2,764.85
Long-Term Subtotal					324,815.77		-4,710.40
Total Gains and Losses					324,815.77		-4,710.40
Short-Term							0.00
Long-Term							-4,710.40
Term Unknown							0.00

* Return of principal. Quantity represents face value.

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 ☒
- 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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE ADR FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 75-2849058
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 118953	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CARROLLTON, TX 75011-8953	

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DANNY L. DANSBY

- The books are in the care of ► **2603 SIR PERCIVAL LANE - LEWISVILLE, TX 75056**
Telephone No. ► **972-965-8957** 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 ☐. 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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____

- 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	\$	2,817.
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	\$	2,287.
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	\$	530.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)