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

**2011**

Department of the Treasury  
Internal Revenue Service

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

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

The Lacey Foundation, Inc.  
1413 Hunters Ridge Circle  
Denton, TX 76205

<b>A</b>	Employer identification number 20-3028286
<b>B</b>	Telephone number (see the instructions) 940-484-4942
<b>C</b>	If exemption application is pending, check here <input type="checkbox"/>
<b>D 1</b>	Foreign organizations, check here <input type="checkbox"/>
<b>D 2</b>	Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>E</b>	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>F</b>	If the foundation is in a 60-month termination under section 507(b)(1)(B), 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

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

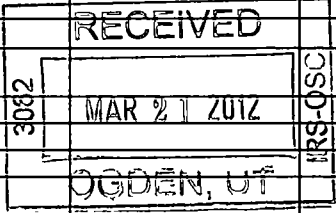
**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
 ▶ \$ 109,081.

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

<b>Part I</b>	<b>Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
	<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
	<b>2</b> Ck <input checked="" type="checkbox"/> if foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	509.	509.	509.	
	<b>4</b> Dividends and interest from securities	2,324.	2,324.	2,324.	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	6,584.			
	<b>b</b> Gross sales price for all assets on line 6a	84,189.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		6,584.		
	<b>8</b> Net short-term capital gain			1,541.	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold				
	<b>c</b> Gross profit/(loss) (att sch)				
	<b>11</b> Other income (attach schedule)				
	<b>12 Total.</b> Add lines 1 through 11	9,417.	9,417.	4,374.	
	<b>13</b> Compensation of officers, directors, trustees, etc	0.			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) See St 1	950.	475.		475.
	<b>c</b> Other prof fees (attach sch) See St 2	1,694.	1,694.		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule)(see instrs) See Stm 3	23.			
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)				
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	2,667.	2,169.		475.
	<b>25</b> Contributions, gifts, grants paid Stmt 4	10,525.			10,525.
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	13,192.	2,169.	0.	11,000.
	<b>27 Subtract line 26 from line 12:</b>				
	<b>a Excess of revenue over expenses and disbursements</b>	-3,775.			
	<b>b Net investment income</b> (if negative, enter -0-)		7,248.		
	<b>c Adjusted net income</b> (if negative, enter -0-)			4,374.	

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ADMINISTRATIVE AND OPERATING EXPENSES



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		2,077.		
	2	Savings and temporary cash investments		2,974.	4,119.	4,143.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) Statement 5		80,149.	77,306.	72,938.
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe See Statement 6 )		32,000.	32,000.	32,000.	
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)		117,200.	113,425.	109,081.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>					
	24	Unrestricted		117,200.	113,425.	
	25	Temporarily restricted				
	26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)		117,200.	113,425.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		117,200.	113,425.		

**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	117,200.
2	Enter amount from Part I, line 27a	2	-3,775.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	113,425.
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	113,425.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 7			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	6,584.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="float:right">]</span>	3	1,541.

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	8,447.	92,687.	0.091135
2009	8,140.	85,494.	0.095211
2008	7,450.	115,188.	0.064677
2007	9,850.	161,926.	0.060830
2006	41,246.	164,115.	0.251324

2 Total of line 1, column (d)	2	0.563177
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	0.112635
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	87,582.
5 Multiply line 4 by line 3	5	9,865.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	72.
7 Add lines 5 and 6	7	9,937.
8 Enter qualifying distributions from Part XII, line 4	8	11,000.

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

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	72.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
<b>3</b> Add lines 1 and 2	3	72.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	72.
<b>6</b> Credits/Payments		
<b>a</b> 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	
<b>b</b> Exempt foreign organizations – tax withheld at source	6 b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6 c	
<b>d</b> Backup withholding erroneously withheld	6 d	
<b>7</b> Total credits and payments Add lines 6a through 6d	7	0.
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b> Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	72.
<b>10</b> Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
<b>b</b> If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>Curtis Gold</u> Telephone no ▶ <u>940-484-4942</u> Located at ▶ <u>1413 Hunters Ridge Circle Denton TX</u> ZIP + 4 ▶ <u>76205</u>			
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		N/A	▶ <input type="checkbox"/> 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 ▶	16		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 <span style="float:right">▶ <input type="checkbox"/></span>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A  Yes  No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

Yes  No

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

If 'Yes' to 6b, file Form 8870

Yes  No

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

Yes  No

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

N/A

<b>5b</b>	N/A	
<b>6b</b>		X
<b>7b</b>		

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

**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Curtis Gold 1413 Hunters Ridge Circle Denton, TX 76205	President 4.00	0.	0.	0.
Carolyn Gold 1413 Hunters Ridge Circle Denton, TX 76205	Vice Preside 4.00	0.	0.	0.
Deborah Jacobs 1413 Hunters Ridge Circle Denton, TX 76205	Director 0	0.	0.	0.
Cynthia Schriver 1413 Hunters Ridge Circle Denton, TX 76205	Director 0	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
-----	
2	
-----	
3	
-----	
4	
-----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
-----	
2	
-----	
All other program-related investments See instructions	
3	
-----	
<b>Total. Add lines 1 through 3</b>	<b>0.</b>

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	80,717.
<b>b</b> Average of monthly cash balances	<b>1b</b>	8,199.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	88,916.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	88,916.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,334.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	87,582.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,379.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	4,379.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	72.
<b>b</b> Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	72.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	4,307.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	4,307.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	4,307.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	11,000.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes.	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	11,000.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	72.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	10,928.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,307.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	33,188.			
b From 2007	1,879.			
c From 2008	1,720.			
d From 2009	3,899.			
e From 2010	3,836.			
f Total of lines 3a through e	44,522.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 11,000.				
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				4,307.
e Remaining amount distributed out of corpus	6,693.			
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	51,215.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	33,188.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	18,027.			
10 Analysis of line 9				
a Excess from 2007	1,879.			
b Excess from 2008	1,720.			
c Excess from 2009	3,899.			
d Excess from 2010	3,836.			
e Excess from 2011	6,693.			

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

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

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**

**1 Information Regarding Foundation Managers:**  
**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )  
 None

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
 None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed

**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
<i>a Paid during the year</i>				
<b>Total</b>			▶ <b>3a</b>	
<i>b Approved for future payment</i>				
<b>Total</b>			▶ <b>3b</b>	





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**Statement 1**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ronnie C. McClure, PhD, CPA	\$ 950.	\$ 475.		\$ 475.
Total	<u>\$ 950.</u>	<u>\$ 475.</u>	<u>\$ 0.</u>	<u>\$ 475.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MorganStanley SmithBarney	\$ 150.	\$ 150.		
MorganStanley SmithBarney	1,544.	1,544.		
Total	<u>\$ 1,694.</u>	<u>\$ 1,694.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IRC Sec 4940 tax	\$ 23.			
Total	<u>\$ 23.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 25**  
**Contributions, Gifts, and Grants**

Cash Grants and Allocations

Class of Activity:	Operating expenses		
Donee's Name:	First United Methodist Church		
Donee's Address:	201 South Locust Denton, TX 76201		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:		\$	1,500.

Class of Activity:	Operating expenses		
Donee's Name:	The Arts Guild		
Donee's Address:	400 East Hickory St. Denton, TX 76201		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			250.

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**Statement 4 (continued)**  
**Form 990-PF, Part I, Line 25**  
**Contributions, Gifts, and Grants**

Class of Activity:	Operating expenses	
Donee's Name:	Denton Benefit League	
Donee's Address:	2913 Destin Drive Denton, TX 76205	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		\$ 5,100.
Class of Activity:	Operating expenses	
Donee's Name:	Girl Scouts	
Donee's Address:	2317 W University Drive Denton, TX 76201	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		175.
Class of Activity:	Operating expenses	
Donee's Name:	Cumberland Presbyterian Church	
Donee's Address:	1424 Stuart Road Denton, TX 76209	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		1,000.
Class of Activity:	Operating expenses	
Donee's Name:	Our Daily Bread	
Donee's Address:	300 W. Oak Street #100 Denton, TX 76201	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		1,000.
Class of Activity:	Operating expenses	
Donee's Name:	Denton City Contemporary Ballet	
Donee's Address:	4103 Mesa Drive Denton, TX 76207	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		1,000.
Class of Activity:	Operating expenses	
Donee's Name:	University of North Texas Athletics	
Donee's Address:	1155 Union Circle #311397 Denton, TX 76203	
Relationship of Donee:	None	
Organizational Status of Donee:	School	
Amount Given:		500.
		Total \$ <u>10,525.</u>

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**Statement 5**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
75 Cell Kinetics Ltd	Cost	\$ 0.	\$ 0.
75 Boeing	Cost	4,930.	5,501.
200 Intel	Cost	3,702.	4,850.
1,000 Medis Technologies	Cost	0.	0.
150 Dillards Capital Trust Pref Stock	Cost	0.	0.
200 GMAC LLC Pref Stock	Cost	4,447.	4,052.
125 BP PLC ADR	Cost	6,189.	5,343.
350 Bank of America	Cost	0.	0.
100 Exxon Mobil	Cost	0.	0.
100 Fluor Corp	Cost	0.	0.
200 General Electric	Cost	2,960.	3,582.
160 Hartford Financial Services	Cost	0.	0.
100 Hewlett Packard	Cost	3,812.	2,576.
125 Seadrill Ltd	Cost	3,563.	4,148.
325 AMR	Cost	0.	0.
200 Bristol Myers Squibb	Cost	0.	0.
400 Ford Motor	Cost	4,561.	4,304.
150 Pitney Bowes	Cost	0.	0.
150 Verizon Communications	Cost	0.	0.
75 Johnson and Johnson	Cost	0.	0.
150 Microsoft	Cost	3,898.	3,894.
176 Weathford International	Cost	3,848.	2,562.
75 Transocean Ltd Switzerland	Cost	3,686.	2,879.
50 Amgen	Cost	2,936.	3,211.
325 Bank of America	Cost	4,286.	1,807.
100 Centurylink Inc	Cost	4,085.	3,720.
75 Express Scripts	Cost	2,875.	3,352.
100 Freeport McMoran Copper and Gold	Cost	3,308.	3,679.
200 Hartford Financial	Cost	3,534.	3,250.
100 JPMorgan Chase	Cost	4,385.	3,325.
75 The Mosaic Company	Cost	4,088.	3,782.
125 Virnetx Holding Corp	Cost	2,213.	3,121.
	Total	<u>\$ 77,306.</u>	<u>\$ 72,938.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

	<u>Book Value</u>	<u>Fair Market Value</u>
Art Work	\$ 32,000.	\$ 32,000.
	Total	<u>\$ 32,000.</u>

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**Statement 7**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	325 AMR Corp	Purchased	12/06/2010	1/19/2011
2	75 Adobe Systems Inc.	Purchased	10/14/2011	11/09/2011
3	125 Akamai Technologies	Purchased	6/23/2011	7/14/2011
4	350 Bank of America	Purchased	12/02/2010	3/24/2011
5	125 Chesapeake Energy Corp	Purchased	1/31/2011	4/11/2011
6	100 Dow Chemical Co	Purchased	10/04/2011	12/09/2011
7	50 Dow Chemical Co	Purchased	11/09/2011	12/09/2011
8	40 Exxon Mobil Corp	Purchased	6/21/2010	4/12/2011
9	50 Fluor Corp	Purchased	7/30/2010	1/04/2011
10	75 Fluor Corp	Purchased	3/11/2011	11/04/2011
11	75 Johnson & Johnson	Purchased	8/17/2010	3/11/2011
12	100 Eli Lilly	Purchased	7/21/2011	10/14/2011
13	150 Pitney Bowes Inc	Purchased	10/06/2010	9/30/2011
14	125 Proshares Short Russell 2000	Purchased	4/11/2011	4/20/2011
15	100 Southern Copper Corp	Purchased	4/05/2011	4/07/2011
16	500 Standard Pac Corp	Purchased	4/21/2011	6/08/2011
17	150 Verizon Communications	Purchased	10/14/2010	10/03/2011
18	75 Wal-Mart Stores Inc	Purchased	6/20/2011	10/03/2011
19	75 Cell Kinetics Ltd	Purchased	1/24/2008	10/17/2011
20	150 Bristol Myers Squibb	Purchased	6/07/2010	10/28/2011
21	50 Bristol Myers Squibb	Purchased	6/11/2010	10/28/2011
22	150 Dillards Capital Trust 1 7.5%	Purchased	10/23/2003	7/07/2011
23	60 Exxon Mobil Corp	Purchased	12/24/2009	4/12/2011
24	25 Fluor Corp	Purchased	11/04/2009	1/04/2011
25	25 Fluor Corp	Purchased	12/15/2009	1/04/2011
26	60 Hartford Financial Services Group	Purchased	6/01/2009	4/05/2011
27	100 Hartford Financial Services Group	Purchased	7/16/2009	4/05/2011
28	1000 Medis Technologies Ltd	Purchased	10/10/2008	10/17/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/09	(j) Adj. Bas. 12/31/09	(k) Excess (i) - (j)	(l) Gain (Loss)
1	2,533.		2,724.	-191.				\$ -191.
2	2,007.		2,050.	-43.				-43.
3	3,765.		3,695.	70.				70.
4	4,677.		4,153.	524.				524.
5	4,215.		3,601.	614.				614.
6	2,608.		2,171.	437.				437.
7	1,304.		1,381.	-77.				-77.
8	3,337.		2,566.	771.				771.
9	3,233.		2,400.	833.				833.
10	4,132.		5,049.	-917.				-917.
11	4,436.		4,457.	-21.				-21.
12	3,821.		3,879.	-58.				-58.
13	2,858.		3,282.	-424.				-424.
14	3,701.		3,703.	-2.				-2.
15	3,883.		4,082.	-199.				-199.
16	1,653.		1,902.	-249.				-249.
17	5,453.		4,892.	561.				561.
18	3,918.		4,006.	-88.				-88.
19	0.		23.	-23.				-23.
20	4,781.		3,571.	1,210.				1,210.
21	1,594.		1,253.	341.				341.
22	3,707.		3,336.	371.				371.
23	5,006.		4,109.	897.				897.

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Statement 7 (continued)  
 Form 990-PF, Part IV, Line 1  
 Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
24	1,599.		1,152.	447.				\$ 447.
25	1,599.		1,030.	569.				569.
26	1,636.		920.	716.				716.
27	2,726.		1,188.	1,538.				1,538.
28	7.		1,030.	-1,023.				-1,023.
							Total	\$ 6,584.