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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 05-01-2011 , and ending 04-30-2012

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation Joe B Foster Family Foundation % HARRIET FOSTER	**A Employer identification number** 76-0538109
Number and street (or P O box number if mail is not delivered to street address) 325 Sugarberry Circle — Room/suite	**B** Telephone number (see page 10 of the instructions) (713) 789-3757
City or town, state, and ZIP code Houston, TX 77024	**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 ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,323,045

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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 (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	20,985	20,985		
	4	Dividends and interest from securities	31,622	31,622		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	105,717			
	b	Gross sales price for all assets on line 6a 1,300,721				
	7	Capital gain net income (from Part IV, line 2)		105,717		
	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 or (loss) (attach schedule)				
	11	Other income (attach schedule)	14	14		
	12	**Total.** Add lines 1 through 11	158,338	158,338		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			
	c	Other professional fees (attach schedule)	9,623	9,623		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,732	685		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	23	23		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,878	10,331		0
	25	Contributions, gifts, grants paid	128,000			128,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	141,878	10,331		128,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	16,460			
	b	**Net investment income** (if negative, enter -0-)		148,007		
	c	**Adjusted net income** (if negative, enter -0-)				

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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	83,124	57,924	57,924
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,279,558	993,506	1,263,505
	c	Investments—corporate bonds (attach schedule)	745,486	1,073,198	1,001,616
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,108,168	2,124,628	2,323,045
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
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 ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,108,168	2,124,628	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,108,168	2,124,628	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,108,168	2,124,628	

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	2,108,168
2	Enter amount from Part I, line 27a	2	16,460
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,124,628
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	2,124,628

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a	See Additional Data Table			
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	105,717
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	-11,261

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 page 18 of 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 (col (b) divided by col (c))
2010	111,127	2,355,298	0 047182
2009	108,000	2,233,861	0 048347
2008	124,368	2,187,528	0 056853
2007	155,911	2,893,616	0 053881
2006	148,161	2,922,672	0 050694

2	**Total** of line 1, column (d).	2	0 256957
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 051391
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,320,276
5	Multiply line 4 by line 3.	5	119,241
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,480
7	Add lines 5 and 6.	7	120,721
8	Enter qualifying distributions from Part XII, line 4.	8	128,000

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	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 instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	1,480
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,480
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,480
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a — 1,200		
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	1,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	1
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	281
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶	11	

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶HARRIET FOSTER Telephone no ▶(713) 789-3757

Located at ▶325 SUGARBERRY CIRCLE HOUSTON TX ZIP+4 ▶770247215

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 |

			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		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(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 page 20 of the instructions)?	1b		
	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		No
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 ▶ 2004 , 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 page 20 of the instructions).	2b	Yes	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 2004 , 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 page 22 of the 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 page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☑			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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 page 22 of the 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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
Total number of other employees paid over $50,000 ▶				

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 page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation

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

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,225,167
b	Average of monthly cash balances	1b	130,443
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,355,610
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,355,610
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	35,334
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,320,276
6	**Minimum investment return.** Enter 5% of line 5	6	116,014

Part XI Distributable Amount (see page 25 of the 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	116,014
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,480		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,480
3	Distributable amount before adjustments Subtract line 2c from line 1			3	114,534
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	114,534
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	114,534

Part XII Qualifying Distributions (see page 25 of the 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	128,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	128,000
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 page 26 of the instructions)	5	1,480
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	126,520

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				114,534
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			116,203	
b Total for prior years 2009 , 2008 , 2007				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 128,000				
a Applied to 2010, but not more than line 2a			116,203	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				11,797
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				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				102,737
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
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. . . . 0				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 page 27 of the 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 Additional Data Table

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 page 28 of the 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

Harriet RFoster
325 Sugarberry Circle
Houston,TX 77024
(713) 789-3757

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

WRITTEN REQUEST

c Any submission deadlines

NONE

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

NONE

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 Additional Data Table				
Total . . . . ▶ **3a**				128,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	20,985	
4 Dividends and interest from securities			14	31,622	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	105,717	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a MISCELLANEOUS INCOME			01	14	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) . .				158,338	

13 Total. Add line 12, columns (b), (d), and (e) **13** 158,338

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

****** | 2012-10-15 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name ▶ BKD LLP		Firm's EIN ▶	
Firm's address ▶ 2800 Post Oak Blvd Ste 3200 HOUSTON, TX 77056		Phone no (713) 499-4600	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☑ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 76-0538109
Name: Joe B Foster Family Foundation

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
165 SHS ABB LTD	P	2008-07-24	2011-05-31
750 SHS ADOBE SYSTEMS INC	P	2009-05-06	2011-08-04
225 SHS AGILENT TECHNOLOGIES INC	P	2006-01-11	2011-05-31
375 SHS AGILENT TECHNOLOGIES INC	P	2006-01-11	2011-11-15
175 SHS ALBEMARLE CORPORATION	P	2008-02-12	2012-01-27
600 SHS ALTRIA GROUP INC	P	2010-02-18	2011-05-31
75,000 SHS AMERICAN GENERAL FINANCE 4 875%	P	2008-04-24	2012-02-08
125 SHS AON CORP	P	2008-11-06	2012-03-22
650 SHS BANK OF NEW YORK MELLON CORP	P	2008-04-24	2011-08-11
300 SHS BARD, C R , INC	P	2006-04-05	2011-08-09
75 SHS BARRICK GOLD CORP	P	2009-02-02	2012-01-27
150 SHS COGNIZANT TECHNOLOGY SOLUTIONS	P	2007-12-11	2011-05-10
100 SHS COGNIZANT TECHNOLOGY SOLUTIONS	P	2008-04-24	2011-05-31
250 SHS CORNING INC	P	2010-01-27	2011-05-04
400 SHS CORNING INC	P	2010-01-27	2011-05-31
225 SHS ADR DIAGEO PLC ADR	P	2002-11-25	2011-05-31
65 SHS ADR DIAGEO PLC ADR	P	2002-11-25	2012-04-26
25 SHS DISNEY	P	2008-01-24	2011-05-31
475 SHS FTI CONSULTING INC	P	2009-07-31	2011-05-05
50,000 SHS FEDERAL FARM CREDIT BANK 1 98	P	2010-10-08	2011-10-13
100,000 SHS FEDERAL FARM CREDIT BANK 2 125	P	2010-08-23	2011-08-22
100,000 SHS FEDERAL HOME LOAN BANK 2 01	P	2010-07-09	2011-07-21
50,000 SHS FEDERAL HOME LOAN BANK 3 25	P	2011-01-07	2012-01-26
50,000 FEDERAL HOME LOAN BANK 1 35	P	2011-05-31	2011-09-23
50,000 SHS FEDERAL HOME LOAN BANK 2 00	P	2011-08-18	2012-03-06
50,000 SHS FREDDIE MAC 2 05	P	2010-12-14	2011-12-28
50,000 SHS FANNIE MAE 3 00	P	2010-02-04	2012-02-17
75,000 SHS FANNIE MAE 1 56	P	2010-12-15	2011-11-28
25 SHS GILEAD SCIENCES INC	P	2009-07-31	2011-05-31
475 SHS GILEAD SCIENCES INC	P	2009-07-31	2011-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
40 SHS GOOGLE INC CLASS A	P	2009-01-05	2012-01-10
650 SHS HEWLETT PACKARD CO	P	2011-01-11	2011-11-21
225 SHS ILLINOIS TOOL WORKS, INC	P	2010-12-08	2012-03-22
75 SHS ILLINOIS TOOL WORKS, INC	P	2010-12-08	2012-03-27
175 SHS INTEL CORP	P	2002-03-26	2011-05-17
225 SHS INTEL CORP	P	2002-12-04	2012-01-17
175 SHS INTEL CORP	P	2002-12-04	2012-01-31
250 SHS INTEL CORP	P	2002-12-04	2012-04-26
50 SHS INTERNATIONAL BUSINESS MACHINES	P	2008-02-04	2011-07-26
45 SHS INTERNATIONAL BUSINESS MACHINES	P	2008-02-04	2012-01-31
35 SHS INTERNATIONAL BUSINESS MACHINES	P	2008-02-04	2012-04-26
400 SHS JACOBS ENGINEERING GROUP INC	P	2009-06-23	2012-03-27
200 SHS JOHNSON & JOHNSON	P	2003-10-29	2011-05-31
75 SHS MERCK & CO INC	P	2010-03-22	2011-05-31
125 SHS NATIONAL OILWELL VARCO INC	P	2008-10-22	2012-02-23
125 NIKE INC , CLASS B	P	2007-08-17	2011-05-31
25 SHS NIKE INC , CLASS B	P	2011-03-11	2012-04-26
150 SHS NOVARTIS AG-ADR	P	2007-06-28	2011-05-31
175 SHS PEPSICO, INC	P	2010-02-18	2011-05-31
125 SHS PETSMART INC	P	2005-03-24	2011-05-17
150 SHS PETSMART INC	P	2005-03-24	2011-05-31
200 SHS PETSMART INC	P	2005-03-24	2011-11-08
75 SHS PROCTER & GAMBLE	P	2007-04-13	2011-05-31
800 SHS STAPLES INC	P	2002-11-26	2011-08-04
75 SHS TELEFONICA S A	P	2010-04-15	2011-05-31
50 SHS TEVA PHARMACEUTICALS ADR	P	2004-09-22	2012-04-26
100 SHS THERMO FISHER SCIENTIFIC, INC	P	2005-03-15	2011-05-31
300 SHS 3M COMPANY	P	2005-03-21	2011-05-31
900 9010 SHS VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	P	2004-11-17	2011-05-31
947 2070 SHS VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	P	2004-11-17	2011-12-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1394 0520 SHS VANGUARD SHORT TERM INVESTMENT GRADE FUND	P	2009-08-03	2011-07-21
530 7860 SHS VANGUARD SMALL-CAP IDX FUND	P	2008-04-24	2011-05-04
1047 3950 SHS VANGUARD SMALL-CAP IDX FUND	P	2008-04-24	2011-05-31
150 SHS VERIZON COMMUNICATIONS	P	2008-05-29	2011-05-31
100 SHS WALGREEN CO	P	2006-02-16	2011-05-31
400 SHS AON PLC CLASS A ORDINARY SHARE	P	2008-11-06	2012-04-03
50 SHS ILLINOIS TOOL WORKS, INC		2011-08-30	2012-03-27
25 SHS JACOBS ENGINEERING GROUP INC		2011-05-31	2012-03-27
200 SHS STAPLES INC		2010-12-07	2011-08-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,417		4,454	-37
20,106		19,815	291
11,142		7,396	3,746
14,210		12,327	1,883
11,070		6,983	4,087
16,716		12,036	4,680
71,250		72,350	-1,100
6,043		5,100	943
12,855		28,751	-15,896
26,975		20,410	6,565
3,719		2,699	1,020
11,648		5,033	6,615
7,575		3,049	4,526
5,090		4,733	357
7,964		7,572	392
19,056		9,702	9,354
6,586		2,803	3,783
1,038		726	312
17,757		23,561	-5,804
50,000		50,000	
100,000		100,031	-31
100,000		100,000	
50,000		50,000	
50,000		50,000	
50,000		50,000	
50,000		49,563	437
50,000		50,000	
75,000		72,750	2,250
1,036		1,233	-197
18,302		23,125	-4,823

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
24,999		13,107	11,892
17,530		30,022	-12,492
12,606		11,488	1,118
4,335		3,829	506
4,095		5,343	-1,248
5,659		4,403	1,256
4,628		3,425	1,203
6,930		4,756	2,174
9,164		5,397	3,767
8,617		4,857	3,760
7,122		3,778	3,344
18,521		16,393	2,128
13,428		9,802	3,626
2,734		2,886	-152
10,805		3,071	7,734
10,534		6,802	3,732
2,721		2,162	559
9,628		8,390	1,238
12,383		10,888	1,495
5,331		3,545	1,786
6,733		4,254	2,479
9,381		5,672	3,709
4,986		4,757	229
11,824		9,743	2,081
1,816		1,834	-18
2,263		1,214	1,049
6,505		3,011	3,494
28,094		25,257	2,837
30,000		24,251	5,749
26,332		25,497	835

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,000		14,769	231
20,000		13,463	6,537
40,000		26,566	13,434
5,527		5,435	92
4,351		4,613	-262
19,580		16,130	3,450
2,890		2,313	577
1,158		1,146	12
2,956		4,533	-1,577

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-37
			291
			3,746
			1,883
			4,087
			4,680
			-1,100
			943
			-15,896
			6,565
			1,020
			6,615
			4,526
			357
			392
			9,354
			3,783
			312
			-5,804
			-31
			437
			2,250
			-197
			-4,823

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			11,892
			-12,492
			1,118
			506
			-1,248
			1,256
			1,203
			2,174
			3,767
			3,760
			3,344
			2,128
			3,626
			-152
			7,734
			3,732
			559
			1,238
			1,495
			1,786
			2,479
			3,709
			229
			2,081
			-18
			1,049
			3,494
			2,837
			5,749
			835

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			231
			6,537
			13,434
			92
			-262
			3,450
			577
			12
			-1,577

Form 990PF Part VIII Line 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
JOE B FOSTER 325 Sugarberry Circle Houston, TX 77024	PRESIDENT 1 0	0	0	0
WILLIAM WARREN FOSTER 325 Sugarberry Circle Houston, TX 77024	VP/DIR 1 0	0	0	0
KENNETH KNOX FOSTER 325 Sugarberry Circle Houston, TX 77024	VP/DIR 1 0	0	0	0
JENNIFER KATE FOSTER 325 Sugarberry Circle Houston, TX 77024	VP/DIR 1 0	0	0	0
HARRIET R FOSTER 325 Sugarberry Circle Houston, TX 77024	SEC/DIR 1 0	0	0	0

Form 990PF Part XV Line 1a - 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).

JOE B FOSTER
328 SUGARBERRY CIRCLE
HOUSTON TX 77024

Form 990PF Part XV Line 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*				
YMCA OF GREATER HOUSTON1600 LOUISIANA ST HOUSTON,TX 77002	NONE	501(C)(3)	CHARITABLE	10,000
ST MICHAEL'S ACADEMY3000 BARTON CREEK BOULEVARD AUSTIN,TX 78735	NONE	501(C)(3)	CHARITABLE	2,000
ST LOUIS CHURCH7601 BURNET RD AUSTIN,TX 78757	NONE	501(C)(3)	CHARITABLE	5,000
CATHOLIC CHARITIES OF CENTRAL TEXAS1817 E 6TH ST AUSTIN,TX 78702	NONE	501(c)(3)	CHARITABLE	3,000
PALMER DRUG ABUSE PROGRAM HOUSTON1200 ENCLAVE PARKWAY STE 600 HOUSTON,TX 77077	NONE	501(c)(3)	CHARITABLE	2,000
SEARCH HOMELESS SERVICES 2505 FANNIN HOUSTON,TX 77002	NONE	501(c)(3)	CHARITABLE	5,000
AUSTIN ZOOPO BOX 91808 AUSTIN,TX 78709	NONE	501(c)(3)	CHARITABLE	1,000
SAM HOUSTON AREA COUNCIL BOY SCOUTSPO BOX 924528 HOUSTON,TX 77292	NONE	501(C)(3)	CHARITABLE	1,000
CAMP FOR ALL10500 NW FREEWAY STE 220 HOUSTON,TX 77092	NONE	501(C)(3)	CHARITABLE	50,000
NORTHBROOK MIDDLE SCHOOL PTA3030 ROSEFIELD DR HOUSTON,TX 77080	NONE	501(c)(1)	CHARITABLE	1,000
UNIVERSITY OF HOUSTONPO BOX 27405 HOUSTON,TX 77227	NONE	501(C)(3)	CHARITABLE	2,000
DUCHESNE ACADEMY10202 Memorial Drive Houston,TX 77024	NONE	501(C)(3)	CHARITABLE	10,000
KAUFMAN COUNTY ANIMAL AWARENESSPO BOX 515 KAUFMAN,TX 75142	NONE	501(C)(3)	CHARITABLE	2,500
DEVEREUX TEXAS444 DEVEREUX Drive VILLANOVA,PA 19085	NONE	501(C)(3)	CHARITABLE	500
COASTAL MOUNTAIN LAND TRUST 101 MT BATTIE STREET CAMDEN,ME 04843	NONE	501(C)(3)	CHARITABLE	2,500
DIOCESE OF AUSTIN FINE ARTS COUNCIL6225 HWY 290 E AUSTIN,TX 78723	NONE	501(C)(3)	CHARITABLE	1,000
DOMINICAN SISTERS OF MARY 4597 WARREN ROAD ANN ARBOR,MI 48105	NONE	501(C)(3)	CHARITABLE	2,000
THE FESSENDEN SCHOOL250 WALTHAM STREET WEST NEWTON,MA 02465	NONE	501(C)(3)	CHARITABLE	2,500
THE TJ MARTELL FOUNDATION729 7TH AVENUE 16TH FLOOR NEW YORK,NY 10019	NONE	501(C)(3)	CHARITABLE	2,500
MUSICARES FOUNDATION INC 3030 OLYMPIC BLVD SANTA MONICA,CA 90404	NONE	501(C)(3)	CHARITABLE	2,500
HUNT COUNTY REGIONAL HEALTHCARE4215 JOE RAMSEY BLVD GREENVILLE,TX 75401	NONE	501(C)(3)	CHARITABLE	20,000
Total . . . . ▶ **3a**				128,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: Joe B Foster Family Foundation

EIN: 76-0538109

TY 2011 Investments Corporate Bonds Schedule

Name: Joe B Foster Family Foundation

EIN: 76-0538109

Name of Bond	End of Year Book Value	End of Year Fair Market Value
75,000 UNITS FARMER MAC 1.79	75,000	76,019
75,000 UNITS FEDERAL FARM 2.12	75,000	76,256
50,000 UNITS FREDDIE MAC 2.0	50,000	50,558
50,000 UNITS FREDDIE MAC 2.05	50,000	50,214
50,000 UNITS FANNIE MAE 2.10	50,000	50,120
50,000 UNITS FANNIE MAE 1.00	50,000	50,161
50,000 UNITS NYC NY TRANS 2.15	49,684	52,207
25,000 UNITS PORT CHEST NY 3.0	25,471	25,727
75,000 UNITS AFLAC INC.	75,053	76,657
50,000 UNITS GE CO	49,328	58,351
100,000 UNITS GOLDMAN SACHS	106,202	108,849
50,000 UNITS SBC COMM INC.	51,807	58,288
24,926.385 UNITS VANGUARD ST	265,996	268,208
100,000 UNITS LEHMAN BRTH HLD	99,657	1

TY 2011 Investments Corporate Stock Schedule

Name: Joe B Foster Family Foundation

EIN: 76-0538109

Name of Stock	End of Year Book Value	End of Year Fair Market Value
275 UNITS COACH INC	16,881	20,119
475 UNITS DISNEY	13,794	20,477
175 UNITS MCDONALD'S CORP	14,971	17,054
225 UNITS NIKE INC., CLASS B	13,289	22,374
225 UNITS PETSMART, INC.	6,381	13,109
800 UNITS ALTRIA GROUP INC.	16,048	25,768
275 UNITS ADR DIAGEO PLC ADR	9,055	21,235
500 UNITS GENERAL MILLS INC.	18,591	19,445
375 UNITS PEPSICO, INC.	23,520	24,750
375 UNITS PROCTER & GAMBLE	23,733	23,865
600 UNITS WALGREEN CO	26,699	21,036
300 UNITS COVIDIEN PLC	13,016	16,569
300 UNITS JOHNSON & JOHNSON	14,703	19,530
355 UNITS MCKESSON CORP	26,308	32,451
525 UNITS MERCK & CO INC NEW	20,203	20,601
300 UNITS NOVARTIS AG-ADR	16,780	16,551
285 UNITS SPDR S&P BIOTECH ETF	18,198	23,182
450 UNITS TEVA PHARM. -ADR	8,806	18,306
300 UNITS THERMO FISHER SCIEN.	9,032	16,695
325 UNITS ALBEMARLE CORP.	12,969	21,223
475 UNITS BARRICK GOLD CORP.	16,135	19,204
500 UNITS FREEPORT MCMORAN C&G	18,255	19,150
200 UNITS EXXON MOBIL CORP.	16,146	17,268
275 UNITS NATIONAL OILWELL	14,222	20,834
3,000 UNITS NEWFIELD EXP. CO.	3,000	107,700
750 UNITS PEABODY ENERGY CORP	28,869	23,333
400 UNITS TOTAL SA-SPON ADR	20,408	19,244
735 UNITS ABB LTD	19,839	13,869
200 UNITS CATERPILLAR, INC.	16,439	20,554
150 UNITS ILLINOIS TOOL WORKS	6,939	8,607

Name of Stock	End of Year Book Value	End of Year Fair Market Value
250 UNITS PARKER-HANNIFIN CORP	20,755	21,923
200 UNITS 3M COMPANY	16,498	17,872
575 UNITS WASTE MGMT. INC.	21,342	19,665
1575 UNITS MARVELL TECH. GROUP	23,455	23,641
50 UNITS APPLE COMPUTER	18,966	29,199
400 UNITS BROADCOM CORP	13,782	14,640
1,250 UNITS CISCO SYSTEMS INC	31,739	25,194
100 UNITS COGNIZANT TECH SOL.	3,049	7,333
900 UNITS CORNING INC.	17,512	12,915
400 UNITS GLOBAL PAYMENTS INC	18,824	18,572
600 UNITS INTEL CORP	6,530	9,938
80 UNITS INTERNATIONAL BUS MAC	4,856	9,319
245 UNITS VISA INC. CLASS A	23,512	30,130
600 UNITS TELEFONICA S A	14,673	8,778
400 UNITS VERIZON COMM.	14,494	16,152
800 UNITS JP MORGAN CHASE & CO	30,939	34,384
650 UNITS STATE STREET CORP	25,811	30,043
1,130 UNITS UTILITIES SELECT	35,932	40,296
2,210.150 VANGUARD TOTAL INTL.	60,948	63,674
645 UNITS VANGUARD MSCI EMER	26,355	27,448
3,166.115 VANGUARD SMALL CAP	80,305	118,286

TY 2011 Land, Etc. Schedule

Name: Joe B Foster Family Foundation

EIN: 76-0538109

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TY 2011 Other Expenses Schedule

Name: Joe B Foster Family Foundation

EIN: 76-0538109

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	23	23		

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TY 2011 Other Income Schedule

Name: Joe B Foster Family Foundation

EIN: 76-0538109

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROCEEDS FROM NORTHERN TRUST BANK	14	14	

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TY 2011 Other Professional Fees Schedule

Name: Joe B Foster Family Foundation

EIN: 76-0538109

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES WOODWAY	9,623	9,623		

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TY 2011 Taxes Schedule

Name: Joe B Foster Family Foundation

EIN: 76-0538109

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	685	685		
EXCISE TAX	1,047			