



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

**2011**

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 , 20

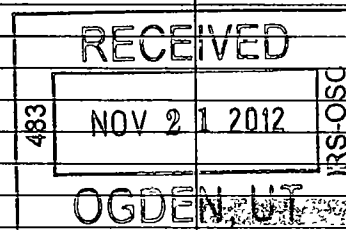
Name of foundation <b>MARK FOUNDATION</b> (FORMERLY POTIZOMEN FOUNDATION)		<b>A</b> Employer identification number 27-3024112
Number and street (or P O box number if mail is not delivered to street address) <b>C/O FROST BANK</b> <b>8201 PRESTON ROAD</b>	Room/suite <b>520</b>	<b>B</b> Telephone number (see instructions) (512) 470-1255
City or town, state, and ZIP code <b>DALLAS, TX 75225</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change	<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. 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"/>
<b>H</b> 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		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>18,204,980.</b> <b>J</b> Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)		1,099			
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
<b>3</b> Interest on savings and temporary cash investments		36	36		ATCH 1
<b>4</b> Dividends and interest from securities		324,185	324,185		ATCH 2
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		-29,788			
<b>b</b> Gross sales price for all assets on line 6a <b>539,616</b>					
<b>7</b> Capital gain net income (from Part IV, line 2)					
<b>8</b> Net short-term capital gain					
<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 or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)		372,371	372,371		ATCH 3
<b>12</b> Total. Add lines 1 through 11		667,903	696,592		
<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>ATCH 4</b>		844	844		
<b>b</b> Accounting fees (attach schedule)		4,333	4,333		
<b>c</b> Other professional fees (attach schedule) *					
<b>17</b> Interest		20,335			
<b>18</b> Taxes (attach schedule) (see instructions) *		3,587	3,587		
<b>19</b> Depreciation (attach schedule) 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>ATCH 7</b>		50,929	50,887		42
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		80,028	59,651		42
<b>25</b> Contributions, gifts, grants paid		275,000			275,000
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		355,028	59,651	0	275,042
<b>27</b> Subtract line 26 from line 12					
<b>a</b> Excess of revenue over expenses and disbursements		312,875			
<b>b</b> Net investment income (if negative, enter -0-)			636,941		
<b>c</b> Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

\* ATCH 5 JSA \*\* ATCH 6

Form 990-PF (2011)



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	Savings and temporary cash investments . . . . .		2,142,187.	1,979,066.	1,979,066.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶		1,447.		
	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 schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) <b>ATCH 8</b> . .		13,182,903.	13,247,690.	15,822,840.
	c	Investments - corporate bonds (attach schedule) <b>ATCH 9</b> . .			411,717.	402,181.
	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 ▶ <b>ATCH 10</b> ) . . . . .			893.	893.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		15,326,537.	15,639,366.	18,204,980.	
Liabilities	17	Accounts payable and accrued expenses . . . . .		46.		
	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		46.	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	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 . .		15,326,491.	15,639,366.	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		15,326,491.	15,639,366.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		15,326,537.	15,639,366.	

### 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	15,326,491.
2	Enter amount from Part I, line 27a . . . . .	2	312,875.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	15,639,366.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	15,639,366.

**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</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<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</b>					
<b>b</b>					
<b>c</b>					
<b>d</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))		
(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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	-29,788.	
<b>3</b> 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			<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	320,680.	11,397,795.	0.028135
2009	1,068.	3,540.	0.301695
2008	1,176.	3,608.	0.325942
2007		17.	
2006			
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.655772
<b>3</b> 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>3</b> 0.163943
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 18,063,774.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 2,961,429.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 6,369.
<b>7</b> Add lines 5 and 6			<b>7</b> 2,967,798.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 275,042.

**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	12,739.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 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	12,739.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,739.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	18.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,243.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	1,243.	Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ _____ (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		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. ATTCH 11	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	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?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>LAURA GAROFANELLO</b> Telephone no <b>214-515-4966</b>			
Located at <b>8201 PRESTON ROAD, SUITE 520 DALLAS, TX</b> ZIP + 4 <b>75225</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year		15		
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	Yes	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				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)?	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)	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)	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)? (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)? ☐ Yes ☒ No
- 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? ☐ Yes ☒ 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? ☐ Yes ☒ No

5b

6b

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		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		0	0	0

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

Form 990-PF (2011)

**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		0

Total number of others receiving over \$50,000 for professional services . . . . . 0

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

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

	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2011)



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	16,285,952.
b	Average of monthly cash balances	1b	2,051,735.
c	Fair market value of all other assets (see instructions)	1c	1,170.
d	<b>Total</b> (add lines 1a, b, and c)	1d	18,338,857.
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	
3	Subtract line 2 from line 1d	3	18,338,857.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	275,083.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,063,774.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	903,189.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	903,189.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,739.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,739.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	890,450.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	890,450.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	890,450.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	275,042.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	275,042.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	275,042.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				890,450.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .			203,354.	
<b>b</b> Total for prior years 20 09 20 08 20 07 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ► \$ 275,042.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			203,354.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				71,688.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				818,762.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .		0		
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

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

NOT APPLICABLE

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

N/A

**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

N/A

**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

ATTACHMENT 13

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

N/A

**c** Any submission deadlines

N/A

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

N/A

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a</b> <i>Paid during the year</i>  ATTACHMENT 14				
<b>Total</b> ..... ► <b>3a</b>				275,000.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> ..... ► <b>3b</b>				

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments				14	36.	
<b>4</b> Dividends and interest from securities . . . . .				14	324,185.	
<b>5</b> Net rental income or (loss) from real estate:						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	-29,788.	
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b ROYALTY INCOME				15	372,371.	
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .					666,804.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						666,804.

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | 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?   |           | Yes | No |
|---|-----------|-----|----|
| <b>a Transfers from the reporting foundation to a noncharitable exempt organization of</b>  |           |     |    |
| (1) Cash  |           |     | X  |
| (2) Other assets  |           |     | X  |
| <b>b Other transactions</b>   |           |     |    |
| (1) Sales of assets to a noncharitable exempt organization  |           |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization  |           |     | X  |
| (3) Rental of facilities, equipment, or other assets  |           |     | X  |
| (4) Reimbursement arrangements  |           |     | X  |
| (5) Loans or loan guarantees  |           |     | X  |
| (6) Performance of services or membership or fundraising solicitations  |           |     | X  |
| <b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</b>   | <b>1c</b> |     | X  |
| <b>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.</b> |           |     |    |

[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

**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

M. Rockwell  
Signature of officer or trustee

11.14.12  
Date

► President  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  
STEPHEN J. FLANAGAN

Preparer's signature Stephen J. Hanagan

Date  
11-13-17

Check <input type="checkbox"/> if self-employed	PTIN P00548849
---	-------------------

Firm's name **NICHOLAS & MONTGOMERY LLP**

Firm's EIN ► 75-2852438

Firm's address ► 12720 HILLCREST ROAD, SUITE 80  
DALLAS, TX

75230-2081

Phone no 214-739-0888

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13,788.		13,000 - LIFEPOINT HOSPITALS HOLDINGS PROPERTY TYPE: SECURITIES 13,891.				P	04/08/2011 -103.	04/25/2011
7,942.		8,000 - NEO MATERIAL TECHNOLOGIES, INC. PROPERTY TYPE: SECURITIES 7,880.				P	06/13/2011 62.	06/28/2011
4,008.		4,000 - NEO MATERIAL TECHNOLOGIES, INC. PROPERTY TYPE: SECURITIES 3,938.				P	06/16/2011 70.	06/29/2011
3,041.		3,000 - NEO MATERIAL TECHNOLOGIES, INC. PROPERTY TYPE: SECURITIES 2,951.				D	06/16/2011 90.	06/30/2011
15,581.		15,000 - NUVASIVE, INC. SENIOR NOTES 15,007.				P	04/12/2011 574.	06/24/2011
1,521.		2 SHARES - BANK OF AMERICA CORP. PREFERR PROPERTY TYPE: SECURITIES 1,939.				P	08/02/2011 -418.	11/30/2011
875.		1 SHARE - HEALTHSOUTH CORP. PREFERRED PROPERTY TYPE: SECURITIES 985.				P	09/19/2011 -110.	12/27/2011
1,060.		1 SHARE - WELLS FARGO & CO. PREFERRED PROPERTY TYPE: SECURITIES 1,043.				P	09/19/2011 17.	11/10/2011
6,173.		9,000 - AMR CORPORATION SENIOR NOTES PROPERTY TYPE: SECURITIES 7,009.				P	08/09/2011 -836.	09/27/2011
2,150.		2,000 - AFFILIATED MANAGERS GROUP NOTES PROPERTY TYPE: SECURITIES 2,120.				P	08/17/2011 30.	09/27/2011
5,460.		4,000 - AMERIGROUP CORPORATION NOTES PROPERTY TYPE: SECURITIES 4,473.				P	08/10/2011 987.	10/31/2011
1,332.		1,000 - AMERIGROUP CORPORATION NOTES PROPERTY TYPE: SECURITIES 1,118.				P	08/10/2011 214.	11/01/2011

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
4,035.		3,000 - AMERIGROUP CORPORATION NOTES PROPERTY TYPE: SECURITIES 3,355.				P	08/10/2011 680.	11/02/2011
1,110.		1,000 - ANIXTER INTERNATIONAL, INC. NOTE PROPERTY TYPE: SECURITIES 1,061.				P	08/25/2011 49.	10/25/2011
5,633.		5,000 - ANIXTER INTERNATIONAL, INC. NOTE PROPERTY TYPE: SECURITIES 5,306.				P	08/25/2011 327.	10/28/2011
7,115.		7,000 - ARCHER DANIELS SENIOR NOTES PROPERTY TYPE: SECURITIES 7,096.				P	08/22/2011 19.	09/14/2011
14,962.		15,000 - ARRIS GROUP, INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 15,519.				P	05/03/2011 -557.	08/15/2011
1,023.		1,000 - ARRIS GROUP, INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 999.				P	08/24/2011 24.	11/03/2011
16,387.		15,000 - BARNES GROUP, INC. NOTES PROPERTY TYPE: SECURITIES 16,884.				P	05/05/2011 -497.	07/29/2011
16,420.		16,000 - BARRETT BILL CORPORATION NOTES PROPERTY TYPE: SECURITIES 16,461.				P	05/05/2011 -41.	08/05/2011
15,066.		15,000 - BOSTON PROPERTIES, LTD. NOTES PROPERTY TYPE: SECURITIES 15,197.				P	05/03/2011 -131.	08/11/2011
14,700.		15,000 - BRISTOW GROUP, INC. NOTES PROPERTY TYPE: SECURITIES 15,450.				P	04/08/2011 -750.	08/05/2011
4,931.		5,000 - CAL DIVE INTERNATIONAL, INC. PROPERTY TYPE: SECURITIES 5,181.				P	04/12/2011 -250.	08/25/2011
1,560.		4,000 - CEMEX S A CONVERTIBLE NOTES PROPERTY TYPE: SECURITIES 3,065.				P	08/16/2011 -1,505.	10/04/2011



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,015.		4,000 - CEMEX S A CONVERTIBLE NOTES PROPERTY TYPE: SECURITIES 3,029.				P	09/15/2011 -1,014.	10/13/2011
6,030.		6,000 - CHEMED CORPPORATION SENIOR NOTES PROPERTY TYPE: SECURITIES 6,311.				P	04/08/2011 -281.	08/22/2011
2,016.		2,000 - CHEMED CORPORATION SENIOR NOTES PROPERTY TYPE: SECURITIES 2,103.				P	04/08/2011 -87.	09/16/2011
9,113.		9,000 - CHESAPEAKE ENERGY CORP. NOTES PROPERTY TYPE: SECURITIES 9,831.				P	08/24/2011 -718.	11/28/2011
1,690.		2,000 - CHESAPEAKE ENERGY CORP. NOTES PROPERTY TYPE: SECURITIES 1,775.				P	10/27/2011 -85.	11/30/2011
4,519.		5,000 - CHIQUITA BRANDS INTERNATIONAL PROPERTY TYPE: SECURITIES 5,137.				P	04/13/2011 -618.	08/26/2011
4,419.		5,000 - CHIQUITA BRANDS INTERNATIONAL PROPERTY TYPE: SECURITIES 5,137.				P	04/13/2011 -718.	09/26/2011
14,831.		15,000 - CONCEPTUS, INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 15,056.				P	04/20/2011 -225.	09/16/2011
14,955.		15,000 - CONMED CORPORATION SENIOR NOTES PROPERTY TYPE: SECURITIES 15,538.				P	04/18/2011 -583.	08/26/2011
6,645.		6,000 - D. R. HORTON, INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 6,105.				P	08/18/2011 540.	11/15/2011
6,390.		6,000 - EQUINIX, INC. NOTES PROPERTY TYPE: SECURITIES 6,495.				P	04/12/2011 -105.	08/29/2011
4,270.		4,000 - EQUINIX, INC. NOTES PROPERTY TYPE: SECURITIES 4,330.				P	04/12/2011 -60.	09/07/2011

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P r o p e r t y	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,375.		15,000 - EXIDE TECHNOLOGIES SENIOR NOTES PROPERTY TYPE: SECURITIES 13,987.				P	05/03/2011 -1,612.	08/24/2011
4,553.		4,000 - GILEAD SCIENCES, INC. NOTES PROPERTY TYPE: SECURITIES 4,740.				P	09/20/2011 -187.	12/09/2011
2,256.		2,000 - GILEAD SCIENCES, INC. NOTES PROPERTY TYPE: SECURITIES 2,370.				P	09/20/2011 -114.	12/15/2011
3,330.		3,000 - GILEAD SCIENCES, INC. NOTES PROPERTY TYPE: SECURITIES 3,555.				P	09/20/2011 -225.	12/19/2011
11,025.		18,000 - GLOBAL INDUSTRIES, LTD. DEBENTU PROPERTY TYPE: SECURITIES 14,490.				P	04/15/2011 -3,465.	08/25/2011
14,812.		15,000 - GOLDMAN SACHS GROUP, INC. NOTES PROPERTY TYPE: SECURITIES 14,422.				P	05/06/2011 390.	08/09/2011
4,862.		5,000 - GREATBATCH, INC. DEBENTURES PROPERTY TYPE: SECURITIES 5,037.				P	04/08/2011 -175.	09/29/2011
10,904.		11,000 - GROUP 1 AUTOMOTIVE, INC. NOTES PROPERTY TYPE: SECURITIES 11,110.				P	04/12/2011 -206.	08/15/2011
4,875.		5,000 - GROUP 1 AUTOMOTIVE, INC. NOTES PROPERTY TYPE: SECURITIES 5,050.				P	04/12/2011 -175.	10/03/2011
920.		1,000 - HORNBECK OFFSHORE SERVICES NOTES PROPERTY TYPE: SECURITIES 957.				P	09/21/2011 -37.	10/07/2011
1,070.		1,000 - INTEL CORPORATION DEBENTURES PROPERTY TYPE: SECURITIES 1,013.				P	08/29/2011 57.	11/10/2011
5,490.		6,000 - ISIS PHARMACEUTICALS, INC. NOTES PROPERTY TYPE: SECURITIES 5,527.				P	09/08/2011 -37.	09/21/2011

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,482.		2,000 - JEFFERIES GROUP, INC. NOTES PROPERTY TYPE: SECURITIES 1,920.				P	08/31/2011 -438.	11/21/2011
2,370.		3,000 - JEFFERIES GROUP, INC. NOTES PROPERTY TYPE: SECURITIES 2,880.				P	08/31/2011 -510.	12/16/2011
2,336.		3,000 - JEFFERIES GROUP, INC. NOTES PROPERTY TYPE: SECURITIES 2,880.				P	08/31/2011 -544.	12/19/2011
2,468.		3,000 - JEFFERIES GROUP, INC. NOTES PROPERTY TYPE: SECURITIES 2,535.				P	11/03/2011 -67.	12/20/2011
7,840.		8,000 - KINROSS GOLD CORPORATION NOTES PROPERTY TYPE: SECURITIES 8,011.				P	07/08/2011 -171.	08/12/2011
5,284.		5,000 - LIFEPOINT HOSPITALS HOLDINGS PROPERTY TYPE: SECURITIES 5,325.				P	07/13/2011 -41.	07/29/2011
5,982.		6,000 - LINEAR TECHNOLOGY CORP. NOTES 6,442.					04/15/2011 -460.	08/09/2011
1,650.		2 SHARES - LUCENT TECHNOLOGIES PREFERRED PROPERTY TYPE: SECURITIES 1,870.				P	08/11/2011 -220.	09/30/2011
1,920.		3 SHARES - LUCENT TECHNOLOGIES PREFERRED PROPERTY TYPE: SECURITIES 2,805.				P	08/11/2011 -885.	11/28/2011
600.		1 SHARE - LUCENT TECHNOLOGIES PREFERRED PROPERTY TYPE: SECURITIES 935.				P	08/11/2011 -335.	12/27/2011
1,530.		2,000 - MF GLOBAL HOLDINGS NOTES PROPERTY TYPE: SECURITIES 1,710.				P	09/08/2011 -180.	10/10/2011
2,425.		6,000 - MF GLOBAL HOLDINGS NOTES PROPERTY TYPE: SECURITIES 5,040.				P	09/15/2011 -2,615.	10/26/2011

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,960.		2,000 - MASSEY ENERGY COMPANY NOTES PROPERTY TYPE: SECURITIES 2,245.				P	04/11/2011 -285.	08/15/2011
1,895.		2,000 - MASSEY ENERGY COMPANY NOTES PROPERTY TYPE: SECURITIES 2,245.				P	04/11/2011 -350.	11/03/2011
948.		1,000 - MASSEY ENERGY COMPANY NOTES PROPERTY TYPE: SECURITIES 1,123.				P	04/11/2011 -175.	11/04/2011
957.		1,000 - MICRON TECHNOLOGY, INC. NOTES PROPERTY TYPE: SECURITIES 1,054.				P	04/12/2011 -97.	12/09/2011
2,873.		3,000 - MICRON TECHNOLOGY, INC. NOTES PROPERTY TYPE: SECURITIES 3,162.				P	04/12/2011 -289.	12/13/2011
5,125.		5,000 - MYLAN, INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 5,094.				P	08/15/2011 31.	09/19/2011
9,743.		22,000 - NASH-FINCH COMPANY SENIOR NOTES PROPERTY TYPE: SECURITIES 11,307.				P	04/08/2011 -1,564.	08/25/2011
3,323.		3,000 - NATIONAL RETAIL PROPERTIES NOTES PROPERTY TYPE: SECURITIES 3,344.				P	08/02/2011 -21.	12/14/2011
8,260.		7,000 - NEWPARK RESOURCES, INC. NOTES PROPERTY TYPE: SECURITIES 7,160.				P	04/08/2011 1,100.	08/01/2011
4,725.		5,000 - NEWPARK RESOURCES, INC. NOTES PROPERTY TYPE: SECURITIES 5,115.				P	04/08/2011 -390.	10/07/2011
3,475.		4,000 - NUVASIVE, INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 4,000.				P	06/24/2011 -525.	09/23/2011
3,706.		5,000 - NUVASIVE, INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 5,000.				P	06/24/2011 -1,294.	11/28/2011

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,138.		5,000 - OLD REPUBLIC INTERNATIONAL NOTES PROPERTY TYPE: SECURITIES 5,225.				P	08/18/2011	10/27/2011 -87.
2,445.		3,000 - OLD REPUBLIC INTERNATIONAL NOTES PROPERTY TYPE: SECURITIES 3,067.				P	04/08/2011	11/28/2011 -622.
2,445.		3,000 - OLD REPUBLIC INTERNATIONAL NOTES PROPERTY TYPE: SECURITIES 3,067.				P	04/08/2011	11/29/2011 -622.
852.		1,000 - OLD REPUBLIC INTERNATIONAL NOTES PROPERTY TYPE: SECURITIES 1,023.				P	04/08/2011	12/02/2011 -171.
875.		1,000 - OLD REPUBLIC INTERNATIONAL NOTES PROPERTY TYPE: SECURITIES 1,022.				P	04/08/2011	12/28/2011 -147.
8,944.		9,000 - ORBITAL SCIENCES CORP. NOTES PROPERTY TYPE: SECURITIES 9,585.				P	04/13/2011	08/15/2011 -641.
4,997.		5,000 - ORBITAL SCIENCES CORP. NOTES PROPERTY TYPE: SECURITIES 5,325.				P	04/13/2011	08/23/2011 -328.
4,988.		5,000 - SESI L L C SENIOR NOTES PROPERTY TYPE: SECURITIES 5,013.				P	09/22/2011	10/19/2011 -25.
4,000.		4,000 - SAKS, INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 4,050.				P	09/22/2011	10/10/2011 -50.
14,560.		13,000 - SALIX PHARMACEUTICALS, LTD. PROPERTY TYPE: SECURITIES 14,252.				P	04/11/2011	08/04/2011 308.
1,980.		2,000 - SALIX PHARMACUETICALS, LTD. PROPERTY TYPE: SECURITIES 2,033.				P	08/18/2011	10/06/2011 -53.
2,008.		2,000 - SALIX PHARMACUETICALS, LTD. PROPERTY TYPE: SECURITIES 2,033.				P	08/18/2011	10/11/2011 -25.

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,243.		1,000 - SALIX PHARMACUETICALS, LTD. PROPERTY TYPE: SECURITIES 1,017.				P	08/18/2001	12/08/2011
							226.	
4,940.		4,000 - SALIX PHARMACUETICALS, LTD. PROPERTY TYPE: SECURITIES 4,090.				P	09/08/2011	12/16/2011
							850.	
3,820.		4,000 - SANDISK CORPORATION SENIOR NOTES PROPERTY TYPE: SECURITIES 3,918.				P	04/15/2011	09/12/2011
							-98.	
7,210.		7,000 - SANDISK CORPORATION SENIOR NOTES PROPERTY TYPE: SECURITIES 7,980.				P	04/15/2011	08/05/2011
							-770.	
4,720.		4,000 - SANDISK CORPORATION SENIOR NOTES PROPERTY TYPE: SECURITIES 4,348.				P	09/15/2011	10/26/2011
							372.	
15,240.		16,000 - STERLITE INDUSTRIES INIDIA LTD. PROPERTY TYPE: SECURITIES 16,384.				P	04/12/2011	08/03/2011
							-1,144.	
7,850.		8,000 - SUNPOWER CORPORATION NOTES PROPERTY TYPE: SECURITIES 8,210.				P	04/12/2011	08/16/2011
							-360.	
5,399.		7,000 - SUNPOWER CORPORATION NOTES PROPERTY TYPE: SECURITIES 7,184.				P	04/12/2011	12/19/2011
							-1,785.	
1,125.		1,000 - SYMANTEC CORPORATION NOTES PROPERTY TYPE: SECURITIES 1,122.				P	08/18/2011	11/23/2011
							3.	
13,926.		13,000 - TELEFLEX, INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 14,608.				P	04/12/2011	08/17/2011
							-682.	
2,828.		3,000 - TRINITY INDUSTRIES, INC. NOTES PROPERTY TYPE: SECURITIES 3,229.				P	04/12/2011	08/15/2011
							-401.	
1,945.		2,000 - TRINITY INDUSTRIES, INC. NOTES PROPERTY TYPE: SECURITIES 2,152.				P	04/12/2011	09/14/2011
							-207.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
980.		1,000 - TRINITY INDUSTRIES, INC. NOTES PROPERTY TYPE: SECURITIES 1,076.				P	04/12/2011	11/14/2011
							-96.	
2,120.		2 SHARES - WELLS FARGO & CO. PREFERRED PROPERTY TYPE: SECURITIES 2,085.				P	09/19/2011	11/23/2011
							35.	
2,329.		3 SHARES - BANK OF AMERICA CORP. PREFERR PROPERTY TYPE: SECURITIES 2,908.				P	08/02/2011	12/02/2011
							-579.	
4,195.		4 SHARES - WELLS FARGO & CO. PREFERRED PROPERTY TYPE: SECURITIES 4,170.				P	09/19/2011	12/09/2011
							25.	
2,104.		2 SHARES - WELLS FARGO & CO. PREFERRED PROPERTY TYPE: SECURITIES 2,085.				P	09/19/2011	12/16/2011
							19.	
2,295.		3 SHARES - BANK OF AMERICA CORP. PREFERR PROPERTY TYPE: SECURITIES 2,908.				P	08/02/2011	12/20/2011
							-613.	
TOTAL GAIN(LOSS) .....							<u>-29,788.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
U. S. DEPARTMENT OF THE TREASURY	36.	36.
TOTAL	<u>36.</u>	<u>36.</u>



ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PERSHING, LLC - INTEREST	2,145.	2,145.
PERSHING, LLC - OID	3,263.	3,263.
PERSHING, LLC - DIVIDENDS	2.	2.
PERSHING, LLC - DIVIDENDS	15.	15.
PERSHING, LLC - INTEREST	10.	10.
PERSHING, LLC - INTEREST	7,841.	7,841.
PERSHING, LLC - OID	4,405.	4,405.
PERSHING, LLC - DIVIDENDS	1,162.	1,162.
MORGAN STANLEY SMITH BARNEY - DIVIDENDS	309,463.	309,463.
MORGAN STANLEY SMITH BARNEY - INTEREST	1,323.	1,323.
DORCHESTER MINERALS, L.P. - DIVIDENDS	65.	65.
DORCHESTER MINERALS, L.P. - INTEREST	48.	48.
LESS: ACCRUED INTEREST PURCHASED	-5,557.	-5,557.
TOTAL	<u>324,185.</u>	<u>324,185.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DORCHESTER MINERALS, L.P. - ROYALTIES	372,371.	372,371.
TOTALS	<u>372,371.</u>	<u>372,371.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL AND PROFESSIONAL FEES	844.	844.		
TOTALS	<u>844.</u>	<u>844.</u>		

MARK FOUNDATION

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADVISORY FEES	4,333.	4,333.
TOTALS	<u>4,333.</u>	<u>4,333.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXESREVENUE  
AND  
EXPENSES  
PER BOOKSDESCRIPTION

EXCISE TAX EXPENSE

20,335.

TOTALS

20,335.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OIL & GAS ROYALTY EXPENSES	50,491.	50,491.	
BANK FEES AND CHARGES	22.	22.	40.
MAILBOX RENTAL EXPENSE	395.	355.	2.
POSTAGE AND MAILING EXPENSE	21.	19.	
TOTALS	50,929.	50,887.	42.

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
72,000 SHARES - CHEVRON CORPORATION	5,683,320.	7,692,480.
179,277 SHARES - DORCHESTER MINERALS, L.P.	3,638,372.	4,112,614.
39,150 SHARES - EXXON MOBIL CORPORATION	3,197,772.	3,325,010.
14,200 SHARES - MARATHON OIL COMPANY	408,861.	419,113.
7,100 SHARES - MARATHON PETROLEUM COMPANY	276,573.	236,111.
11 SHARES - BANK OF AMERICA CORPORATION PREFERRED	10,487.	8,646.
44 SHARES - FIFTH THIRD BANCORP	6,120.	6,252.
5 SHARES - HEALTHSOUTH CORP.	4,925.	4,387.
96 SHARES - KEYCORP PREFERRED	10,652.	10,147.
8 SHARES - LUCENT TECHNOLOGIES PREFERRED	7,480.	4,912.
3 SHARES - WELLS FARGO & CO. PREFERRED	3,128.	3,168.
TOTALS	<u>13,247,690.</u>	<u>15,822,840.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
4,000 - OLD REP 8.00% NOTES	3,975.	3,995.
11,000 - ICONIX 1.875% NOTES	10,954.	10,835.
11,000 - AMGEN 0.375% NOTES	10,874.	11,041.
9,000 - MEDTRONIC 1.625% NOTES	9,049.	9,067.
16,000 - SANDISK 1.000% NOTES	15,498.	15,580.
10,000 - GREATBATCH 2.25% DEBENTURES	10,782.	9,812.
4,000 - SYMANTEC 1.000% NOTES	4,490.	4,455.
4,000 - MOLSON COOR 2.5% NOTES	4,320.	4,235.
10,000 - GILEAD 1.00% NOTES	10,704.	10,950.
7,000 - CHEMED 1.875% NOTES	7,362.	6,562.
9,000 - LIFEPOINT 3.5% NOTES	9,585.	9,202.
10,000 - MICRON 1.875% NOTES	10,442.	9,550.
4,000 - STEEL DYN 5.125% NOTES	4,310.	4,355.
3,000 - GOLDCORP 2.000% NOTES	3,649.	3,671.
6,000 - AVIS 3.500% NOTES	6,200.	6,120.
7,000 - MOLINA 3.750% NOTES	6,895.	7,306.
5,000 - EQUINIX 3.000% NOTES	5,413.	5,594.
9,000 - FOREST 3.625% NOTES	8,960.	9,124.
4,000 - ANNALY CAP 4.00% NOTES	4,465.	4,525.
4,000 - ALPHA NAT 2.375% NOTES	3,900.	3,720.
9,000 - MGM 4.250% NOTES	8,492.	8,539.
4,000 - AMD INC 6.000% NOTES	3,910.	3,905.
7,000 - PDL BIO 3.750% NOTES	7,021.	7,009.
5,000 - TTM TECH 3.250% NOTES	5,216.	5,212.
8,000 - MASSEY 3.250% NOTES	8,980.	7,390.
6,000 - DENDREON 2.875% NOTES	4,170.	4,207.
7,000 - CHIQUITA 4.250% NOTES	6,887.	5,994.
7,000 - NUVASIVE 2.750% NOTES	6,847.	5,101.



FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
6,000 - OLD REP 3.750% NOTES	6,134.	5,272.
5,000 - BROOKDALE 2.750% NOTES	4,196.	4,338.
8,000 - VORNADO 3.875% NOTES	8,515.	8,160.
5,000 - LUCENT 2.875% DEBENTURES	4,222.	4,388.
10,000 - CAL DIVE 3.250% NOTES	10,262.	10,025.
8,000 - TEVA 0.250% DEBENTURES	8,276.	8,270.
4,000 - NAT RETAIL 3.95% NOTES	4,250.	4,495.
5,000 - ARRIS GRP 2.00% NOTES	4,997.	5,038.
8,000 - HORNBECK 1.625% NOTES	7,660.	8,040.
8,000 - ON SEMI 2.625% NOTES	8,355.	8,830.
12,000 - LINEAR 3.00% NOTES	13,168.	12,255.
9,000 - KINROSS 1.750% NOTES	8,985.	8,786.
9,000 - STILWATER 1.875% NOTES	8,590.	8,606.
7,000 - NATRETAIL 5.125% NOTES	7,839.	7,963.
3,000 - JEFFERIES 3.875% NOTES	2,473.	2,475.
11,000 - L-3 COMM 3.000% NOTES	10,695.	10,533.
5,000 - INTEL 2.950% DEBENTURES	5,138.	5,206.
9,000 - BOSTON PPY 3.75% NOTES	10,305.	10,283.
10,000 - TRINITY 3.875% NOTES	11,313.	9,775.
4,000 - GROUP 1 2.25% NOTES	4,140.	4,205.
7,000 - CHESAPEAKE 2.50% NOTES	6,624.	6,239.
5,000 - LINCARE 2.750% NOTES	5,106.	5,088.
16,000 - HOLOGIC 2.000% NOTES	16,377.	15,260.
7,000 - ENERSYS 3.375% NOTES	6,642.	7,070.
9,000 - AFF MGRS 3.950% NOTES	9,540.	9,765.
4,000 - ROVI CORP 2.625% NOTES	4,036.	3,980.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
11,000 - DEVELOPER 1.75% NOTES	10,529.	10,780.
TOTALS	<u>411,717.</u>	<u>402,181.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PURCHASED INTEREST	893.	893.
TOTALS	<u>893.</u>	<u>893.</u>

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

A CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF FORMATION  
OF POTIZOMEN FOUNDATION IS ATTACHED.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MARGARET J. PEAK C/O FROST BANK 8201 PRESTON ROAD 520 DALLAS, TX 75225	DIRECTOR AND SECRETARY 10.00	0	0	0
MARTHA PEAK ROCHELLE 7301 N. FM 620, SUITE 155-307 AUSTIN, TX 78726	DIRECTOR AND PRESIDENT 20.00	0	0	0
SANDRA A. FLANAGAN 5033 BRIDGE CREEK DRIVE PLANO, TX 75093-5705	DIRECTOR AND TREASURER 3.00	0	0	0
LAURA KATHERINE ROCHELLE 7301 N. FM 620, SUITE 155-307 AUSTIN, TX 78726	DIRECTOR & SECRETARY/TREASURER 2.00	0	0	0
JAMES A. ROCHELLE 7301 N. FM 620, SUITE 155-307 AUSTIN, TX 78726	VICE-PRESIDENT 2.00	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY ROAD CULVER, IN 46511	NONE PUBLIC		HUMANITIES CLASSROOM	75,000
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE STREET, SUITE 300 AUSTIN, TX 78751	NONE PUBLIC		GENERAL SUPPORT	200,000.
TOTAL CONTRIBUTIONS PAID				275,000.

**FILED**  
In the Office of the  
Secretary of State of Texas

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF FORMATION OF  
POTIZOMEN FOUNDATION**

**DEC 07 2011  
Corporations Section**

Pursuant to the provisions of the Texas Business Organizations Code, the undersigned nonprofit corporation desires to amend its certificate of formation and for that purpose submits the following certificate of amendment.

**ARTICLE ONE - ENTITY INFORMATION**

The name of the filing entity is: Potizomen Foundation.

The filing entity is a: Nonprofit Corporation.

The file number issued to the filing entity by the secretary of state is: 801290938.

The date of formation of the entity is: July 7, 2010.

**ARTICLE TWO - AMENDMENTS**

**Amended Name.** The amendment changes the certificate of formation to change the article or provision that names the filing entity. Article I is amended to read as follows:

The name of the filing entity is MARK Foundation.,

**Amended Registered Agent/Registered Office.** The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. Article IV is amended to read as follows:

The registered agent is a domestic organization by the name of Sharpe & Associates, PLLC. The business address of the registered agent and registered office address is 4925 Greenville Avenue, Suite 425, Dallas, Texas 75206.

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

**Directors.** Alter the following provision of the certificate of formation identifying the Board of Directors of the filing entity. Article V, Section (2) is amended to read as follows:

The number of directors constituting the Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the directors are:



Martha Peak Rochelle

7301 RR 620N, Suite 155-325  
Austin, Texas 78726

Laura Katherine Rochelle

7301 RR 620N, Suite 155-325  
Austin, Texas 78726

James A. Rochelle

7301 RR 620N, Suite 155-325  
Austin, Texas 78726

### ARTICLE THREE - STATEMENT OF APPROVAL

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

### ARTICLE FOUR - EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the secretary of state.

### ARTICLE FIVE - EXECUTION

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 12/1/11

By:   
Martha Peak Rochelle, President

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions.

Name of exempt organization or other filer, see instructions

POTIZOMEN FOUNDATION

Employer identification number (EIN) or

☒ 27-3024112

Number, street, and room or suite no. If a P.O. box, see instructions.

7301 N. FM 620, SUITE 155-307

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

AUSTIN, TX 78726

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

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

- The books are in the care of ► SANDRA A. FLANAGAN

Telephone No. ► 214 202-9846FAX No ► 972 403-1327

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2011 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	14,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	12,000.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	2,000.

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

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

Form **8868** (Rev. 1-2012)

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

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

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

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

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	POTIZOMEN FOUNDATION		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
	7301 N. FM 620, SUITE 155-307			
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
AUSTIN, TX 78726				

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **0 4**

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

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

• The books are in the care of **SANDRA A. FLANAGAN**

Telephone No. **214 202-9846**

FAX No. **972 403-1327**

• If the organization does not have an office or place of business in the United States, check this box ☐

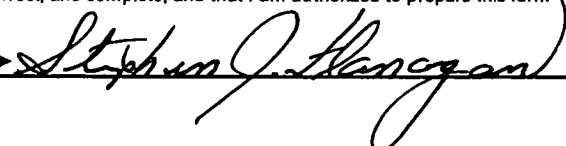
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **11/15, 2012**
- 5 For calendar year **2011**, or other tax year beginning . . . . ., 20 . . . . ., and ending . . . . ., 20 . . . . .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension **A REVIEW OF THE FINANCIAL STATEMENTS OF THE TAXPAYER HAS NOT YET BEEN COMPLETED. ACCORDINGLY, ADDITIONAL TIME IS RESPECTFULLY REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>14,000.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>14,000.</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	

**Signature and Verification must be completed for Part II only.**

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

Signature  Title **C. P. A.** Date **08/15/2012**