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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

, and ending

Name of foundation <b>PEVEHOUSE FAMILY FOUNDATION INC.</b>		A Employer identification number <b>26-3401629</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>3300 NORTH A ST. BLDG 1-201</b>	Room/suite	B Telephone number <b>432-687-1608</b>
City or town, state, and ZIP code <b>MIDLAND, TX 79705</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 5,689,596.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,000,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	103.	103.		STATEMENT 1
	4 Dividends and interest from securities	97,482.	97,482.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	721,012.			
	b Gross sales price for all assets on line 6a	6,526,145.			
	7 Capital gain net income (from Part IV, line 2)		721,012.		
	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)					
11 Other income	48,558.	48,558.		STATEMENT 3	
12 Total. Add lines 1 through 11	1,867,155.	867,155.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	400.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes	14,712.	3,634.		0.
	19 Depreciation and depletion	53,675.	53,675.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	13,491.	13,491.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	82,278.	70,800.		0.
	25 Contributions, gifts, grants paid	290,000.			290,000.
26 Total expenses and disbursements. Add lines 24 and 25	372,278.	70,800.		290,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,494,877.				
b Net investment income (if negative, enter -0-)		796,355.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

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**Part II** Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,406.	8,024.	8,024.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	3,667,112.	5,160,372.	5,681,572.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3,673,518.	5,168,396.	5,689,596.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,673,518.	5,168,396.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	3,673,518.	5,168,396.	
	31 Total liabilities and net assets/fund balances	3,673,518.	5,168,396.	

**Part III** Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,673,518.
2 Enter amount from Part I, line 27a	2	1,494,877.
3 Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	1.
4 Add lines 1, 2, and 3	4	5,168,396.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,168,396.

**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.)
<b>1a ST GAINS - SEE SCHEDULE ATTACHED</b>	P		
<b>b LT GAINS - SEE SCHEDULE ATTACHED</b>	P		
<b>c CAPITAL GAIN WEYERHAEUSER</b>	P		
<b>d ST GAINS - SEE SCHEDULE ATTACHED</b>	P		
<b>e</b>			

(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)
<b>a 3,501,589.</b>		<b>3,538,543.</b>	<b>-36,954.</b>
<b>b 946,043.</b>		<b>672,608.</b>	<b>273,435.</b>
<b>c 4,500.</b>			<b>4,500.</b>
<b>d 2,074,013.</b>		<b>1,593,982.</b>	<b>480,031.</b>
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>-36,954.</b>
<b>b</b>			<b>273,435.</b>
<b>c</b>			<b>4,500.</b>
<b>d</b>			<b>480,031.</b>
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>721,012.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	<b>N/A</b>

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

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

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

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

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

**1** Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	167,467.	3,758,364.	.044558
2009	76,005.	1,612,356.	.047139
2008	20,000.	759,331.	.026339
2007			
2006			

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.118036</b>
<b>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</b>	<b>3</b>	<b>.039345</b>
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>	<b>4</b>	<b>5,818,692.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>228,936.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>7,964.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>236,900.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>290,000.</b>

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)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		1	7,964.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		3	7,964.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	7,964.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,540.	
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	7,540.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	19.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	443.	
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. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 7	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 ▶ N/A	13	X	
14	The books are in care of ▶ JAN WATSON Located at ▶ 3300 NORTH A ST. BLDG 1-201, MIDLAND, TX Telephone no ▶ 432-687-1608 ZIP+4 ▶ 79705			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b		X

**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)? ☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
BEVERLY PEVEHOUSE	PRESIDENT			
3300 NORTH A STREET BLDG 1-201				
MIDLAND, TX 79705	1.00	100.	0.	0.
MELISSA HOELSCHER				
3300 NORTH A STREET BLDG 1-201				
MIDLAND, TX 79705	0.00	100.	0.	0.
CLAY PEVEHOUSE				
3300 NORTH A STREET BLDG 1-201				
MIDLAND, TX 79705	0.00	100.	0.	0.
JAN WATSON				
3300 NORTH A STREET BLDG 1-201				
MIDLAND, TX 79705	0.00	100.	0.	0.

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

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

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

0

Form 990-PF (2011)





**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>	5,907,302.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	0.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	5,907,302.
<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>	5,907,302.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	88,610.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,818,692.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	290,935.

**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>	290,935.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	7,964.
<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>	7,964.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	282,971.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	282,971.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	282,971.

**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>	290,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<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</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	290,000.
<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	<b>5</b>	7,964.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	282,036.

**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				282,971.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				1,929.
d From 2009				3,377.
e From 2010				
f Total of lines 3a through e		5,306.		
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 290,000.				
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				282,971.
e Remaining amount distributed out of corpus	7,029.			
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	12,335.			
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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	12,335.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				1,929.
c Excess from 2009				3,377.
d Excess from 2010				
e Excess from 2011				7,029.

N/A



☐ 4942(i)(3) or ☐ 4942(i)(5)

**(4) Gross investment income**

[illegible]

## Form 990-PF (2011)

**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
<b>a Paid during the year</b>				
ANGELO STATE UNIVERSITY FOUNDATION ASU STATION #1 1023 SAN ANGELO, TX 76909		PUBLIC CHARITY	FUNDING CONSTRUCTION OF A NEW BUILDING	48,000.
MIDLAND TENNIS CENTER INC. P.O. BOX 4914 MIDLAND, TX 79704		PUBLIC CHARITY	ESTABLISHMENT OF A NEW CENTER	25,000.
LAURA BUSH INSTITUTE FOR WOMEN'S HEALTH AT THE PERMIAN BASIN P.O. BOX 10908 MIDLAND, TX 79702		PUBLIC CHARITY	FUNDING A COMPREHENSIVE ADOLESCENT WOMEN'S HEALTH CARE	10,000.
CASA DE AMIGOS 1101 EAST GARDEN LANE MIDLAND, TX 79701		PUBLIC CHARITY	OPERATIONAL EXPENSES	5,000.
MAKE A WISH FOUNDATION 407 N. BIG SPRING, SUITE 208 MIDLAND, TX 79701		PUBLIC CHARITY	OPERATIONAL EXPENSES	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>290,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OUR LADY OF THE HILLS REGIONAL CATHOLIC HIGH SCHOOL 601 PETERSON FARM ROAD KERRVILLE, TX 78028		PUBLIC CHARITY	OPERATIONAL EXPENSES	50,000.
THE MUSEUM OF WESTERN ART P.O. BOX 294300 KERRVILLE, TX 78029		PUBLIC CHARITY	OPERATIONAL EXPENSES	25,000.
UNITED WAY OF MIDLAND 1209 WEST WALL STREET MIDLAND, TX 79701		PUBLIC CHARITY	OPERATIONAL EXPENSES	15,000.
PETERSON REGIONAL MEDICAL CENTER FOUNDATION 511 HILL COUNTRY DRIVE KERRVILLE, TX 78028		PUBLIC CHARITY	OPERATIONAL EXPENSES	21,000.
ST. PETER UPON THE WATER P.O. BOX 509 INGRAM, TX 78025		PUBLIC CHARITY	ARCHITECTUAL & INITIAL BUILDING PLANS	18,000.
CHRISTUS STEHLIN FOUNDATION FOR CANCER RESEARCH 1315 ST. JOSEPH PARKWAY, SUITE 1818 HOUSTON, TX 77002		PUBLIC CHARITY	CLINICAL TRIALS AND ADVANCE STUDIES OF CANCER	10,000.
TARLETON STATE UNIVERSITY P.O. BOX T-0260 STEPHENVILLE, TX 76042		PUBLIC CHARITY	FUNDING OF A NEW MECHANICS BUILDING	48,000.
TEXAS TECH UNIVERSITY HEALTH SCIENCES CENTER P.O. BOX 10908 MIDLAND, TX 79702		PUBLIC CHARITY	FUNDING PROGRAMS FOCUSED ON EDUCATION	10,000.
<b>Total from continuation sheets</b>				<b>197,000.</b>

## Part XVI-A

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	103.	
		14	97,482.	
		14	48,558.	
		18	721,012.	
	0.		867,155.	0

(See worksheet in line 13 instructions to verify calculations.)

**Part XVI-B**

Line No.

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


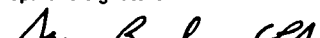
<p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting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

[illegible]

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

**b** If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee <b>Jan WATSON</b>		<b>5-7-12</b> Date		<b>Vice President</b> Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	LAURA A. BUCKNER				5/4/12		P01201396
	Firm's name ▶ BUCKNER & TILLEY P.C.					Firm's EIN ▶ 20-4071508	
	Firm's address ▶ 500 W ILLINOIS AVE, SUITE 1150 MIDLAND, TX 79701					Phone no. 432-687-5577	

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

PEVEHOUSE FAMILY FOUNDATION INC.

Employer identification number

26-3401629

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)



Name of organization

Employer identification number

PEVEHOUSE FAMILY FOUNDATION INC.

26-3401629

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BEVERLY PEVEHOUSE 3300 NORTH A STREET, BLDG 1-201 MIDLAND, TX 79705	\$ 1,000,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

**PEVEHOUSE FAMILY FOUNDATION INC.****26-3401629****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**PEVEHOUSE FAMILY FOUNDATION INC.****26-3401629****Part III**

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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


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SOURCE	AMOUNT
OTHER INTEREST	6.
WACHOVIA SECURITIES	97.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	103.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OTHER DIVIDENDS	9.	0.	9.
WELLS FARGO	97,473.	0.	97,473.
TOTAL TO FM 990-PF, PART I, LN 4	97,482.	0.	97,482.

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	48,558.	48,558.	
TOTAL TO FORM 990-PF, PART I, LINE 11	48,558.	48,558.	

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**FORM 990-PF TAXES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	11,078.	0.	-	0.
FOREIGN TAX	3,634.	3,634.		0.
TO FORM 990-PF, PG 1, LN 18	14,712.	3,634.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DEDUCTION ROYALTIES	6,576.	6,576.			0.
OTHER DEDUCTION	6,915.	6,915.			0.
TO FORM 990-PF, PG 1, LN 23	13,491.	13,491.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
WACHOVIA SECURITIES	5,160,372.		5,681,572.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,160,372.		5,681,572.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10		STATEMENT	7
NAME OF CONTRIBUTOR	ADDRESS			
BEVERLY PEVEHOUSE	3300 NORTH A STREET, BLDG 1-201 MIDLAND, TX 79705			

# Annual Statement Information

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Account Number: 8727-3962  
 Command Account Number: 9080097651  
 PEVEHOUSE FAMILY FOUNDATION 26-3401629  
 INC.  
 For Banking Inquiries call: 1-888-215-3904

## Realized Gain/Loss

Short Term Description	Continued	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
		X	2,500.00000	29.0068	11/02/10	05/25/11	77,597.26	72,697.00	4,900.26
			5,000.00000	27.8200	01/11/11	08/18/11	141,694.77	139,455.00	2,239.77
			5,000.00000	28.3829	03/01/11	08/18/11	141,694.78	142,269.50	-574.72
			3,000.00000	29.1897	10/19/11	11/16/11	87,398.32	87,780.98	-382.66
	<b>Subtotal</b>		<b>23,000.00000</b>				<b>681,176.90</b>	<b>645,850.98</b>	<b>35,325.92</b>
BANK OF AMERICA CORP		X	10,000.00000	11.7200	12/06/10	03/01/11	140,195.29	117,905.00	22,290.29
		X	15,000.00000	12.6800	12/20/10	03/01/11	210,292.95	191,255.00	19,037.95
			15,000.00000	11.5000	05/23/11	09/29/11	94,198.00	173,555.00	-79,357.00
			30,000.00000	11.0000	06/07/11	09/29/11	188,396.03	332,105.00	-143,708.97
	<b>Subtotal</b>		<b>70,000.00000</b>				<b>633,082.27</b>	<b>814,820.00</b>	<b>-181,737.73</b>
HELEN OF TROY LIMITED		X	1,409.00000	23.0797	02/11/10	01/12/11	42,026.87	32,619.34	9,407.53
		X	300.00000	23.0797	02/11/10	01/13/11	8,823.85	6,945.21	1,878.64
	<b>Subtotal</b>		<b>1,709.00000</b>				<b>50,850.72</b>	<b>39,564.55</b>	<b>11,286.17</b>
HEWLETT-PACKARD COMPANY			10,000.00000	35.7294	05/23/11	07/25/11	371,687.85	357,999.00	13,688.85
			3,000.00000	36.1070	05/25/11	11/16/11	85,286.06	108,534.00	-23,247.94
			2,000.00000	36.1070	05/25/11	11/30/11	55,563.50	72,356.00	-16,792.50
			5,000.00000	22.2870	10/04/11	11/30/11	138,908.76	111,790.00	27,118.76
	<b>Subtotal</b>		<b>20,000.00000</b>				<b>651,446.17</b>	<b>650,679.00</b>	<b>767.17</b>
INTEL CORP			10,000.00000	21.2400	01/12/11	05/05/11	233,461.25	213,105.00	20,356.25
			10,000.00000	22.1700	02/18/11	05/05/11	233,461.25	222,405.00	11,056.25
			10,000.00000	21.4900	03/01/11	05/05/11	233,461.26	215,605.00	17,856.26
			10,000.00000	22.4600	04/26/11	05/05/11	233,461.26	225,305.00	8,156.26
			10,000.00000	19.7285	08/18/11	10/19/11	242,692.33	197,990.00	44,702.33
			10,000.00000	20.1291	08/30/11	10/20/11	234,090.49	201,996.00	32,094.49
	<b>Subtotal</b>		<b>60,000.00000</b>				<b>1,410,627.84</b>	<b>1,276,406.00</b>	<b>134,221.84</b>



# Annual Statement Information

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Account Number: 8727-3962  
 Command Account Number: 9080097651  
 PEVEHOUSE FAMILY FOUNDATION 26-3401629  
 INC.  
 For Banking Inquiries call: 1-888-215-3904

## Realized Gain/Loss

Short Term	Continued	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<b>INTERNATIONAL BUSINESS</b>									
MACHINE CORP		X	2,000.00000	144.1483	11/02/10	04/26/11	335,949.95	288,441.60	47,508.35
MARATHON OIL CORP		X	2,500.00000	28.9021	02/26/10	01/10/11	96,361.12	72,432.75	23,928.37
		X	2,500.00000	28.9021	02/26/10	01/12/11	100,719.29	72,432.75	28,286.54
		X	2,500.00000	33.7503	11/24/10	01/13/11	109,355.40	84,555.75	24,799.65
<b>Subtotal</b>			<b>7,500.00000</b>				<b>306,435.81</b>	<b>229,421.25</b>	<b>77,014.56</b>
MERCK & CO INC NEW			5,000.00000	33.0145	02/16/11	10/28/11	176,504.60	165,427.50	11,077.10
<b>REGENERON PHARMACEUTICAL</b>									
INC		X	5,000.00000	27.3971	05/12/10	03/09/11	198,951.67	137,339.07	61,612.60
		X	5,000.00000	25.4500	08/04/10	04/28/11	308,654.57	127,605.00	181,049.57
<b>Subtotal</b>			<b>10,000.00000</b>				<b>507,606.24</b>	<b>264,944.07</b>	<b>242,662.17</b>
WEYERHAEUSER CO		X	10,000.00000	18.5400	12/23/10	06/07/11	212,292.58	186,105.00	26,187.58
			5,000.00000	20.9876	01/11/11	06/07/11	106,146.29	105,293.00	853.29
<b>Subtotal</b>			<b>15,000.00000</b>				<b>318,438.87</b>	<b>291,398.00</b>	<b>27,040.87</b>
<b>TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>									
							<b>\$3,501,588.62</b>	<b>\$3,538,542.48</b>	<b>-\$36,953.86</b>
<b>TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b>							<b>\$2,074,012.57</b>	<b>\$1,593,981.97</b>	<b>\$480,030.60</b>
<b>Long Term</b>									
Description		Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<b>HELEN OF TROY LIMITED</b>									
		X	3,291.00000	23.0797	02/11/10	08/05/11	96,539.62	76,188.95	20,350.67
		X	1,709.00000	23.1900	02/12/10	08/05/11	50,132.56	39,754.76	10,377.80
		X	791.00000	23.1900	02/12/10	08/30/11	23,837.90	18,400.24	5,437.66
		X	4,209.00000	24.3151	02/26/10	08/30/11	126,844.20	102,639.70	24,204.50
		X	3,291.00000	24.3151	02/26/10	12/29/11	102,293.17	80,253.55	22,039.62
		X	1,709.00000	25.9801	10/06/10	12/29/11	53,120.34	44,521.33	8,599.01
<b>Subtotal</b>			<b>15,000.00000</b>				<b>452,767.79</b>	<b>361,758.53</b>	<b>91,009.26</b>

# Annual Statement Information

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Account Number: 8727-3962  
 Command Account Number: 9080097651  
 PEVEHOUSE FAMILY FOUNDATION 26-3401629  
 INC.  
 For Banking Inquiries call: 1-888-215-3904

## Realized Gain/Loss

Long Term Description	Continued	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
MARATHON OIL CORP		X	1,500.00000	30.7060	05/20/09	01/10/11	57,816.67	46,167.75	11,648.92
		X	6,000.00000	30.0900	06/30/09	01/10/11	231,266.68	180,965.00	50,301.68
<b>Subtotal</b>			<b>7,500.00000</b>				<b>289,083.35</b>	<b>227,132.75</b>	<b>61,950.60</b>
PARKER DRILLING CO		X	15,000.00000	2.7534	12/31/08	03/29/11	102,096.03	41,608.50	60,487.53
		X	10,000.00000	3.2076	01/02/09	03/29/11	68,064.02	32,281.00	35,783.02
		X	5,000.00000	1.9500	02/06/09	03/29/11	34,032.01	9,827.50	24,204.51
<b>Subtotal</b>			<b>30,000.00000</b>				<b>204,192.06</b>	<b>83,717.00</b>	<b>120,475.06</b>
<b>TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>								<b>\$0.00</b>	<b>\$0.00</b>
<b>TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b>								<b>\$672,608.28</b>	<b>\$273,434.92</b>