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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: SHIELD-AYRES FOUNDATION

A Employer identification number: 74-1938157

Number and street (or P O box number if mail is not delivered to street address): 115 E. TRAVIS

Room/suite: 1445

B Telephone number: 210-224-8839

City or town, state, and ZIP code: SAN ANTONIO, TX 78205-1693

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 20,170,254.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	6,000.	6,000.		
	4 Dividends and interest from securities	338,885.	338,885.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	627,833.			
	b Gross sales price for all assets on line 6a 11,792,588.				
	7 Capital gain net income (from Part IV, line 2)		627,833.		
	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	1,110,598.	1,110,598.		STATEMENT 1
	12 Total. Add lines 1 through 11	2,083,316.	2,083,316.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	975.	975.		0.
	b Accounting fees STMT 3	23,307.	23,307.		0.
	c Other professional fees STMT 4	298,761.	298,761.		0.
	17 Interest	35,253.	35,253.		0.
	18 Taxes STMT 5	802.	0.		0.
	19 Depreciation and depletion	24,334.	24,334.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	85,053.	85,053.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	468,485.	467,683.		0.
	25 Contributions, gifts, grants paid	1,626,751.			1,626,751.
	26 Total expenses and disbursements. Add lines 24 and 25	2,095,236.	467,683.		1,626,751.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<11,920.>			
	b Net investment income (if negative, enter -0-)		1,615,633.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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09380626 781334 64825-0004 2011.03050 SHIELD-AYRES FOUNDATION 64825-31

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	644,167.	4,367,977.	4,367,977.
	3 Accounts receivable ▶ 399,856.			
	Less allowance for doubtful accounts ▶	401,890.	399,856.	399,856.
	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	17,471.	19,237.	19,237.
	10a Investments - U.S and state government obligations STMT 7	520,747.	520,747.	661,330.
	b Investments - corporate stock STMT 8	9,816,253.	5,933,635.	6,060,547.
	c Investments - corporate bonds STMT 9	111,207.	109,338.	108,618.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	3,544,920.	3,681,914.	8,552,689.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	15,056,655.	15,032,704.	20,170,254.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	15,056,655.	15,032,704.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	15,056,655.	15,032,704.	
	31 **Total liabilities and net assets/fund balances**	15,056,655.	15,032,704.	

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	15,056,655.
2	Enter amount from Part I, line 27a	2	<11,920.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,044,735.
5	Decreases not included in line 2 (itemize) ▶ EXCISE TAX - 2010	5	12,031.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,032,704.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	11,792,588.		11,164,755.	627,833.

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

	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				627,833.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	627,833.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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	1,437,719.	18,448,816.	.077930
2009	1,384,655.	18,003,446.	.076911
2008	1,351,630.	19,980,938.	.067646
2007	1,390,445.	20,575,890.	.067576
2006	1,258,421.	19,013,955.	.066184

2	Total of line 1, column (d)	2	.356247
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.071249
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	20,833,911.
5	Multiply line 4 by line 3	5	1,484,395.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,156.
7	Add lines 5 and 6	7	1,500,551.
8	Enter qualifying distributions from Part XII, line 4	8	1,626,751.

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	16,156.
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	0.
3	Add lines 1 and 2		3	16,156.
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	16,156.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 12,040.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 12,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	24,540.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	8,384.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 8,384. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6		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.*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 ▶ N/A

14 The books are in care of ▶ SHIELD-AYRES FOUNDATION Telephone no. ▶210-224-8839

Located at ▶115 E. TRAVIS, #1445, SAN ANTONIO, TX ZIP+4 ▶78205-1693

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

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16		X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly).			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		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? ☐ Yes ☒ 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? ☒ Yes ☐ No			
b If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		X
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
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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	12,231,807.
b	Average of monthly cash balances		1b	3,018,867.
c	Fair market value of all other assets		1c	5,900,505.
d	Total (add lines 1a, b, and c)		1d	21,151,179.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	21,151,179.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	317,268.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	20,833,911.
6	**Minimum investment return.** Enter 5% of line 5		6	1,041,696.

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	1,041,696.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 16,156.		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	16,156.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,025,540.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,025,540.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,025,540.

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	1,626,751.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,626,751.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	16,156.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,610,595.

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				1,025,540.
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 140,367.				
b From 2007 389,772.				
c From 2008 391,323.				
d From 2009 503,173.				
e From 2010 539,340.				
f Total of lines 3a through e	1,963,975.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,626,751.				
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				1,025,540.
e Remaining amount distributed out of corpus	601,211.			
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	2,565,186.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	140,367.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	2,424,819.			
10 Analysis of line 9:				
a Excess from 2007 389,772.				
b Excess from 2008 391,323.				
c Excess from 2009 503,173.				
d Excess from 2010 539,340.				
e Excess from 2011 601,211.				

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

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

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

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

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))

SEE STATEMENT 12

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

PATRICIA SHIELD AYRES

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

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE NO. 15				1,626,750.
MAJESTY II-QP,LP #38-3565016	N/A			1.
Total			▶ 3a	1,626,751.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,000.	
4 Dividends and interest from securities			14	338,885.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	1,110,598.	
8 Gain or (loss) from sales of assets other than inventory			18	627,833.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		2,083,316.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,083,316.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
N/A	

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

▶ Patricia Shell Ayres 6/28/2012 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	LAWRENCE HAASS	LAWRENCE HAASS	06/26/12		P00066679
	Firm's name ▶ HAASS, LINDOW & CAMPSEY, P.C.			Firm's EIN ▶ 74-2386663	
	Firm's address ▶ 9901 IH 10 WEST, SUITE 730 SAN ANTONIO, TX 78230			Phone no 210-697-0660	

Form **990-PF** (2011)

123622
12-02-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a	MORGAN STANLEY SMITH BARNEY#620-23944-14	P	12/29/10	06/24/11
b	MORGAN STANLEY SMITH BARNEY#620-23944-14	P	VARIOUS	06/24/11
c	MORGAN STANLEY SMITH BARNEY#620-23941-17	P	VARIOUS	06/15/11
d	MORGAN STANLEY SMITH BARNEY#620-23941-17	P	VARIOUS	06/15/11
e	MORGAN STANLEY SMITH BARNEY#620-23935-15	P	VARIOUS	06/15/11
f	MORGAN STANLEY SMITH BARNEY#620-23935-15	P	VARIOUS	06/15/11
g	MAJESTY II-QP, LP	P	VARIOUS	06/15/11
h	MAJESTY II-QP, LP	P	VARIOUS	06/15/11
i	MORGAN STANLEY SMITH BARNEY#620-23941-17	P	VARIOUS	06/15/11
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	172.		167.	5.
b	560,617.		551,839.	8,778.
c	8,366,700.		7,907,713.	458,987.
d	2,642,116.		2,497,172.	144,944.
e	31,939.		34,178.	<2,239.>
f	147,101.		173,686.	<26,585.>
g	11,312.			11,312.
h	26,079.			26,079.
i	6,552.			6,552.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				5.
b				8,778.
c				458,987.
d				144,944.
e				<2,239.>
f				<26,585.>
g				11,312.
h				26,079.
i				6,552.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	627,833.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FRED W. SHIELD PARTNERSHIP	1,035,578.	1,035,578.	
ROYALTY INCOME	19,908.	19,908.	
MAJESTY PARTNERSHIP	52,923.	52,923.	
PROPERTY TAX REFUND	2,162.	2,162.	
MISCELLANEOUS INCOME	27.	27.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,110,598.	1,110,598.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	975.	975.		0.
TO FM 990-PF, PG 1, LN 16A	975.	975.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	23,307.	23,307.		0.
TO FORM 990-PF, PG 1, LN 16B	23,307.	23,307.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE	11,273.	11,273.		0.
INVESTMENT MANAGEMENT FEES	278,255.	278,255.		0.
APPRAISAL FEES	9,233.	9,233.		0.
TO FORM 990-PF, PG 1, LN 16C	298,761.	298,761.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	802.	0.		0.
TO FORM 990-PF, PG 1, LN 18	802.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	85,053.	85,053.		0.
TO FORM 990-PF, PG 1, LN 23	85,053.	85,053.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		520,747.	661,330.
TOTAL U.S. GOVERNMENT OBLIGATIONS			520,747.	661,330.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			520,747.	661,330.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	5,933,635.	6,060,547.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,933,635.	6,060,547.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	109,338.	108,618.
TOTAL TO FORM 990-PF, PART II, LINE 10C	109,338.	108,618.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	3,681,914.	8,552,689.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,681,914.	8,552,689.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M AYRES 115 E. TRAVIS SUITE 1445 SAN ANTONIO, TX 78205	TRUSTEE 0.00	0.	0.	0.
PATRICIA SHIELD AYRES 115 E. TRAVIS SUITE 1445 SAN ANTONIO, TX 78205	TRUSTEE 0.00	0.	0.	0.
ROBERT ATLEE AYRES 2408 KEATING LANE AUSTIN, TX 78703	TRUSTEE 0.00	0.	0.	0.
VERA AYRES BOWEN 4533 EAGLE FEATHER AUSTIN, TX 78735	TRUSTEE 0.00	0.	0.	0.
MARGARET AYRES 2408 KEATING LANE AUSTIN, TX 78703	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 12

NAME OF MANAGER

ROBERT M AYRES
PATRICIA SHIELD AYRES

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PATRICIA SHIELD AYRES
115 E. TRAVIS SUITE 1445
SAN ANTONIO TX, TX 78205

TELEPHONE NUMBER

210-224-8839

FORM AND CONTENT OF APPLICATIONS

1) A BRIEF HISTORY OF THE ORGANIZATION AND ITS WORK
2) A DESCRIPTION OF THE PROPOSED PROGRAM
3) THE SPECIFIC REQUEST TO THE SHIELD-AYRES FOUNDATION
4) A LIST OF THE TRUSTEES OR DIRECTORS
5) A CURRENT BUDGET AND FINANCIAL STATEMENT
6) THE LATEST AUDIT OR MOST RECENT FINANCIAL STATEMENT AND IRS FORM 990 FILED
7) A COPY OF THE LATEST VERIFICATION OF TAX EXEMPT STATUS FROM THE INTERNAL REVENUE SERVICE UNDER SECTION 170 OF THE IRS CODE

ANY SUBMISSION DEADLINES

APRIL 1 AND OCTOBER 1 EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

SUPPORTING SCHEDULE
December 31, 2011

ID# 74-1938157

PART XV, SUPPLEMENTARY INFORMATION - 3a

Recipients Name and Addresses	Relationship to Foundation Manager	Foundat Status	Purpose of Grant or Contribution	Amount
Adoption Coalition of Texas 2222 Western Trails,Suite 101 Austin, Texas 78745	N/A	Public	General Operating Funds	10,000
American Cancer Society 8115 Data Point Drive San Antonio, Texas 78229	N/A	Public	Cancer patient transportation program	10,000
American Friends Service Committee 804 Ethel Street Austin, Texas 78704	N/A	Public	General Operating Funds	15,000
ASAPROSAR / VECINOS 1100 Claire Avenue Austin, Texas 78703	N/A	Public	General Operating Funds	10,000
Audubon Texas 510 S. Congress, Suite 102 Austin, Texas 78704	N/A	Public	Bird populations in the Gulf coast	15,000
Austin Batcave P O Box 4762 Austin, Texas 78765	N/A	Public	Summer programs	10,000
Austin Tan Cerca de la frontera 3707 E MLK Blvd. Austin, Texas 78721	N/A	Public	Seed money for operating support	5,000
Avance - Austin 4818 E. Ben White Blvd , Suite 205 Austin, Texas 78741	N/A	Public	Parent-Education salary	10,000
Badgerdog Literary Publishing, Inc. P O Box 301209 Austin, Texas 78703-0021	N/A	Public	Writer's -in-the- schdols programs	10,000
Cactus Pear Music Festival P O Box 880 Converse, Texas 78109	N/A	Public	Free Community Concerts at CPMF	2,000
Camp Allen The Episcopal Diocese of Texas 18800 FM 362 Navasota, Texas 77868	N/A	Public	Camp Good News 2011	10,000
Capital Idea P.O Box 1784 Austin, Texas 78767	N/A	Public	Education services to families in Central Texas	6,000
Care Communities,The P O Box 16529 Austin, Texas 78761	N/A	Public	Care Partners programs	10,000
Children's Advocacy Center's of Texas, Inc. 1501 West Anderson Lane, Bldg. B-1 Austin, Texas 78757	N/A	Public	One-day training session for Forensic Interviewers	7,500
Church World Service P O Box 968 Elkhart, IN 46515	N/A	Public	Relief Efforts Earthquake in Japan	10,000
El Buen Samaritano Episcopal Mission 7000 Woodhue Drive Austin, Texas 78745	N/A	Public	Programs for low income families	35,000

STATEMENT NO. 15

Family Crisis Center,The 431 Old Austin Highway Bastrop, Texas 78602	N/A	Public	General Operating Funds	5,000
Four Way Books P O Box 535 New York, NY 10014	N / A	Public	General operating support	10,000
Friends of Writers P.O. Box 128 Marshfield, Vermont 05658	N/A	Public	Carol Houck Smith Scholarship Fund	5,000
Gilbert Leadership Conference - Texas A & M 401 George Bush Road College Station, Texas 77840	N/A	Public	General Operating Funds	10,000
Girlstart 1400 W Anderson Lane Austin, Texas 78757	N/A	Public	Education programs	2,500
Good Samaritan Community Services 1600 Saltillo San Antonio, Texas 78207	N/A	Public	Youth Development Services	10,000
Great Hills Baptist Church 10500 Jollyville Road Austin, Texas 78759	N / A	Public	Ministry in Sudan	25,000
Greenlights for Nonprofit Success 7703 N Lamar, Suite 400 Austin, Texas 78752	N/A	Public	General Operating Funds	10,000
Gulf Coast Bird Conservatory 103 Hwy 332 West Lake Jackson, Texas 77566	N/A	Public	General Operating Funds	10,000
Helping Hand Home for Children 3804 Avenue B Austin, Texas 78751	N/A	Public	Residential Care Facility services	10,000
Hill Country Conservancy P O Box 163125 Austin, Texas 78716	N/A	Public	USDA Farm and Ranchland Protection program	45,000
Meals on Wheels and More 3227 E 5th Street Austin, Texas 78702	N/A	Public	Prepare and distribute meals	10,000
People's Community Clinic 2009 N I - 35 Austin, Texas 78722	N/A	Public	The Center for Adolescent Health	10,000
Personal Energy Transportation Texas P O Box 941 Helotes, Texas 78023	N/A	Public	The "Gift of Mobility"	10,000
Prevent Child Abuse Texas 13740 Research Blvd. # R-4 Austin, TX 78750	N / A	Public	Awareness and Educators training programs	5,000
Samaritan Center for Counseling and Pastoral Care 8956 Research Blvd, Bldg 2 Austin, Texas 78758	N/A	Public	General Operating Funds	10,000
SAMMinistries 5254 Blanco Road San Antonio, Texas 78216	N/A	Public	Out-of-school time childcare programs	10,000
San Antonio River Foundation P O Box 830045 San Antonio, Texas 78283	N/A	Public	Mission Reach operating funding	15,000
Society of Anglican Missionaries and Senders P O Box 399 Ambridge, PA 15003-0399	N/A	Public	Media Production and Training Center in East Africa	10,000

Southwestern Diabetic Foundation P.O Box 918 Gainesville, Texas 76241	N/A	Public	Children to attend Camp Sweeney	5,000
St. Vincent House 2817 Post Office Street Galveston, Texas 77550	N/A	Public	Alternative Educational Center	15,000
Talitha Koum Institute 1311 Clay Avenue Waco, Texas 76706	N/A	Public	General Operating Funds	7,500
Teach for America 315 W 36th Street, 6th Floor New York, NY 10018	N/A	Public	2011-2012 for 78 new corps members in San Antonic	50,000
Texas Agricultural Land Trust P.O Box 6152 San Antonio, Texas 78209	N/A	Public	Land conservation conference	10,000
Texas Association For Infant Mental Health 1199 S. Beltline Road, Suite 100 Coppell, Texas 75019	N/A	Public	A Brighter Future for Texas Infants and Toddlers	10,000
Texas Civil Rights Project 1405 Montopolis Drive Austin, Texas 78741-3438	N/A	Public	Violence Against Women's Act	10,000
Texas League for Conservation Voters Education Fund 44 East Avenue Austin, Texas 78701	N/A	Public	General Operating Funds	5,000
Texas Water Mission P O Box 6885 San Antonio, Texas 78209	N/A	Public	Operations in Paraiso district in Honduras	8,500
Therapy PET PALS of Texas 3930 Bee Cave Road, Suite C Austin, Texas 78746	N/A	Public	Pet Visitation program	1,500
Unicorn Centers, Inc. 4630 Hamilton Wolfe Road San Antonio, Texas 78229	N/A	Public	General Operating Funds	5,000
University of Texas at Austin (ACE Program) P O Box 7726 Austin, Texas 78713	N/A	Public	Education & Early Literacy Tutoring 2011-2012	10,000
Uplift Austin Fund 2711 East 22nd Street Austin, Texas 78722	N/A	Public	Design Innovations program	10,000
Westcave Preserve 24814 Hamilton Pool Road Round Mountain, Texas 78663	N/A	Public	Environmental Education programs	20,000
Winston School, The 8565 Ewing Halsell Drive San Antonio, Texas 78229	N/A	Public	Tuition Assistance Program for 2011-2012	5,000
Wonders & Worries 9101 Burnet Road, Suite 107 Austin, Texas 78758	N/A	Public	General Operating Funds	20,000
Worker's Defense Project 5604 Manor Road Austin, Texas 78723	N/A	Public	Community Garden Project	5,000
People Fund 2921 East 17th Street, Building D - Suite 1 Austin, Texas 78702	N/A	Public	General Operating Funds	2,250

STATEMENT NO. 15

A Rocha P.O. Box 1338 Fredericksburg, Texas 78624	N/A	Public	Operating funds for Big Springs Ranch in Leakey, TX	25,000
Any Baby Can - Austin 1121 East 7th Street Austin, Texas 78702	N/A	Public	Family health programs	10,000
Assistance League of San Antonio P.O. Box 13130 San Antonio, Texas 78213	N/A	Public	Operation School Bell program	5,000
Austin Classical Guitar Society P.O Box 4072 Austin, Texas 78765	N/A	Public	Educational outreach project	10,000
Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 02001-5603	N/A	Public	Hunger Justice Leaders program 2012	30,000
Breast Cancer Resource Centers of Texas P.O Box 300040 Austin, Texas 78703	N/A	Public	General Operating Funds	7,000
Big Brothers Big Sisters of South Texas 202 Baltimore Avenue San Antonio, Texas 78205	N/A	Public	Mentors for the Beyond School Walls programs	5,000
Camp Fire Usa Balcones Council 1603 E. 38 1/2 Street Austin, Texas 78722	N/A	Public	Volunteer recruits, training and deployment VISTA	10,000
Capital Area Food Bank of Texas, Inc. 8201 South Congress Avenue Austin, Texas 78745	N/A	Public	Eliminate Hunger in Central Texas program	40,000
Casa Marianella 821 Gunter Street Austin, Texas 78702	N/A	Public	Posada Esperanza Shelter and legal services	15,000
Child Advocates San Antonio 406 San Pedro San Antonio, Texas 78212	N/A	Public	To recruit, train and supervise volunteers	15,000
Children's Bereavement Center of South Texas 205 W Olmos Drive San Antonio, Texas 78212	N/A	Public	Peer support group costs at the center	15,000
Church World Service P O. Box 968 Elkhart, Indiana 46515	N/A	Public	Kadokoi project in Kenya	20,000
Cloud Forest School Foundation 5 Emory Avenue Cazenovia, New York 13035	N/A	Public	Building staff / faculty home on the school campus	15,000
Colorado River Foundation P.O. Box 50029 Austin, Texas 78763	N/A	Public	Environmental science education project	10,000
Communities in Schools - San Antonio 1616 East Commerce Street, Building 1 San Antonio, Texas 78205	N/A	Public	For the 2011-2012 programs	10,000
Family Legacy Missions International 5005 W Royal Lane, Suite 252 Irving, Texas 75063	N/A	Public	General Operating Funds	40,000
For The City 500 East St. John's, Suite 105 Austin, Texas 78752	N/A	Public	General Operating Funds	5,000
GENaustin P O Box 3122 Austin, Texas 78704	N/A	Public	General Operating Funds	15,000

Green Spaces Alliance of South Texas P O Box 6250 San Antonio, Texas 78209	N/A	Public	Land Conservation programs	15,000
Haven for Hope One Haven for Hope Way San Antonio, Texas 78207	N/A	Public	General Operating Funds	10,000
Healthy Futures of Texas 2300 West Commerce Street, Suite 203 San Antonio, Texas 78207	N/A	Public	Educational programs	10,000
Hispanic Religious Partnership for Community Health 1701 W Woodlawn San Antonio, Texas 78201	N/A	Public	Health and human service programs	5,000
International Festival Institute at Round Top P.O. Box 89 Round Top, Texas 78934	N/A	Public	For the 11th Annual Poetry Forum	7,500
Kendall County Women's Shelter 234 W Bandera # 193 Boerne, Texas 78006	N/A	Public	Capital Campaign for the Women's shelter	15,000
KUT Radio of University of Texas 1 University Station A0704 Austin, Texas 78712	N/A	Public	General Operating Funds	25,000
Manos de Cristo 4911 Harmon Avenue Austin, Texas 78751	N/A	Public	To underwrite affordable dental health services	5,000
Morningside Ministries 700 Babcock Road San Antonio, Texas 78201	N/A	Public	General Operating Funds	10,000
National Center for Missing and Exploited Children 8668 Spicewood Springs Road, Suite 200 Austin, Texas 78758	N/A	Public	General Operating Funds	7,000
National Domestic Violence Council on Family Violence P.O Box 161810 Austin, Texas 78716	N/A	Public	Hotline advocate training program	10,000
National Wildlife Federation 44 East Avenue, Suite 200 Austin, Texas 78701	N/A	Public	Texas Living Waters project	25,000
Open Door Preschool 3604 Cherrywood Road Austin, Texas 78722	N/A	Public	Project Helping Hand	10,000
Our Lady of the Lake University 411 S W 24th Street San Antonio, Texas 78207	N/A	Public	2012 Visiting Writers program	5,000
People's Community Clinic 2909 I H - 35 Austin, Texas 78729	N/A	Public	Healthy Teens:The center for adolescent health	10,000
Regents School of Austin 3230 Travis County Circle Austin, Texas 78735	N/A	Public	General Operating Funds	20,000
SPCK - USA P O Box 879 Sewanee, TN 37375-0879	N/A	Public	General Operating Funds	2,500
St. Anthony's Catholic School 205 W Huisache Avenue San Antonio, Texas 78212	N/A	Public	Capital Campaign	5,000

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St. Mary's Sewanee P.O. Box 188 Sewanee, TN 37375	N/A	Public	Capital Campaign	40,000
Saint Louise House 2026 Guadalupe Street Austin, Texas 78705	N/A	Public	Safe housing programs for women and children	5,000
San Antonio Aids Foundation 818 E. Grayson Street San Antonio, Texas 78208	N/A	Public	Transitional living program at the Carson House	10,000
Seton Home 1115 Mission Road San Antonio, Texas 78210	N/A	Public	Safe Shelter program	10,000
Sustainable Food Center 1106 Clayton Lane, Suite 480 W Austin, Texas 78723	N/A	Public	Healthy Communities project at the center	10,000
Texas Freedom Network Educational Fund P.O Box 1624 Austin, Texas 78767	N/A	Public	General Operating Funds	10,000
Texans Together Education Fund 221 E 9th Street, Suite 403 Austin, Texas 78701	N/A	Public	General Operating Funds	10,000
Texas Land Trust Council P.O. Box 29232 Austin, Texas 78755	N/A	Public	General Operating Funds	20,000
The Texas Tribune 823 Congress Avenue, Suite 210 Austin, Texas 78701	N/A	Public	Support of the nonpartisan interest journalism	10,000
Theatre Action Project 701 Tillery Street Austin, Texas 78702	N/A	Public	Changing lives youth theatre ensemble	5,000
Trans Pecos Water & Land Trust 112 West Texas Street Marfa, Texas 79843	N/A	Public	General Operating Funds	15,000
Transplants for Children 7550 I -10 W , Suite 104 San Antonio, Texas 78229	N/A	Public	Family crisis funding program	10,000
Travis Audubon 3710 Cedar Street, Box 5 Austin, Texas 78705	N/A	Public	Conservation and education at Blair Woods	10,000
U. S. Fund for UNICEF 125 Maiden Lane New York, NY 10038-4912	N/A	Public	Emergency relief for nutrition in the Horn of Africa	20,000
Wright House Wellness Center 4301 - B North IH-35 Austin, Texas 78722	N/A	Public	Disease prevention and education programs	5,000
YWCA of Greater Austin 2015 S. IH-35 # 110 Austin, Texas 78741	N/A	Public	Expansion of programs to adolescent girls	10,000
ACCION Texas - Louisiana 2014 S Hackberry Street San Antonio, Texas 78210	N/A	Public	General Operating Funds	15,000
Baptist Peace Fellowship 4800 Wedgewood Drive Charlotte, NC 28210	N/A	Public	Database and computer updates	10,000
Cibolo Nature Center 140 City Park Road Boerne, Texas 78006	N/A	Public	Cibolo Conservation Corridor	20,000

Environmental Defense Fund 444 East Avenue Austin, Texas 78701	N/A	Public	Conservation Initiatives	25,000
Gemini Ink 513 South Presa Street San Antonio, Texas 78205	N/A	Public	General Operating Funds	15,000
Healey Murphy Center 618 Live Oak San Antonio, Texas 78202	N/A	Public	Capital Campaign	10,000
Hill Country Alliance 15315 Highway 71 West Bee Cave, Texas 78738	N/A	Public	For the 2009 Program goals	20,000
Land Trust Alliance 1660 L Street NW, Suite 1100 Washington, DC 20036-5635	N/A	Public	Conservation Initiatives in Texas	50,000
Land Trust for Tennessee 209 10th Avenue South, Suite 530 Nashville, TN 37203	N/A	Public	Fiery Gizzard project	25,000
Land Trust for Tennessee 209 10th Avenue South, Suite 530 Nashville, TN 37203	N/A	Public	General Operating Funds	10,000
Providence Catholic Highschool 1215 N St Mary's Street San Antonio, Texas 78215	N/A	Public	Tuition assistance for 10 students	10,000
Southwestern University P.O Box 770 Georgetown, Texas 78267-0770	N/A	Public	Environmentally based internships	10,000
St. Andrew's Sewanee 290 Quintard Road St Andrew, TN 37372-4000	N/A	Public	Capital Campaign	10,000
Sul Ross University P.O Box C-16 Alpin, Texas 70832	N/A	Public	Ecology of Mountain Lions in the Davis Mountains	25,000
Texans Care for Children 811 Trinity Street, Suite A Austin, Texas 78701	N/A	Public	General Operating Funds	20,000
Trinity Center 304 E 7th Street Austin, Texas 78701	N/A	Public	Service for the San Antonio homeless	15,000
Waco Community Development 1624 Colcord Waco, TX 76707	N/A	Public	Parental Engagement project	10,000
YMCA of Austin 1402 E Cesar Chavez Austin, Texas 78702	N/A	Public	East Communities Branch	30,000
				$1,626,750

STATEMENT NO. 15

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2011
Schedule #1

	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(e)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I D # 74-1003570 Year Ended December 31, 2011												
5114	Omn James	8,135 00	-	-	8,135 00	-	-		8,135 00	-	-	8,135 00
5124	Ruth Reynolds,											
5126	Ned Smith, &	20,819 00	-	-	20,819 00	17 63	4 93		20,801 37	4 93	-	20,806 30
5128	William H Bryan											
5138	Emelie Montel	438 00	-	-	438 00	-	-		438 00	-	-	438 00
5158	W F Martin RI	7,010 00	-	-	7,010 00	-	-		7,010 00	-	-	7,010 00
5161	Billeaud Planters	16,611 00	-	-	16,611 00	82.89	12.89		16,528 11	12 89	-	16,541 00
5166	Morgan Estate	2,522.00	-	-	2,522.00	5 30	0 70		2,516 70	0 70	-	2,517 40
5167	C R Crews	87,405 00	-	-	87,405 00	134 63	25 48		87,270 37	25 48	-	87,295 85
5168	John A Byerly &											
5510	G T Hall	1,338 00	-	-	1,338 00	3 16	0 45		1,334 84	0 45	-	1,335 29
5187	W A. Boothe	-	-	-	-	-	-		-	-	-	-
5194	Willis A. Roberson	568 00	-	-	568 00	-	-		568 00	-	-	568 00
5228	Ida Duncan	9,633 00	-	-	9,633 00	-	-		9,633.00	-	-	9,633 00
5231	Mary Bloodworth	214 00	-	-	214 00	0 04	0 04		213 96	0 04	-	214 00
5236	Clara Couch	6,815 00	-	-	6,815 00	0 57	0 15		6,814 43	0 15	-	6,814 58
5237	W C Montgomery	3,448 00	-	-	3,448 00	0 18	0 04		3,447 82	0 04	-	3,447 86
5239	Herman Petteway,											
5793	Frank Harris &	45,523 00	-	-	45,523 00	59 55	21 57		45,463 45	21 57	-	45,485 02
8185	Frank Harris											
5240	T E Vestal	215 00	-	-	215 00	-	-		215 00	-	-	215 00
5242	Ray Albaugh "A"	37,370 00	-	-	37,370 00	604 12	176 06		36,765 88	176 06	-	36,941 94
5243	Everitt Turner	-	-	-	-	-	-		-	-	-	-
5244	Helen Reed	120 00	-	-	120 00	-	-		120 00	-	-	120 00
5249	Berthold Bade,											
5256	Martha Dreier,											
5259	Amalia Hasdorff, &	7,702 00	-	-	7,702 00	68 60	18 05		7,633 40	18 05	-	7,651 45
5262	Ed Koenig, Jr											
5251	Otto Gerhold	-	-	-	-	-	-		-	-	-	-
5254	E C Brandt	-	-	-	-	-	-		-	-	-	-
5255	Lorraine Busby	-	-	-	-	-	-		-	-	-	-
5273	W G Schome &											
5569	W L Roetter	1,588 00	-	-	1,588 00	-	-		1,588 00	-	-	1,588 00
5281	Joseph Glecker	-	-	-	-	-	-		-	-	-	-
5298	Walter W Buck &											
5299	Dora E Cunningham	11,190 00	-	-	11,190 00	85 30	3 94		11,104 70	3 94	-	11,108 64
5297	Gertrude Chilton	32,052 00	-	-	32,052.00	553 85	31 29		31,498 15	31.29	-	31,529 44
5298	R.A Cox	381 00	-	-	381 00	0 00	-		381 00	-		381 00
5300	John A King	46,059 00	-	-	46,059 00	3,172 08	301 10		42 886 92	301 10	-	43,188 02
5303	William Howard	23,346 00	-	-	23,346 00	306 62	53 42		23 039 38	53 42	-	23,092 80
5318	Virlen Clinton	23,130 00	-	-	23,130 00	116 72	34 01		23,013.28	34 01	-	23,047 29
5328	W W Moore	-	-	-	-	-	-		-	-	-	-
5354	D G Sampson	658 00	-	-	658 00	-	-		658 00	-	-	658 00
5359	South Texas Syndicate	22,719 00	-	-	22,719 00	-	-		22,719 00	-	-	22,719 00
5360	R A Williams Mi &											
5361	Walter Ewers MI	22,344 00	-	-	22,344 00	-	-		22,344 00	-	-	22,344 00
5371	Lona Clark RI,											
5372	D L Williams RI,											
5374	Ella Emerson RI,											
5376	Will Hornung Estate RI,											
5377	Hicks Williams RI											

STATEMENT NO. 16

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2011
Schedule #1

	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I D # 74-1003570 Year Ended December 31, 2011												
5380	Maud Week RI,	92,674 67	-	-	92,674 67	1,494 94	213 87		91,179 73	213 87	-	91 393 60
5381	J D Maguglin RI,											
5382	George Maguglin RI,											
5635	C O Lippard RI,											
5636	Wyatt Cumy RI,											
5726	Robert Rokohl RI,											
8140	M.E. Crawford,											
8141	Wyatt Cumy,											
8142	Edward Rokhol,											
8143	Maude Weed,											
8144	J C Dillworth,											
8145	W A. Friedle,											
8146	Jesse Maguglin,											
8147	T L. Ruckman &											
8148	Hicks Williams											
5383	W H Striebeck, Jr RI	43,495 00	-	-	43,495 00	9,941 77	-		33,553 23	-	-	33 553 23
5384	Charles Dare RI	18,043 00	-	-	18,043 00	6,820 12	-		11,222 88	-	-	11,222 88
5386	C L. Tullis RI,											
9108	Harry Geffert,											
9149	Block 85,	15,116 00	-	-	15,116 00	2,871 59	315 69		12,244 41	315 69	-	12,560 10
9150	Block 85 ORR &											
9151	Block 88											
5393	Eva Wainright RI &											
5397	B W Broaddus RI	4,620 00	-	-	4,620 00	9 63	1 61		4,610 37	1 61	-	4,611 98
5405	J E Murphy MI	5,705 00	-	-	5,705 00	-	-		5,705 00	-	-	5,705 00
5415	D W Rhode	243,323 00	-	-	243,323 00	46,424 53	4,698 48		196,898 47	4,698 48	-	201,596 95
5418	E L Harrington MI,											
5420	L N Wisentainer RI &	7,181 00	-	-	7,181 00	162 41	58 49		7,018 59	58 49	-	7,075 08
9110	E L Harrington											
5426	Mary E Campbell	7,143 00	-	-	7,143 00	167 97	34 83		6,975 03	34 83	-	7,009 86
5433	O I Langham Fee	64,344 00	-	-	64,344 00	-	-		64,344 00	-	-	64 344 00
5434	N J O'Sullivan MI	290 00	-	-	290 00	-	-		290 00	-	-	290 00
5447	W H Reese MI	1,140 00	-	-	1,140 00	-	-		1,140 00	-	-	1,140 00
5448	W Z. Rutherford #2 MI &											
5449	W Z Rutherford MI	1,674 00	-	-	1,674 00	-	-		1,674 00	-	-	1,674 00
5451	Ollie Sparks MI	610 00	-	-	610 00	-	-		610 00	-	-	610 00
5458	C Adernolt MI,											
5459	C Adernolt "A" RI,											
5460	Wanda Hanks RI											
5462	D C Clark MI,											
5463	E M Erskine MI,	191,733 00	-	-	191,733 00	3,383 42	497 96		188,349 58	497 96	-	188,847 54
5464	J C Hall MI,											
5465	F E Lamotte MI,											
5767	Julie Meiners Estate,											
5769	Julia Meiners Estate "A", &											
8162	Helen Hawk Ellis											
5466	J Fred Diebel RI	1,695 00	-	-	1,695 00	-	-		1,695 00	-	-	1,695 00
5468	W H Moritz	2,985 00	-	-	2,985 00	5 92	0 56		2,979 08	0 56	-	2,979 64
5489	L B Blanchard RI &											
5490	O E Hardin Estate RI	1,002 00	-	-	1,002 00	-	-		1,002 00	-	-	1,002 00
5498	Thorton Davis	9 390 00	-	-	9,390 00	80 54	8 20		9 309 46	8 20	-	9,317 66

STATEMENT NO. 16

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2011
Schedule #1

PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership											
I D # 74-1003570 Year Ended December 31, 2011											
5505 J N Eden,											
5506 F R Rampy,											
5507 L A. Rampy,	9,668 00	-	-	9,668 00	17 40	0 78		9,648 60	0 78	-	9,649 38
5508 G W Ware, &											
5509 V C Wortham											
5511 J E Parker	40,925 00	-	-	40,925 00	439 78	51 95		40,485.22	51 95	-	40,537 17
5514 A O Schumann	38,342 00	-	-	38,342 00	91 45	12.09		38,250 55	12 09	-	38,262 64
5515 O H Pfeill,											
5516 O G Tumlinson,											
5517 J C Wallace, &	87,204 00	-	-	87,204 00	2,206 70	154 15		84,997 30	154 15	-	85,151 45
5518 Claire Pearstone											
5525 T W Rhodes,											
5526 Page Estate &	904 00	-	-	904 00	-	-		904 00	-	-	904 00
5527 W B Massey											
5529 Henderson Estate &											
5533 Tom Strauch	2,551 00	-	-	2,551 00	-	-		2,551 00	-	-	2,551 00
5530 Tuttle and Williams &											
5744 H C Wood Orr	1,504 00	-	-	1,504 00	-	-		1,504 00	-	-	1,504 00
5535 Julia Nott Waugh	17 00	-	-	17 00	-	-		17 00	-	-	17 00
5537 Porter Hanks	-	-	-	-	-	-		-	-	-	-
5538 J B Davis	1,467 00	-	-	1,467 00	-	-		1,467 00	-	-	1,467 00
5540 Laura D Shaw	96,352 00	-	-	96,352 00	1,778 38	185 17		94,573 62	185 17	-	94,738 79
5542 Amos Madison &											
5543 Ola Madison	26 00	-	-	26 00	-	-		26 00	-	-	26 00
5545 James Champion &											
5548 Joe Venters	1,518 00	-	-	1,518 00	0 15	0 15		1,517 85	0 15	-	1,518 00
5547 George Clark	2,720 00	-	-	2,720 00	-	-		2,720 00	-	-	2,720 00
5551 Earna Lee Ekholm Ml	1,047 00	-	-	1,047 00	-	-		1,047 00	-	-	1,047 00
5557 Leonard F Lindsey,											
5783 Hughes Smith Orr,											
5784 Annie Todd Orr,	77,493 00	-	-	77,493 00	4,014 42	347 74		73,478 58	347 74	-	73,826 32
5785 Kenneth L. Coffman,											
6131 Hughes Smith, &											
6132 Kenneth Coffman											
5558 H H Jameson	25,425 00	-	-	25,425 00	-	-		25,425 00	-	-	25,425 00
5559 Nannie Ash &											
5561 Dan Auld Orr	3,180 00	-	-	3,180 00	-	-		3,180 00	-	-	3,180 00
5560 Annie Leola Cummings	8,523 00	-	-	8,523 00	22 27	3 87		8,500 73	3 87	-	8,504 60
5562 Ernest C Gay	10,239 00	-	-	10,239 00	2.65	0 21		10,236 35	0 21	-	10,236 56
5563 F C Roensch	3,501 00	-	-	3,501 00	7 73	1 53		3,493 27	1 53	-	3,494 80
5565 T B Tubb	437,190 00	-	-	437,190 00	35 761 40	5,663 39		401,428 60	5,663 39	-	407,091 99
5568 George W Alves	216 00	-	-	216 00	-	-		216 00	-	-	216 00
5568 Paul Lang	4,356 00	-	-	4,356 00	-	-		4,356 00	-	-	4,356 00
5571 W H Riedel	10 00	-	-	10 00	-	-		10 00	-	-	10 00
5573 Escapule &											
5574 Perez	884 00	-	-	884 00	-	-		884 00	-	-	884 00
5575 C W Shafer	23,906 00	-	-	23,906 00	1 73	0 35		23,904 27	0 35	-	23,904 62
5576 Jessie Mae Williamson,											
5577 Alma Thomas,											
5579 Thalbert R Thomas, &	67,405 00	-	-	67,405 00	266 58	58 93		67,138 42	58 93	-	67,197 35
5701 H E Cummins											

STATEMENT NO. 16

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2011
Schedule #1

	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I D # 74-1003570 Year Ended December 31, 2011												
5580	Tom E. Cockrill	1,088 00	-	-	1,088 00	-	-		1,088 00	-	-	1,088 00
5582	Jennie Ray Kauffman	261 00	-	-	261 00	-	-		261 00	-	-	261 00
5588	E O Jacob	4,100 00	-	-	4,100 00	121 13	2.70		3,978 87	2 70	-	3,981 57
5589	Elmo Reed,											
5591	S H. Reed, &	11,703 00	-	-	11,703 00	73 18	17 78		11,629 84	17 78	-	11,647 62
5593	Lottie Lee Shaper										-	
5590	Carl Wesse	1,096 00	-	-	1,096 00	-	-		1,096 00	-	-	1,096 00
5594	A S LeBleu &										-	
5595	Grace Keller	43,740 00	-	-	43,740 00	2,000 83	40 38		41,739 17	40 38	-	41,779 55
5596	McElreath-Suggett &										-	
5597	J E. Malone	26,022 00	-	-	26,022.00	924 05	101 43		25,097 95	101 43	-	25,199 38
5598	Zillah Hausen	681 00	-	-	681 00	0 12	0 12		680 88	0 12	-	681 00
5599	M. L. Kendrick	2,165 00	-	-	2,165 00	-	-		2,165 00	-	-	2,165 00
5602	S J Logan &											
5603	H N Parks	29,618 00	-	-	29,618 00	33 52	-6 81		29,584 48	6 81	-	29,591 29
5605	Fred S Robbins	12,576 00	-	-	12,576 00	6 28	0 85		12,569 72	0 85	-	12,570 57
5610	Leo Craigen	8,952 00	-	-	8,952.00	-	-		8,952.00	-	-	8,952 00
5611	Mrs. A. M Kelsey Bass &											
9105	Kelsey - Bass	1,260 00	-	-	1,260 00	-	-		1,260 00	-	-	1,260 00
5612	A. M. Martinez	2,588 00	-	-	2,588 00	-	-		2,588 00	-	-	2,588 00
5616	J C Bramball	28,293 00	-	-	28,293 00	491 73	63 78		27,801 27	63 78	-	27,865 05
5617	Joe H Conway,											
5619	Francis Gaunitt,											
5620	E C Hardin,											
5625	B J Schendel,											
5627	J E Steed,											
5628	J E. Steed Orr,	15,534 00	-	-	15,534 00	227 40	18 40		15,306 60	18 40	-	15,325 00
5630	L W Stieren,											
5631	D W Vickers, &											
5632	C H Wolfmeuller											
5623	D E. Lyons	220 00	-	-	220 00	-	-		220 00	-	-	220 00
5624	R J Moczygemba,											
8189	August Moczygemba &	8 227 00	-	-	8,227 00	-	-		8,227 00		-	8,227 00
8192	Clem Moczygemba											
5629	Sally J Treadwell	3,854 00	-	-	3,854 00	-	-		3,854 00	-	-	3,854 00
5633	D R Coleman &											
9109	W B Coleman	307,184 00	-	-	307,184 00	16,321 87	1,890 40		290,862 13	1,890 40	-	292,752 53
5634	Frank C Goodwin RI	100,782.00	-	-	100,782 00	2,395 13	293 18		98 386 87	293 18	-	98,680 05
5639	B W Dove RI	178 00	-	-	178 00	-	-		178 00	-	-	178 00
5640	Gregg Lawrence MI	2,214 00	-	-	2,214 00	-	-		2,214 00	-	-	2,214 00
5641	Ellen Atkinson ORR,											
5642	Ellen Atkinson RI,	14 092 00	-	-	14,092 00	-	-		14,092 00	-	-	14,092 00
5643	Ellen Atkinson &											
5645	Sam Atkinson RI											
5644	D W Rhode & W H Spears	9,300 00	-	-	9,300 00	-	-		9,300 00	-	-	9,300 00
5648	L Keck MI	106 00	-	-	106 00	-	-		106 00	-	-	106 00
5650	Guaranty Title & Trust Co	3 00	-	-	3 00	-	-		3 00	-	-	3 00
5652	Myrtle Stockton RI	7,062 00	-	-	7,062 00	-	-		7,062 00	-	-	7,062.00
5654	Louis A. Yates MI & ORR	3,449 511 00	-	-	3 449,511 00	2 347,109 83	40 371 98		1,102,401 17	40,371 98	-	1,142,773 13
5655	C B Granbury MI	45,162 00	-	-	45,162 00	235 24	38 97		44,926 76	38 97	-	44,965 73
5657	L E Fite etc. &											

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Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2011
Schedule #1

	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I D # 74-1003570 Year Ended December 31, 2011												
5660	Ola McCann RI	9,858 00	-	-	9,858 00	7 04	7 04		9,850 96	7 04	-	9,858 00
5658	W F Lovett RI &											
5662	Otto Blumberg RI	9 00	-	-	9 00	-	-		9 00	-	-	9 00
5659	J C Burrows RI	14,073 00	-	-	14,073 00	21 62	4 48		14,051 38	4 48	-	14,055 86
5663	R F Brown MI &											
5721	Helen B Currier MI	34,388 00	-	-	34,388 00	257 60	69 76		34,128 20	69 76	-	34,197 96
5664	Amanda McKinney RI	1,040 00	-	-	1,040 00	-	-		1,040 00	-	-	1,040 00
5666	W H Crawford MI	3,849 00	-	-	3,849 00	-	-		3,849 00	-	-	3,849 00
5667	R A. Alford MI	294 00	-	-	294 00	-	-		294 00	-	-	294 00
5670	Mary Ley RI	1,298 00	-	-	1,296 00	-	-		1,296 00	-	-	1,296 00
5672	Ruth Stevens RI	46,560 00	-	-	46,560 00	3,890 30	341 98		42,669 70	341 98	-	43,011 68
5673	M E Crum MI &											
5674	M E Crum ORR	11,950 00	-	-	11,950 00	11 99	2 34		11,938 01	2 34	-	11,940 35
5675	J C Malone	222.00	-	-	222.00	-	-		222 00	-	-	222.00
5676	J C Keller	142,920 00	-	-	142,920 00	10,815 69	1,535 75		132,104 31	1,535 75	-	133,640 06
5677	Ll Ramirez	15 00	-	-	15 00	5 79	0 22		9 21	0 22	-	9 43
5679	Clyde Beck	746 00	-	-	746 00	-	-		746 00	-	-	746 00
5681	Paul Lisso & Weeks Orr	3,215 00	-	-	3,215 00	-	-		3,215 00	-	-	3,215 00
5683	W H Tupper	8,443 00	-	-	8,443 00	486 60	26 70		7,956 40	26 70	-	7,983 10
5685	Harriet Gobble Mertz	10,896 00	-	-	10,896 00	942.19	942.19		9,953 81	942 19	-	10,896 00
5686	Dave Luke,											
5687	E. F Marin, &	1,666 00	-	-	1,666 00	-	-		1,666 00	-	-	1,666 00
5688	Margaret Wooster											
5689	C P Motty	11,067 00	-	-	11,067 00	-	-		11,067 00	-	-	11,067 00
5690	Allen Belaire &											
9118	Earth Unit	2,685 00	-	-	2,685 00	-	-		2,685 00	-	-	2,685 00
5691	Johnson Evans	54 00	-	-	54 00	-	-		54 00	-	-	54 00
5692	Ellra Gann	5,794 00	-	-	5,794 00	18 17	6 55		5,775 83	6 55	-	5,782.38
5693	John L. Muncy	18,494 00	-	-	18,494 00	100 44	13 93		18,393 56	13 93	-	18,407 49
5697	John A. Myers -											
	Western & Southern Life Ins	3,093 00	-	-	3,093 00	-	-		3,093 00	-	-	3,093 00
5698	Jess Goodwin &											
5699	Helen Lindley	27,738 00	-	-	27,738 00	329 60	73 62		27,408 40	73 62	-	27,482 02
5700	G R & J A. Thomas	1,264 00	-	-	1,264 00	-	-		1,264 00	-	-	1,264 00
5702	Ida McDonald	7,356 00	-	-	7,356 00	-	-		7,356 00	-	-	7,356 00
5704	T L Griffin &											
8134	T L Griffin	13,939 67	-	-	13,939 67	-	-		13,939 67	-	-	13,939 67
5710	Anita Henchman	904 00	-	-	904 00	-	-		904 00	-	-	904 00
5719	Hattie Reed Duncan	612.00	-	-	612 00	-	-		612 00	-	-	612 00
5722	O D Gholsom &											
5723	T A. Upshaw RI	111,865 00	-	-	111,865 00	2,833 36	164 55		108,831 64	164 55	-	108,996 19
5731	C C Cannon #1,											
5732	C C Cannon #2,	9,285 00	-	-	9,285 00	146 42	32 73		9 118 58	32 73	-	9 151 31
5733	C C Cannon #3, &											
6165	Charles Cannon											
5752	Burton McCullum	-	-	-	-	-	-		-	-	-	-
5759	Mary A Reynolds RI	23,559 00	-	-	23,559 00	-	-		23,559 00	-	-	23,559 00
5771	Bertha Clay RI &											
8177	Bertha Clay	64 33	-	-	64 33	-	-		64 33	-		64 33
5777	Donald S Bell	3,923 00	-	-	3,923 00	2 53	0 64		3,920 47	0 64	-	3,921 11
5787	E L Dismukes,											

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San Antonio, Texas
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Schedule #1

	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I D # 74-1003570 Year Ended December 31, 2011												
5855 5869	Rosa E. Crenshaw, & E. L. Dismukes #2	14 668 00	-	-	14,668 00	88 93	12.84		14,579 07	12 64	-	14,591 71
5796	J P Lewis RI	3,064 00	-	-	3,064 00	-	-		3,064 00	-	-	3,064 00
5800	Fred W Volz	29,035 00	-	-	29,035 00	738 18	213 00		28,298 84	213 00	-	28,511 84
5818 8154 8155 8156 8157 8158 8159 8160	J B Pettit, Cara Douglas, Cara K. Douglas, R E Harris, R H Herring, Leonard Proctor, Clara E. Smith, & Adrian K. Webster	14,192.00	-	-	14,192.00	-	-		14,192 00	-	-	14,192.00
5823	Mattye E. Stark	7,767 00	-	-	7,767 00	-	-		7,767 00	-	-	7 767 00
5834	Ita LeDoux	151,998 00	-	-	151,998 00	4,195 62	538 45		147,802.38	538 45	-	148,340 83
5836	C Dalkowitz Orr	500 00	-	-	500 00	-	-		500 00	-	-	500 00
5838	Kittie Schriener	4,263 00	-	-	4,263 00	-	-		4,263 00	-	-	4 263 00
5839	Gillette and Cox Orr	89 00	-	-	89 00	-	-		89 00	-	-	89 00
5852 8150 8220 9195	Woody Heidelberg ORR, N L. Heidelberg, Donovan - Sims & N L. Heidelberg	2,531 67	-	-	2,531 67	174 62	6 93		2,357 05	6 93	-	2,363 98
5853	C O Wheeler	1,529 00	-	-	1,529 00	-	-		1,529 00	-	-	1,529 00
5854	Ethel May	488 00	-	-	488 00	-	-		488 00	-	-	488 00
5880	Bernice Lynn Cosby Orr	7,352.00	-	-	7,352 00	77 03	19 95		7,274 97	19 95	-	7,294 92
5882	Enrique Villarreal	504 00	-	-	504 00	-	-		504 00	-		504 00
5885 5886 5887	Giles C McCrary "C", Mrs B Young "d", & Mrs B Young "e"	22,908 00	-	-	22,908 00	1 07	1 07		22,906 93	1 07	- -	22,908 00
5889	J C Beasley, Jr	3,450 00	-	-	3,450 00	-	-		3,450 00	-	-	3,450 00
5895	E. F DeLeon	368 00	-	-	368 00	-	-		368 00	-	-	368 00
5911	J D Alexander #1	483 00	-	-	483 00	-	-		483 00	-	-	483 00
5912 9124	H R Alexander #2 & K.M Reagan ORR	3,712 00	-	-	3,712 00	616 51	49 04		3,095 49	49 04	-	3,144 53
5914	M V Arnold	-	-	-	-	-	-		-	-	-	-
5917	H E Mangham	-	-	-	-	-	-		-	-	-	-
5918 8268	Bernice Beeman & Beeman	5,663 33	-	-	5,663 33	-	-		5,663 33	-	-	5,663 33
5921 8218	Tip Graham & Tip Graham	18 00	-	-	18 00	-	-		18 00	-	-	18 00
5923 5924	Kordis Heirs & Otto Tharp	3,553 00	-	-	3,553 00	-	-		3,553 00	-	-	3,553 00
5943 5963 6099 6129 9153 9164 9221	University 31-A ORR, University 31 ORR, University 31-21, University 42-A, University 31, University 31-A & University 31-21	43,587 00	-	-	43,587 00	-	-		43,587 00	-	-	43,587 00
5952	T L. Higgenbotham	4,543 00	-	-	4,543 00	-	-		4,543 00	-	-	4,543 00
5971	J Y Gilmore	9,229 00	-	-	9 229 00	-	-		9 229 00	-	-	9,229 00
5994	Vernon P Neissl	1,402 00	-	-	1,402 00	-	-		1,402.00	-	-	1,402.00

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	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I D # 74-1003570 Year Ended December 31, 2011												
5995	Jack E Blake	23,853 00	-	-	23,853 00	44 78	5 61		23,808 22	5 61	-	23,813 83
5999	R B Wherry	5,883 00	-	-	5,883 00	-	-		5,883 00	-	-	5,883 00
6000	Continental/Wood Deal	27,676 00	-	-	27,676 00	197 60	19 85		27,478 40	19 85	-	27,498 25
6001	State Lease #53394 ORR	1,539 00	-	-	1,539 00	-	-		1,539 00	-	-	1,539 00
6002	R B Wherry	472.00	-	-	472 00	-	-		472.00	-	-	472.00
6013	Norman K. Owens	113,041 00	-	-	113,041 00	1,416 79	95 35		111,624 21	95 35	-	111,719 56
6031	Doyle Standifer,											
6033	J A. Wilson,											
6034	R W Kreager,	171,278 67	-	-	171,279 67	4,687 75	687 89		166,611 92	687 89	-	167,299 81
6035	G G Boyd,											
6042	Elizabeth Henry											
8259	Ralph A. Wilson,											
8260	Doyle Standifer,											
8261	Rose Kreager, &											
8262	G G Boyd											
6038	Est. of J H Harvey ORR &											
8255	Harvey Estate	5,992 13	-	-	5,992 13	7 48	7 48		5,984 65	7 48	-	5,992 13
6039	J A. Robey ORR	1,437 00	-	-	1,437 00	1 00	1 00		1,436 00	1 00	-	1,437 00
6049	Molly L. Lasater &											
8256	W W Oatman	9,362 00	-	-	9,362 00	-	-		9,362 00	-	-	9,362 00
6059	Mary Lee Woodward Orr &											
6060	Vernon E Reichle	2,823 00	-	-	2,823 00	-	-		2,823 00	-	-	2,823 00
6068	George A. Moberly &											
8277	Fred Folk Sec. 78	56 67	-	-	56 67	-	-		56 67	-	-	56 67
6088	Victor B Russek Orr											
8293	Victor Russek &	5,405 67	-	-	5,405 67	128 20	21 82		5,277 47	21 82	-	5,299 29
9205	Victor K Russek, Jr											
6072	James M. Ruhman &											
6073	Carl R Peterson											
8282	Ruhman Peterson &	31,512 67	-	-	31,512 67	42 43	7 99		31,470 24	7 99		31,478 23
8314	Carl Peterson											
6074	C Gibson,											
6091	Weldon K. Huffman Orr,											
8283	Eppes et al, &	12,095 33	-	-	12,095 33	3 08	0 60		12,092 25	0 60	-	12,092 85
8291	Weldon K. Hoffman Orr											
6087	Briscoe Ranch Orr	1,410 00	-	-	1,410 00	-	-		1,410 00	-	-	1,410 00
6089	Anthonio Vela	-	-	-	-	-	-		-	-	-	-
6094	John Knox	106 00	-	-	106 00	-	-		106 00	-	-	106 00
6095	August Toll,											
6096	Paul Zingelmann, &	70,985 00	-	-	70,985 00	657 26	95 33		70,327 74	95 33	-	70,423 07
6098	Elbert Koopman											
6100	Midland National Bank Tr	40,068 00	-	-	40,068 00	2 902.25	364 59		37,165 75	364 59	-	37,530 34
6130	Mayfield	-	-	-	-	-	-		-	-	-	-
6134	J O Hulit	5,531 25	-	-	5 531 25	7 35	3 43		5,523 90	3 43	-	5,527 33
6135	Finley	2 903 83	-	-	2,903 83	2,903 83	-		-	-	-	-
6137	Gene L. Prentice	10,170 20	-	-	10,170 20	755 42	97 85		9 414 78	97 85	-	9,512 63
6138	Nancy Nugent	2,887 38	-	-	2,887 38	10 22	2.82		2,877 16	2 82	-	2 879 98
6140	Joseph R Shaw	9,161 37	-	-	9,161 37	-	-		9,161 37	-	-	9 161 37
6142	O H Dipple	58,387 75	-	-	58,387 75	1,610 09	332 20		56,777 66	332 20	-	57,109 86
6148	David M Kessing	3,674 59	-	-	3,674 59	71 12	8 11		3,603 47	8 11	-	3,611 58
6152	FWF Mineral Trust "B"	1,335 07	-	-	1 335 07	-	-		1,335 07	-	-	1 335 07

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	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I.D # 74-1003570 Year Ended December 31, 2011												
6155	K. W Bailey	50,000 00	-	-	50,000 00	5,298 43	459 69		44,701 57	459 69	-	45,161 26
6156	Charter Royalty	154,139 62	-	-	154,139 62	6,348 99	519 99		147,790 63	519 99	-	148,310 62
6162	K. Byrd	22,500 00	-	-	22,500 00	6,615 85	433 14		15,884 15	433 14	-	16,317.29
6163	Fotenberry	29,750 00	-	-	29,750 00	-	-		29,750 00	-	-	29,750 00
6168	Liberty Eylau ISD Unit	7,055 56	-	-	7,055 56	3,603 37	655 16		3,452.19	655 16	-	4,107 35
6170	Barnett Gas Unit	4,193 55	-	-	4,193 55	1,064 16	201 68		3,129 39	201 68	-	3,331 07
6171	Boyd-Pickett Gas Unit	4,256 01	-	-	4,256 01	1,294 91	270 41		2,961 10	270 41	-	3,231 51
6172	J W Brown Gas Unit	813 39	-	-	813 39	-	-		813 39	-	-	813 39
6173	Burgher D Unit	8,619 31	-	-	8,619 31	3,387 97	826 04		5,231 34	826 04	-	6,057 38
6174	Burgher G Unit	869 33	-	-	869 33	324 02	77 78		545 31	77 78	-	623 07
6175	Butler Gas Unit	37,486 43	-	-	37,486 43	15,988 88	3,664 25		21,497 55	3,664.25	-	25,161 80
6176	Clarke Gas Unit	15,308 63	-	-	15,308 63	5,046 45	1,305 55		10,262.18	1,305 55	-	11,567 73
6177	Clary Unit	1,091 22	-	-	1,091 22	352.95	68 31		738.27	68 31	-	806 58
6178	Cosson Gas Unit	9,049 37	-	-	9 049 37	4,126 97	953.23		4 922 40	953.23	-	5,875 63
6179	Cummins A Unit	2,827 44	-	-	2,827 44	1,133 67	222.29		1,493 77	222.29	-	1,716 06
6180	Dunlap #1 Gas Unit	1,731 25	-	-	1,731 25	961 90	91 81		769 35	91 81	-	860 98
6181	Edwards A Unit	663 74	-	-	663 74	318 35	49 74		345 39	49 74	-	395 13
6182	Falls Gas Unit	23,231 84	-	-	23,231 84	9,740.21	2,474 91		13,491 63	2,474 91	-	15,966 54
6183	Ham Gas Unit	17,631 27	-	-	17,631 27	2 024 29	576 93		15,606 98	576 93	-	16,183 91
6185	Hartley Unit	15 28	-	-	15 28	-	-		15 28	-	-	15 28
6186	Henderson Gas Unit	23,274 08	-	-	23,274 08	9,819 63	1,620 35		13,454 45	1,620 35	-	15,074 80
6187	Hill A Unit	213 46	-	-	213 46	-	-		213 46	-	-	213 46
6189	Irvin Gas Unit	6,730 21	-	-	6,730 21	2,345 19	576 11		4,385 02	576 11	-	4,961 13
6190	Johnson A Gas Unit	4,915 82	-	-	4,915 82	1,894 65	399 88		3,021 17	399 88	-	3,421 05
6191	B K. Johnson A Unit	139 65	-	-	139 65	-	-		139 65	-	-	139 65
6192	Kirsch Gas Unit	11,900 83	-	-	11,900 83	3,990 13	670 14		7,910 70	670 14	-	8,580 84
6193	Lancaster A Unit	1,061 78	-	-	1,061 78	618 06	47 54		443 72	47 54	-	491 26
6194	Lane A Unit	1,181 32	-	-	1,181 32	614 04	67 16		567.28	67 16	-	634 44
6195	Ledbetter A Unit	1,604 42	-	-	1,604 42	870 63	52 45		733 79	52.45	-	786 24
6196	J H Moore Gas Unit	599 59	-	-	599 59	-	-		599 59	-	-	599 59
6197	Rice Unit	1,999 76	-	-	1,999 76	-	-		1,999 76	-	-	1,999 76
6198	Rogers Gas Unit	7,168 25	-	-	7,168 25	1,911 09	319 17		5,257 16	319 17	-	5,576 33
6199	T L. Simmons, Roy Heirs Unit	1 673 73	-	-	1,673 73	304 31	114 12		1,369 42	114 12	-	1,483 54
6200	G O Summers Unit	1,066 39	-	-	1,066 39	168 84	168 84		897 55	168 84	-	1,066 39
6201	Swank A Unit	176.27	-	-	176 27	-	-		176 27	-	-	176 27
6202	Teague ISD Unit	8 09	-	-	8 09	-	-		8 09	-	-	8 09
6203	Turner A Unit	341 08	-	-	341 08	170 22	32.42		170 86	32 42	-	203 28
6205	Webb A	3,238 69	-	-	3,238 69	997 07	163 45		2,239 62	163 45	-	2,403 07
6206	Webb A Unit	11 767 70	-	-	11 767 70	5,462.15	1,394 40		6,305 55	1,394 40	-	7,699 95
6207	Webb TS A	741 93	-	-	741 93	416 36	43 83		325 57	43 83	-	369 40
6208	Winfree Gas Unit	14,336 38	-	-	14,336 38	4,648 49	1,321 79		9 687 89	1,321 79	-	11 009 68
6209	Hadnck Lease	496 12	-	-	496 12	-	-		496 12	-	-	496 12
6210	Vincent East 66#1	1 00	-	-	1 00	-	-		1 00	-		1 00
6211	Clark Sain #14	1,506 11	-	-	1,506 11	-	-		1,506 11	-	-	1,506 11
6212	Beddingfield #1	0 11	-	-	0 11	-	-		0 11	-	-	0 11
6213	Beddingfield Gas Unit	165 15	-	-	165 15	-	-		165 15	-	-	165 15
6214	Garret Trust #1	1 00	-	-	1 00	-	-		1 00	-		1 00
6216	Conrad Unit	21 576 08	-	-	21,576 08	11,022.06	304 32		10,554 02	304 32	-	10,858 34
6217	Fields-Mahler Unit	53,833 02	-	-	53,833 02	35,388 71	1,608 49		18,446 31	1,608 49	-	20,054 80
6218	Hodges C 41 1,3	52 58	-	-	52 58	-	-		52.58	-	-	52 58
6219	Hodge D 3	108 88	-	-	108 88	-	-		108 88	-	-	108 88

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	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I D # 74-1003570 Year Ended December 31, 2011												
6220	Hodge G 3	122.23	-	-	122.23	-	-		122.23	-	-	122.23
6221	Minnie Hodges 40-IL	58 08	-	-	58 08	-	-		58 08	-	-	58 08
6226	Hodges #1,2-39	194.25	-	-	194 25	-	-		194.25	-	-	194 25
6227	Hodges 1-193	51 90	-	-	51 90	-	-		51 90	-	-	51 90
6228	Minnie E. Hodges	48 20	-	-	48 20	-	-		48 20	-	-	48 20
6229	Barksdale Estate Gas Unit	193 57	-	-	193 57	-	-		193.57	-	-	193 57
6230	Parmele Unit	200 09	-	-	200 09	-	-		200 09	-	-	200 09
6231	Newsome A Gas Unit	11,003 41	-	-	11,003 41	6,571 32	341 60		4,432.09	341 60	-	4,773 69
6232	Jesse R Odem Gas Unit	3,958 74	-	-	3 958 74	1,748 38	132 92		2,212.38	132.92	-	2,345.28
6234	Reid G	53 021 44	-	-	53,021 44	30,115 80	5,489 93		22,905 64	5,469 93	-	28,375 57
6235	Neale Common Sand Unit	40,475 18	-	-	40,475 18	30,482 98	1,073 11		9,992.20	1,073 11	-	11,065 31
6238	Claudia 1-14	752 50	-	-	752 50	-	-		752.50	-	-	752.50
6239	Harrel 1-8	64 49	-	-	64 49	-	-		64 49	-	-	64 49
8101	Carl J Belton & C E Barkam,											
8102	Hayes, Hodge, & Van Horn,											
8103	Add Thompson, &	146 00	-	-	146 00	-	-		146 00	-	-	146 00
8172	Mrs. Della Spencer											
8104	Ray Guidry, et al	3,802.00	-	-	3,802.00	-	-		3,802.00	-	-	3,802.00
8106	Ella Stevenson	2,966 00	-	-	2,966 00	-	-		2,966 00	-	-	2,966 00
8107	Franklin Isaacson,											
8108	Robert Rutsch,											
8109	Maude Slaaten, &	13,943 33	-	-	13,943 33	320 50	86 10		13,622 83	86 10	-	13,708 93
8110	G L Thompson											
8111	Carl Moe	100 00	-	-	100 00	-	-		100 00	-	-	100 00
8113	J V McKee	22,756 00	-	-	22,758 00	353.28	63 57		22,402.72	63 57	-	22,466 29
8114	Lela B Ayres	440 00	-	-	440 00	-	-		440 00	-	-	440 00
8115	Georgia Franklin,											
8116	T M Harrell,											
8117	Isaac Harrell,	20,036 67	-	-	20,036 67	267 91	19 00		19,768 76	19 00	-	19,787 76
8121	H N Millican, &											
8164	Marana Hayes											
8118	Andy Jones	1,124 00	-	-	1,124 00	-	-		1,124 00	-	-	1,124 00
8119	James A. Meyers #1	1,190 00	-	-	1,190 00	-	-		1,190 00	-	-	1,190 00
8122	E D Rollow	63 33	-	-	63 33	-	-		63 33	-	-	63 33
8123	Charles Burkes,										-	
8124	L O Howell, &	8 752 00	-	-	8,752.00	10 20	1 98		8,741 80	1 98	-	8,743 78
8125	Mrs C E McCann											
8126	John Griffith	182.67	-	-	182.67	-	-		182 67	-	-	182 67
8127	Amber Boyce	320 00	-	-	320 00	-	-		320 00	-	-	320 00
8128	Rosie Atha &											
8131	W L McClain	510 00	-	-	510 00	-	-		510 00	-	-	510 00
8129	Myrtle Burkhardt	2,853 33	-	-	2,853 33	-	-		2,853 33	-	-	2,853 33
8130	W E Lynn	2,032 00	-	-	2 032 00	-	-		2,032.00	-	-	2,032 00
8132	Eugene C Miller	0 67	-	-	0 67	-	-		0 67	-	-	0 67
8133	Jesse Kyle	72.67	-	-	72 67	-	-		72.67	-	-	72 67
8135	Nettie Butner	946 00	-	-	946 00	-	-		946 00	-	-	946 00
8136	Emmett Headlee	13,617 33	-	-	13,617 33	25 23	5 79		13,592 10	5 79	-	13,597 89
8137	F J Richardson &											
9191	Richardson	6,379 00	-	-	6,379 00	90 92	26 30		6,288 08	26 30	-	6,314 38
8138	Terrell County	1,580 00	-	-	1,580 00	-	-		1,580 00	-	-	1,580 00
8139	T L Miller	36 67	-	-	36 67	-	-		36 67	-	-	36 67

STATEMENT NO. 16

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2011
Schedule #1

	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I D # 74-1003570 Year Ended December 31, 2011												
8149	F D Breedlove Ranch	8,662 00	-	-	8,662 00	-	-		8,662 00	-	-	8,662 00
8151	Effie S Odem #1,											
8152	Effie S Odem #2,	82 827 33	-	-	82,827 33	709 17	94 42		82,118 16	94 42	-	82,212 58
8153	M. C Puckett, &											
8175	Steinmetz & Sanders											
8168	Charles Krieger &											
8169	H C Brickel	3,570 00	-	-	3,570 00	-	-		3,570 00	-	-	3,570 00
8170	Calvin Clay	2,220 00	-	-	2,220 00	-	-		2,220 00	-	-	2,220 00
8171	Mary Thomas	1,478 00	-	-	1,478 00	5 42	3 68		1,472.58	3 68	-	1,476.24
8174	L. C Johnson	424 00	-	-	424 00	-	-		424 00	-	-	424 00
8178	Mildred Patten	3 00	-	-	3 00	-	-		3 00	-	-	3 00
8161	Joe J Janysel,											
8183	F W Boyd,											
8187	Gussie Yanta,	14,640 00	-	-	14,640 00	50 75	20 98		14,589 25	20 98	-	14,610 21
8193	Ben Krusciak, &											
8201	Pella Pavlisek											
8184	Bert McClure	1,250 00	-	-	1,250 00	-	-		1,250 00	-	-	1,250 00
8188	C C Cummins	553 33	-	-	553 33	-	-		553 33	-	-	553 33
8190	Walter Critchley &											
8198	A. D Bell,	15,949 00	-	-	15,949 00	80 83	12.33		15,868 17	12.33	-	15,880 50
9131	A D Bell &											
9190	L. Horry											
8195	J J Wistrek	-	-	-	-	-	-		-	-	-	-
8196	Trudie Garrett	11 33	-	-	11 33	-	-		11 33	-	-	11 33
8197	Fred Schloesser Estate	2,184 00	-	-	2,184 00	-	-		2,184 00	-	-	2,184 00
8202	Albert Ludwig,											
8203	John Anderson,											
8205	Jennie L. Wright,											
8210	Otto Tharpe,											
8211	Clarence Bond & Calvin Lutz Orr,											
8214	Alta Choates,											
8216	Bertha Carey,											
8221	R Fairchild & Harold Null,	2,737 33	-	-	2,737 33	-	-		2,737 33	-	-	2,737 33
8223	Venice A Green,											
8225	Lestar de la Porte											
8258	E G Paulson,											
8264	Walter L. Kordis, &											
8265	Rosella Collier											
8204	E. C Brandt	-	-	-	-	-	-		-	-	-	-
8209	Vlasta Frels	-	-	-	-	-	-		-	-	-	-
8217	F T McCollum	12.00	-	-	12 00	-	-		12.00	-	-	12.00
8222	Sidney David	8 67	-	-	8 67	-	-		8 67	-	-	8 67
8227	Paul B Adams	-	-	-	-	-	-		-	-	-	-
8232	Ethel Mangum	-	-	-	-	-	-		-	-	-	-
8234	Grace Holcomb &											
8235	R C Johnson	896 00	-	-	896 00	-	-		896 00	-	-	896 00
8237	H E Freiling &											
8246	Les Lovell	1,168 00	-	-	1,168 00	-	-		1,168 00	-	-	1,168 00
8238	Maggie Dozier	-	-	-	-	-	-		-	-	-	-
8244	Angelo S Fanelli	70 00	-	-	70 00	-	-		70 00	-	-	70 00

STATEMENT NO. 16

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2011
Schedule #1

	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
ID # 74-1003570 Year Ended December 31, 2011												
8248	Billye H Casey	34,193 33	-	-	34,193 33	-	-		34,193 33	-	-	34,193 33
8249	J J Pogue, Jr ,											
8250	T Edward Swenson, &	7,028 00	-	-	7,028 00	43 81	9 79		6,984 19	9 79	-	6,993 98
8251	Alfred E Roessler											
8253	Ray Clark	98,104 00	-	-	98,104 00	11,063 58	850 56		87,040 42	850 56	-	87,890 98
8254	Edgar Johnson,											
8281	Odie Sweeten &	1,102 00	-	-	1,102 00	-	-		1,102.00	-	-	1,102 00
8488	Dale Smith											
8257	Hermann Sterling,											
8275	Rueben Barton,											
9168	Rueben & Lydia Barton &	726 33	-	-	726 33	8 95	1 75		719 38	1 75	-	721 13
9167	Herman and Mable Sterling											
8263	Alice Martin	415 33	-	-	415 33	-	-		415 33	-	-	415 33
8266	Carl Hall	2,498 67	-	-	2,498 67	-	-		2,498 67	-	-	2,498 67
8269	Willie Buessing &											
8270	Allen Browne	5,806 67	-	-	5,806 67	-	-		5,806 67	-	-	5,806 67
8272	J L Pritchett &											
9180	Boise Southern Co et al	620 00	-	-	620 00	-	-		620 00	-	-	620 00
8273	Clifford Spies	1,010 00	-	-	1,010 00	-	-		1,010 00	-	-	1,010 00
8274	Noreen Hogg &											
9189	Noreen Hogg	2,592 67	-	-	2,592.67	12 28	2 65		2,580 39	2 65	-	2,583 04
8279	E Dittfurth	18 636 00	-	-	18,636 00	-	-		18,636 00	-	-	18,636 00
8280	Sam Mantooth	1,541 33	-	-	1,541 33	-	-		1,541 33	-	-	1,541 33
8284	Ellison and Borland &											
9204	Ellison and Borland	997 00	-	-	997 00	-	-		997 00	-	-	997 00
8287	Alexander	-	-	-	-	-	-		-	-	-	-
8292	J. F Janssen	424 00	-	-	424 00	-	-		424 00	-	-	424 00
8294	Ed Parker &											
8302	Ed Parker #8	513 33	-	-	513 33	-	-		513 33	-	-	513 33
8295	Frank Maly	662 00	-	-	662 00	-	-		662.00	-	-	662 00
8300	Fern Hopkins	45 33	-	-	45 33	-	-		45 33	-	-	45 33
8301	Lynos Weaver	3 33	-	-	3 33	-	-		3 33	-	-	3 33
8304	J M. Flyn &											
8305	D E Hartman	29 33	-	-	29 33	-	-		29 33	-	-	29 33
8306	E V McCamon	816 00	-	-	816 00	-	-		816 00	-	-	816 00
8309	Mark Hartman	6 67	-	-	6 67	-	-		6 67	-	-	6 67
8310	Noreen Hogg Orr,											
8311	C H Kennedy,											
9187	C H Kennedy &	39,854 67	-	-	39,854 67	125 56	38 45		39,729 11	38 45	-	39,765 56
9215	Noreen Hogg Orr											
8312	Sylvia Knarr	2 67	-	-	2.67	-	-		2.67	-	-	2 67
8316	Blair Labatt	6,155 00	-	-	6,155 00	-	-		6 155 00	-	-	6,155 00
8317	Dee Finley	1,174 37	-	-	1,174 37	1,174 37	-		-	-	-	-
8396	Louis Howe	-	6 67	-	6 67	6 67	0 44		-	0 44	-	0 44
8407	Bryant Kellogg	-	20 00	-	20 00	20 00	0 20		-	0 20	-	0 20
8412	Clarence Anderson	13 33	-	-	13 33	12 08	0 72		1.25	0 72	-	1 97
8414	William Atol	-	26 67	-	26 67	26 67	0 17		-	0 17	-	0 17
8417	William Hamann	3 33	-	-	3 33	3 04	0 34		0 29	0 34	-	0 63
8421	Vinzent Moser	-	6 67	-	6 67	6 67	0 79		-	0 79	-	0 79
8471	M M Ridley	3 33	-	-	3 33	-	-		3 33	-	-	3 33

STATEMENT NO. 16

Shield Ayres - Foundation
San Antonio, Texas
Depletion Schedule
For the Year Ended December 31, 2011
Schedule #1

	PROPERTY	INVESTMENT Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11	Depletable Balance Sch #1(a)	Depletion Allowable Sch#1(a)	Shield Ayres Foundation's Portion of Cost Depletion	RESERVE FOR DEPLETION Balance 12/31/10	Additions	Sales and Retirements	Balance 12/31/11
Fred W Shield and Company Partnership												
I D # 74-1003570 Year Ended December 31, 2011												
8505	C B Schoemann	3 33	-	-	3 33	-	-		3 33	-	-	3 33
9100	Sejita Unit	535 00	-	-	535 00	72 35	7 03		482.65	7 03	-	469 68
9102	J H Cunningham	95 00	-	-	95 00	95 00	-		-	-	-	-
9103	R.B Thompson	3,443 00	-	-	3,443 00	1,168 91	218 88		2 274 09	218 88	-	2,492.95
9104	B H Phillippi	-	-	-	-	-	-		-	-	-	-
9106	Miller - Reynolds	-	-	-	-	-	-		-	-	-	-
9111	Virgina Crockett	9,117 00	-	-	9,117 00	828 90	139 24		8,290 10	139 24	-	8,429 34
9112	Dean B Gregg	206 00	-	-	206 00	-	-		206 00	-	-	206 00
9113	Timolat	44,117 00	-	-	44,117 00	11,291 86	1,067 59		32,825 14	1,067 59	-	33 892.73
9114	F H Ficke	1,306 00	-	-	1,306 00	232.03	15 76		1,073 97	15 76	-	1,089 73
9119	Burton McCollum ORRI	21 00	-	-	21 00	-	-		21 00	-	-	21 00
9142	L.E Windham	1,073 00	-	-	1,073 00	154 24	6 35		918 76	6 35	-	925 11
9148	West Peck	589 00	-	-	589 00	19 07	3 37		569 93	3 37	-	573 30
9165	Lowe-Johnson 48-A	9,543 00	-	-	9,543 00	1 606 41	461 25		7,936 59	461 25	-	8 397 84
9168	Clelia D Klaproth	733 00	-	-	733 00	-	-		733 00	-	-	733 00
9169 9170 9171 9172 9173	Henry G Hardee, Burdell I Hardee, Gustave Herbert, Ruby Petry Merritt & Gregaire Lege	96,138 00	-	-	96,138 00	12,242.38	748 98		83,895 62	748 98	-	84,644 58
9184	Beck ORR	1,121 00	-	-	1,121 00	1 96	1 96		1,119 04	1 96	-	1,121 00
9192	Boedecker	835 00	-	-	835 00	-	-		835 00	-	-	835 00
9193	H E. Wells	190 00	-	-	190 00	-	-		190 00	-	-	190 00
9196	E G Browning	206 00	-	-	206 00	0 51	0 51		205 49	0 51	-	206 00
9199	Crawar Field Unit	7,201 00	-	-	7,201 00	269 91	41 32		6,931 09	41 32	-	6,972 41
9200	Robbins Ranch	1,036 00	-	-	1,036 00	191 18	17 91		844 82	17 91	-	862 73
9217 9220	Jennie K. Russell "A" & Jennie K. Russell "B"	2,110 00	-	-	2,110 00	194 31	64 48		1,915 69	64 48	-	1,980 17
9224	E Armstrong (Parker C)	52,353 00	-	-	52,353 00	4,150 35	355 18		48,202 65	355 18	-	48,557 83
9226 9227 9228 9249 9252 9253 9255	Snowplow 10-1, Snowplow 1-5, Snowplow 7-5, Herms Landing, Snowplow Unit #1, Snowplow Unit #2 & Bear Swamp Antrim Unit	5 680 00	-	-	5 680 00	484 44	110 16		5,195 56	110 16	-	5,305 72
9235 9238	Perez & Salinas	94 340 00	-	-	94,340 00	20,377 24	2,165 13		73,962.76	2,165 13	-	76,127 89
9250	Federal D-3	181 00	-	-	181 00	-	-		181 00	-	-	181 00
		9,193,193 04	60 01	-	9,193,253 05	2,817,273 56	96,870 10	24,217 53	6,375,979 49	96,870 10	-	6,472,849 59
	Oil Payment, Hilcrest Oil Co	375 00	-	-	375 00	-	-	-	375 00	-	-	375 00
		9,193,568 04	60 01	-	9,193,628 05	2,817 273 56	96,870 10	24,217 53	6,376,354 49	96 870 10	-	6,473,224 59

STATEMENT NO. 16

San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2011
Schedule #1(a)

	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
Fred W Shield and Company Partnership									b-denotes oil volume-barrels	
I D #74-1003570 Year Ended December 31, 2011									m-denotes gas volume-mcf	
5114	Orrin James	8,135 00	8,135 00	-	-	-	-	-	-	-
5124	Ruth Reynolds,									
5126	Ned Smith, &	20,819 00	20,801 37	17 63	13,568 b	12,446 b	1,122 b	0 015713	314 b	4 93
5128	William H Bryan									
5136	Emelie Montet	436 00	436 00	-	-	-	-	-	-	-
5158	W F Martin RI	7,010 00	7,010 00	-	-	-	-	-	-	-
5161	Billeaud Planters	16,611 00	16,528 11	82.89	7,827 b	6,734 b	1,093 b	0 075837	170 b	12 89
5166	Morgan Estate	2,522 00	2,516 70	5 30	2,258 b	1,566 b	692 b	0 007659	81 b	0 70
5167	C R Crews	87,405 00	87,270 37	134 63	23,825 b	21,632 b	2,193 b	0 061391	415 b	25 48
5168	John A. Byerly &									
5510	G T Hall	1,338 00	1,334 84	3 16	339 b	283 b	56 b	0 056429	8 b	0 45
5187	W A. Boothe	-	-	-	-	-	-	-	-	-
5194	Willis A. Roberson	568 00	568 00	-	-	-	-	-	-	-
5228	Ida Duncan	9 633 00	9,633 00	-	-	-	-	-	-	-
5231	Mary Bloodworth	214 00	213 96	0 04	1,038 m	985 m	53 m	0 000755	53 m	0 04
5236	Clara Couch	6,815 00	6,814 43	0 57	81,783 m	75,667 m	6,116 m	0 000093	1,637 m	0 15
5237	W C Montgomery	3,448 00	3,447 82	0 18	59,645 m	55,006 m	4,639 m	0 000039	1,049 m	0 04
5239	Herman Pettaway,									
5793	Frank Harris &	45,523 00	45,463 45	59 55	33,906 b	31,717 b	2,189 b	0 027204	793 b	21 57
8185	Frank Harris									
5240	T E Vestal	215 00	215 00	-	-	-	-	-	-	-
5242	Ray Albaugh "A"	37,370 00	36,765 88	604 12	9,501 m	7,775 m	1,726 m	0 350012	503 m	176 06
5243	Everitt Turner	-	-	-	-	-	-	-	-	-
5244	Helen Read	120 00	120 00	-	-	-	-	-	-	-
5249	Berthold Bade,									
5256	Martha Dreier,									
5259	Amelia Hasdorff, &	7,702 00	7,633 40	68 60	2,343 b	2,248 b	95 b	0 722105	25 b	18 05
5262	Ed Koenig, Jr									
5251	Otto Gerhold	-	-	-	-	-	-	-	-	-
5254	E C Brandt	-	-	-	-	-	-	-	-	-
5255	Lorraine Busby	-	-	-	-	-	-	-	-	-
5273	W G Schorre &									
5569	W L. Roetter	1,588 00	1,588 00	-	-	-	-	-	-	-
5281	Joseph Giecker	-	-	-	-	-	-	-	-	-
5296	Walter W Buck &									
5299	Dora E Cunningham	11,190 00	11,104 70	85 30	15,433 b	9,090 b	6,343 b	0 013446	293 b	3 94
5297	Gertrude Chilton	32,052 00	31 498 15	553 85	22,778 b	15,927 b	6,851 b	0 080842	387 b	31 29
5298	R.A Cox	381 00	381 00	-	-	-	-	-	-	-
5300	John A. King	46 059 00	42,886 92	3,172.08	9,462 b	8 261 b	1,201 b	2.841199	114 b	301 10
5303	William Howard	23,346 00	23,039 38	306 62	14,887 b	12,970 b	1,917 b	0 159946	334 b	53 42
5318	Virlen Clinton	23,130 00	23,013 28	116 72	7,002 b	6,748 b	254 b	0 459528	74 b	34 01
5328	W W Moore	-	-	-	-	-	-	-	-	-
5354	D G Sampson	658 00	658 00	-	-	-	-	-	-	-
5359	South Texas Syndicate	22,719 00	22,719 00	-	-	-	-	-	-	-
5360	R A. Williams Mi &									
5361	Walter Ewers Mi	22,344 00	22,344 00	-	-	-	-	-	-	-
5371	Lona Clark RI,									
5372	D L. Williams RI,									
5374	Ella Emerson RI,									
5376	Will Hornung Estate RI,									
5377	Hicks Williams RI									
5380	Maud Week RI,	92 674 67	91,179 73	1,494 94	222,972 m	193,726 m	29,246 m	0 051116	4,184 m	213 67

STATEMENT NO. 17

San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2011
Schedule #1(a)

	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
Fred W Shield and Company Partnership									b-denotes oil volume-barrels	
I D #74-1003570 Year Ended December 31, 2011									m-denotes gas volume-mcf	
5381	J D Maguglin RI,									
5382	George Maguglin RI,									
5635	C O Lippard RI,									
5636	Wyatt Curry RI,									
5728	Robert Rokohl RI									
8140	M.E Crawford									
8141	Wyatt Curry,									
8142	Edward Rokhol,									
8143	Maude Weed									
8144	J C Dillworth,									
8145	W A. Friedle,									
8146	Jesse Maguglin,									
8147	T L. Ruckman &									
8148	Hicks Williams									
5383	W H Stnebeck, Jr RI	43,495 00	33,553 23	9,941 77	63,698 m	54,454 m	9,244 m	1 075484	- m	-
5384	Charles Dare RI	18,043 00	11,222 88	6,820 12	32,698 m	21,400 m	11,298 m	0 603657	- m	-
5386	C L Tullis RI,									
9108	Harry Geffert,									
9149	Block 85	15,116 00	12,244 41	2 871 59	28 000 m	21,378 m	6,622 m	0 433844	728 m	315.69
9150	Block 85 ORR &									
9151	Block 88									
5393	Eva Wainright RI &									
5397	B W Broaddus RI	4,620 00	4,610 37	9 63	1,735 b	1,526 b	209 b	0 045077	35 b	1 61
5405	J E Murphy MI	5,705 00	5,705 00	-	-	-	-	-	-	-
5415	D W Rhode	243,323 00	196,898 47	46,424 53	369,661 m	314,892 m	54,769 m	0 847842	5,543 m	4,698 48
5418	E L Harrington MI,									
5420	L N Wisentainer RI &	7,181 00	7,018 59	162 41	6,246 b	4,156 b	2,090 b	0 077708	727 b	56 49
9110	E L Harrington									
5426	Mary E Campbell	7,143 00	6,975 03	167 97	2 751 b	1,743 b	1,008 b	0 166637	209 b	34 83
5433	O I Langham Fee	64,344 00	64,344 00	-	-	-	-	-	-	-
5434	N J O'Sullivan MI	290 00	290 00	-	-	-	-	-	-	-
5447	W H Reese MI	1,140 00	1,140 00	-	-	-	-	-	-	-
5448	W Z. Rutherford #2 MI &									
5449	W Z Rutherford MI	1,674 00	1,674 00	-	-	-	-	-	-	-
5451	Ollie Sparks MI	610 00	610 00	-	-	-	-	-	-	-
5458	C Aderholt MI,									
5459	C Aderholt "A" RI,									
5460	Wanda Hanks RI,									
5462	D C Clark MI,									
5463	E M. Erskine MI	191,733 00	188,340 58	3,393 42	88,802 b	62,079 b	26,723 b	0 126611	3,933 b	497 96
5464	J C Hall MI,									
5465	F E Lamotte MI,									
5767	Julie Meiners Estate,									
5769	Julia Meiners Estate "A", &									
8162	Helen Hawk Ellis									
5466	J Fred Diebel RI	1 695 00	1,695 00	-	-	-	-	-	-	-
5468	W H Moritz	2,985 00	2,979 08	5 92	22,417 m	16,258 m	6,159 m	0 000961	579 m	0 56
5489	L. B Blanchard RI &									
5490	O E Hardin Easte RI	1,002 00	1,002 00	-	-	-	-	-	-	-
5498	Thorton Davis	9,390 00	9,309 46	80 54	37,732 m	32,136 m	5,596 m	0 014392	570 m	8 20
5505	J N Eden,									
5506	F R Rampy,									

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	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
Fred W Shield and Company Partnership									b-denotes oil volume-barrels	
I D #74-1003570 Year Ended December 31, 2011									m-denotes gas volume-mcf	
5507	L A. Rampy,	9,686 00	9,648 60	17 40	13,547 b	10,482 b	3,085 b	0 005640	138 b	0.78
5508	G W Were, &									
5509	V C Wortham									
5511	J E Parker	40 925 00	40,485 22	439 78	18,063 b	14,717 b	1,346 b	0 326731	159 b	51 95
5514	A. O Schumann	38,342.00	38,250 55	91 45	18,671 b	15,630 b	3,041 b	0 030072	402 b	12.09
5515	O H Pfeill,									
5516	O G Tumlinson,	87,204 00	84,997 30	2,206 70	498,800 m	386,400 m	112,400 m	0 019633	7,852 m	154 15
5517	J C Wallace &									
5518	Claire Pearstone									
5525	T W Rhodes,									
5526	Page Estate &	904 00	904 00	-	-	-	-	-	-	-
5527	W B Massey									
5529	Henderson Estate &									
5533	Tom Strauch	2,551 00	2,551 00	-	-	-	-	-	-	-
5530	Tuttle and Williams &									
5744	H C Wood Orr	1,504 00	1,504 00	-	-	-	-	-	-	-
5535	Julia Nott Waugh	17 00	17 00	-	-	-	-	-	-	-
5537	Porter Hanks	-	-	-	-	-	-	-	-	-
5538	J B Davis	1,467 00	1,467 00	-	-	-	-	-	-	-
5540	Laura D Shaw	96,352 00	94,573 62	1,778 38	15,957 b	14,202 b	1,755 b	1 013322	163 b	185 17
5542	Amos Madison &									
5543	Ola Madison	26 00	26 00	-	-	-	-	-	-	-
5545	James Champion &									
5546	Joe Venters	1,518 00	1,517 85	0 15	1,609 b	1,582 b	27 b	0 005556	27 b	0 15
5547	George Clark	2,720 00	2,720 00	-	-	-	-	-	-	-
5551	Esma Lee Ekholm Ml	1,047 00	1,047 00	-	-	-	-	-	-	-
5557	Leonard F Lindsey,									
5783	Hughes Smith Orr,									
5784	Annie Todd Orr,	77,493 00	73,478 58	4,014 42	44,462 b	31,798 b	12,664 b	0 316995	1,097 b	347 74
5785	Kenneth L. Coffman,									
6131	Hughes Smith, &									
6132	Kenneth Coffman									
5558	H H Jameson	25,425 00	25,425 00	-	-	-	-	-	-	-
5559	Nannie Ash &									
5561	Dan Auld Orr	3,180 00	3,180 00	-	-	-	-	-	-	-
5560	Anna Leola Cummings	8 523 00	8,500 73	22 27	3,406 b	3,107 b	299 b	0 074482	52 b	3 87
5562	Ernest C Gay	10,239 00	10,236 35	2 65	20,517 b	18,967 b	1,550 b	0 001710	120 b	0 21
5563	F C Roensch	3,501 00	3,493 27	7 73	11,020 m	8,980 m	2,040 m	0 003789	404 m	1 53
5565	T B Tubb	437,190 00	401,428 60	35 761 40	1,568 321 m	1,219,414 m	348,907 m	0 102498	55,255 m	5,663 39
5566	George W Alves	216 00	216 00	-	-	-	-	-	-	-
5568	Paul Lang	4,356 00	4,356 00	-	-	-	-	-	-	-
5571	W H Riedel	10 00	10 00	-	-	-	-	-	-	-
5573	Escapule &									
5574	Perez	~864 00	864 00	-	-	-	-	-	-	-
5575	C W Shafer	23,908 00	23,904 27	1 73	12,774 b	12,093 b	681 b	0 002540	138 b	0 35
5578	Jessie Mae Williamson,									
5577	Alma Thomas,									
5579	Thalbert R Thomas, &	67,405 00	67,138 42	266 58	92,316 b	76,904 b	15,412 b	0 017297	3,407 b	58 93
5701	H E Cummins									
5580	Tom E Cocknil	1 086 00	1,086 00	-	-	-	-	-	-	-
5582	Jennie Ray Kauffman	261 00	261 00	-	-	-	-	-	-	-
5586	E O Jacob	4,100 00	3,978 87	121 13	198,385	107,215 m	91,170 m	0 001329	2,030 m	2 70

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	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
	Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2011								b-denotes oil volume-barrels m-denotes gas volume-mcf	
5589 5591 5593	Elmo Reed, S H Reed, & Lottie Lee Shaper	11,703 00	11,629 84	73 16	8,507 b	8,009 b	498 b	0 146908	121 b	17 78
5590	Carl Weise	1,096 00	1,096 00	-	-	-	-	-	-	-
5594 5595	A. S LeBleu & Grace Keller	43,740 00	41,739 17	2,000 83	13,042 b	10,168 b	2,874 b	0 696183	58 b	40 38
5596 5597	McElreath-Suggett & J E Malone	26,022 00	25,097 95	924 05	58,601 m	51,568 m	7,033 m	0 131388	772 m	101 43
5598	Zillah Hausen	681 00	680 88	0 12	21,622 m	21,121 m	501 m	0 000240	501 m	0 12
5599	M L Kendrick	2,165 00	2,165 00	-	-	-	-	-	-	-
5602 5603	S J Logan & H N Parks	29,618 00	29,584 48	33 52	11,450 b	10,116 b	1,334 b	0 025127	271 b	6 81
5605	Fred S Robbins	12 576 00	12,569 72	6 28	6,100 b	5,546 b	554 b	0 011338	75 b	0 85
5610	Leo Creigen	8,952.00	8,952 00	-	-	-	-	-	-	-
5611 9105	Mrs A M Kelsey Bass & Kelsey - Bass	1,260 00	1,260 00	-	-	-	-	-	-	-
5612	A. M Martinez	2,588 00	2,588 00	-	-	-	-	-	-	-
5616	J C Bramball	28,293 00	27,801 27	491 73	33,383 m	29,929 m	3,454 m	0 142385	448 m	63 78
5617 5619 5620 5625 5627 5628 5630 5631 5632	Joe H Conway, Francis Gauntt, E C Hardin, B J Schendel, J E Steed, J E Steed Orr, L W Stieren, D W Vickers, & C H Wolfmeuller	15,534 00	15,306 60	227 40	4,982 b	4,364 b	618 b	0 367961	50 b	18 40
5623	D E Lyons	220 00	220 00	-	-	-	-	-	-	-
5624 8189 8192	R J Moczygamba, August Moczygemba & Clem Moczygemba	8,227 00	8,227 00							
5629	Sally J Treadwell	3,854 00	3,854 00	-	-	-	-	-	-	-
5633 9109	D R Coleman & W B Coleman	307,184 00	290,862 13	16,321 87	104,601 b	85,511 b	19,090 b	0 854996	2,211 b	1,890 40
5634	Frank C Goodwin RI	100,782 00	98,386 87	2,395 13	125 854 m	113 951 m	11,903 m	0 201221	1,457 m	293 18
5639	B W Dove RI	176 00	176 00	-	-	-	-	-	-	-
5640	Gregg Lawrence MI	2,214 00	2 214 00	-	-	-	-	-	-	-
5641 5642 5643 5645	Ellen Atkinson ORR, Ellen Atkinson RI, & Ellen Atkinson, Sam Atkinson RI	14,092.00	14 092 00	-	-	-	-	-	-	-
5644	D W Rhode & W H Spears	9 300 00	9,300 00	-	-	-	-	-	-	-
5648	L Keck MI	106 00	106 00	-	-	-	-	-	-	-
5650	Guaranty Title & Trust Co	3 00	3 00	-	-	-	-	-	-	-
5652	Myrtle Stockton RI	7,062 00	7,062 00	-	-	-	-	-	-	-
5654	Louis A Yates MI & ORR	3,449,511 00	1,102,401 17	2,347,109 83	748,324 b	326,888 b	421,436 b	5 569315	7,249 b	40,371 96
5655	C B Granbury MI	45,162 00	44,926 76	235 24	14,991 b	13,023 b	1,968 b	0 119533	326 b	38 97
5657 5660	L E Fite etc. & Ola McCann RI	9,858 00	9,850 96	7 04	5,537 b	5,318 b	219 b	0 032146	219 b	7 04
5658 5662	W F Lovett RI & Otto Blumberg RI	9 00	9 00	-	-	-	-	-	-	-
5659	J C Burrows RI	14,073 00	14 051 38	21 62	8,731 b	8,210 b	521 b	0 041497	108 b	4 48

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	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
	Fred W Shield and Company Partnership								b-denotes oil volume-barrels	
	I D #74-1003570 Year Ended December 31, 2011								m-denotes gas volume-mcf	
5663	R F Brown MI &									
5721	Helen B Currier MI	34,388 00	34,128.20	257 80	10,923 b	8,617 b	2,306 b	0 111795	624 b	69 78
5664	Amanda McKinney RI	1,040 00	1 040 00	-	-	-	-	-	-	-
5666	W H Crawford MI	3,849 00	3 849 00	-	-	-	-	-	-	-
5667	R A. Alford MI	294 00	294 00	-	-	-	-	-	-	-
5670	Mary Ley RI	1,296 00	1,296 00	-	-	-	-	-	-	-
5672	Ruth Stevens RI	46,560 00	42,669 70	3,890 30	70,300 m	59,709 m	10,591 m	0 367321	931 m	341 98
5673	M E. Crum MI &									
5674	M. E. Crum ORR	11,950 00	11,938 01	11 99	9,306 b	7,991 b	1,315 b	0 009118	257 b	2 34
5675	J C Malone	222.00	222 00	-	-	-	-	-	-	-
5676	J C Keller	142,920 00	132,104 31	10,815 69	37,079 b	30,966 b	6,113 b	1 769293	868 b	1,535 75
5677	I I Ramirez	15 00	9 21	5 79	55,000 m	42,494 m	12,506 m	0 000463	485 m	0 22
5679	Clyde Beck	746 00	746 00	-	-	-	-	-	-	-
5681	Paul Lisso & Weeks Orr	3,215 00	3,215 00	-	-	-	-	-	-	-
5683	W H Tupper	8,443 00	7,956 40	486 60	1,938 b	1,774 b	164 b	2.967073	9 b	26 70
5685	Harriet Gobble Martz	10,896 00	9,953 81	942.19	20,596 m	20,586 m	10 m	94 219000	10 m	942 19
5686	Dave Luke,									
5687	E F Martin, &	1,666 00	1,666 00	-	-	-	-	-	-	-
5688	Margaret Wooster									
5689	C P Motty	11,067 00	11,067 00	-	-	-	-	-	-	-
5690	Allen Belaire &									
9118	Earth Unit	2,885 00	2,885 00	-	-	-	-	-	-	-
5691	Johnson Evans	54 00	54 00	-	-	-	-	-	-	-
5692	Ellis Gann	5,794 00	5,775 83	18 17	30,399 m	28,960 m	1,439 m	0 012627	519 m	6 55
5693	John L. Muncy	16,494 00	16,393 56	100 44	78,028 m	69 339 m	8,689 m	0 011559	1 205 m	13 93
5697	John A. Myers -									
	Western & Southern Life Ins.	3,093 00	3,093 00	-	-	-	-	-	-	-
5698	Jess Goodwin &									
5699	Helen Lindley	27,738 00	27,408 40	329 60	10,436 b	9,272 b	1,164 b	0 283162	260 b	73 62
5700	G R & J A. Thomas	1,264 00	1,264 00	-	-	-	-	-	-	-
5702	Ida McDonald	7,356 00	7,356 00	-	-	-	-	-	-	-
5704	T L Griffin &									
6134	T L Griffin	13,939 67	13,939 67	-	-	-	-	-	-	-
5710	Anita Henchman	904 00	904 00	-	-	-	-	-	-	-
5719	Hattie Reed Duncan	612 00	612 00	-	-	-	-	-	-	-
5722	O D Gholsom &									
5723	T A. Upshaw RI	111,665 00	108,831 64	2,833 36	14,016 b	13,465 b	551 b	5 142214	32 b	164 55
5731	C C Cannon #1,									
5732	C C Cannon #2,	9,265 00	9,118 58	146 42	2,514 b	2,259 b	255 b	0 574196	57 b	32 73
5733	C C Cannon #3 &									
8185	Charles Cannon									
5752	Burton McCullum	-	-	-	-	-	-	-	-	-
5759	Mary A Reynolds RI	23,559 00	23,559 00	-	-	-	-	-	-	-
5771	Bertha Clay RI &									
8177	Bertha Clay	64 33	64 33	-	-	-	-	-	-	-
5777	Donald S Bell	3,923 00	3,920 47	2 53	1,681 b	1,515 b	166 b	0 015241	42 b	0 64
5787	E L Dismukes,									
5855	Rosa E Crenshaw, &	14,668 00	14,579 07	88 93	4 032 b	3,434 b	598 b	0 148712	85 b	12 84
5889	E L Dismukes #2									
5796	J P Lewis RI	3,064 00	3,064 00	-	-	-	-	-	-	-
5800	Fred W Volz	29,035 00	28,298 84	736 16	66 246 m	58,995 m	7,251 m	0 101525	2,098 m	213 00
5818	J B Pettit,									

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	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
Fred W Shield and Company Partnership									b-denotes oil volume-barrels	
I D #74-1003570 Year Ended December 31, 2011									m-denotes gas volume-mcf	
8154	Cara Douglas,									
8155	Cara K. Douglas,									
8156	R E. Harris,									
8157	R H Herring,	14,192 00	14,192 00	-	-	-	-	-	-	-
8158	Leonard Proctor,									
8159	Clara E Smith, &									
8160	Adrian K. Webster									
5823	Mattye E Stark	7,767 00	7,767 00	-	-	-	-	-	-	-
5834	Ita LeDoux	151,998 00	147,802.38	4,195 62	158,546 m	157,759 m	787 m	5 331156	101 m	538 45
5836	C Dalkowitz Orr	500 00	500 00	-	-	-	-	-	-	-
5838	Kitbe Schriener	4,263 00	4,263 00	-	-	-	-	-	-	-
5839	Gillette and Cox Orr	89 00	89 00	-	-	-	-	-	-	-
5852	Woody Heidelberg ORR									
8150	N L Heidelberg	2,531 67	2,357 05	174 62	4,341 b	3,132 b	1,209 b	0 144433	48 b	6 93
8220	Donovan - Sims &									
9195	N L. Heidelberg									
5853	C O Wheeler	1,529 00	1,529 00	-	-	-	-	-	-	-
5854	Ethel May	488 00	488 00	-	-	-	-	-	-	-
5880	Bernice Lynn Cosby Orr	7,352.00	7,274 97	77 03	3,090 b	2,758 b	332 b	0 232018	86 b	19 95
5882	Enrique Villarreal	504 00	504 00	-	-	-	-	-	-	-
5885	Giles C McCrary "C",									
5886	Mrs B Young "d", &	22,908 00	22,906 93	1 07	7,051 b	6,801 b	250 b	0 004280	250 b	1 07
5887	Mrs B Young "e"									
5889	J C Beasley, Jr	3,450 00	3,450 00	-	-	-	-	-	-	-
5895	E F DeLeon	388 00	388 00	-	-	-	-	-	-	-
5911	J D Alexander #1	483 00	483 00	-	-	-	-	-	-	-
5912	H R Alexander #2 &									
9124	K.M Reagan ORR	3,712 00	3,095 49	616 51	780 b	516 b	264 b	2.335265	21 b	49 04
5914	M. V Arnold	-	-	-	-	-	-	-	-	-
5917	H E Mangham	-	-	-	-	-	-	-	-	-
5918	Bernice Beeman &									
8268	Beeman	5,683 33	5,683 33	-	-	-	-	-	-	-
5921	Tip Graham &									
8218	Tip Graham	18 00	18 00	-	-	-	-	-	-	-
5923	Kordis Hers &									
5924	Otto Tharp	3,553 00	3,553 00	-	-	-	-	-	-	-
5943	University 31-A ORR,									
5963	University 31 ORR,									
6099	University 31-21,									
8129	University 42-A,	43,587 00	43,587 00	-	-	-	-	-	-	-
9153	University 31,									
9164	University 31-A &									
9221	University 31-21									
5952	T L. Higginbotham	4,543 00	4,543 00	-	-	-	-	-	-	-
5971	J Y Gilmore	9,229 00	9,229 00	-	-	-	-	-	-	-
5994	Vernon P Neissl	1,402 00	1,402 00	-	-	-	-	-	-	-
5995	Jack E Blake	23,853 00	23,808 22	44 78	97 862 m	82,014 m	15,848 m	0 002826	1,984 m	5 61
5999	R B Wherry	5,883 00	5,883 00	-	-	-	-	-	-	-
6000	Continental/Wood Deal	27,676 00	27,478 40	197 60	62,592 m	55,653 m	6,939 m	0 028477	697 m	19 85
6001	State Lease #53394 ORR	1,539 00	1,539 00	-	-	-	-	-	-	-
6002	R B Wherry	472 00	472 00	-	-	-	-	-	-	-
6013	Norman K Owens	113,041 00	111,624 21	1 416 79	221,747 m	198 078 m	23,669 m	0 059858	1,593 m	95 35

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	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2011									b-denotes oil volume-barrels m-denotes gas volume-mcf	
6031 6033 6034 6035 6042 8259 8260 8261 8262	Doyle Standifer J A. Wilson, R. W Kreager, G G Boyd, Elizabeth Henry Ralph A. Wilson, Doyle Standifer, Rose Kreager, & G G Boyd	171,279 67	168,611 92	4,667 75	30,931 b	27,355 b	3,576 b	1 305299	527 b	687 89
6038 8255	Est. of J H Harvey ORR & Harvey Estate	5,992 13	5,984 65	7 48	8,405 m	8,054 m	351 m	0 021311	351 m	7 48
6039	J A. Robey ORR	1,437 00	1,436 00	1 00	3,081 b	2,905 b	176 b	0 005682	176 b	1 00
6049 8256	Molly L. Lassater & W W Ostman	9,362 00	9,362 00	-	-	-	-	-	-	-
6059 6060	Mary Lee Woodward Orr & Vernon E Reichle	2,823 00	2,823 00	-	-	-	-	-	-	-
6066 8277	George A. Moberly & Fred Folk Sec. 78	56 67	56 67	-	-	-	-	-	-	-
6068 8293 9205	Victor B Russek Orr, Victor Russek & Victor K. Russek, Jr	5,405 67	5,277 47	128 20	31,202 m	23,093 m	8,109 m	0 015810	1,380 m	21 82
6072 6073 8282 8314	James M Ruhman, Carl R Peterson, Ruhman Peterson & Carl Peterson	31,512.67	31,470 24	42.43	108,571 m	99,626 m	8,945 m	0 004743	1,685 m	7 99
6074 6091 8283 8291	C Gibson, Weldon K. Huffman Orr, Eppes et al, & Weldon K. Hoffman Orr	12,095 33	12,092.25	3 08	1,743,673 m	1,332,857 m	410,816 m	0 000007	80,158 m	0 60
6087	Briscoe Ranch Orr	1,410 00	1,410 00	-	-	-	-	-	-	-
6089	Anthonio Vela	-	-	-	-	-	-	-	-	-
6094	John Knox	106 00	106 00	-	-	-	-	-	-	-
6095 6096 6098	August Toll, Paul Zingelmann, & Elbert Koopman	70,985 00	70,327 74	657 26	359,141 m	341,891 m	17,250 m	0 038102	2,502 m	95 33
6100	Midland National Bank Tr	40 088 00	37,185 75	2,902.25	16,099 b	13 090 b	3,009 b	0 964523	378 b	384 59
6130	Mayfield	-	-	-	-	-	-	-	-	-
6134	J O Hulit	5,531 25	5,523 90	7 35	5,000 b	4 661 b	339 b	0 021881	158 b	3 43
6135	Finley	2 903 83	-	2,903 83	-	-	-	-	-	-
6137	Gene L. Prentice	10,170 20	9 414 78	755 42	5,000 m	3 649 m	1,351 m	0 559156	175 m	97 85
6138	Nancy Nugent	2,887 38	2,877 16	10 22	800 m	724 m	76 m	0 134474	21 m	2.82
6140	Joseph R Shaw	9,161 37	9 161 37	-	-	-	-	-	-	-
6142	O H Dipple	58,387 75	56,777 66	1,610 09	13,000 m	11,861 m	1,139 m	1 413600	235 m	332 20
6148	David M Kassing	3 674 59	3 603 47	71 12	14,500 m	12,833 m	1 667 m	0 042663	190 m	8 11
6152	FWF Mineral Trust "B"	1,335 07	1,335 07	-	-	-	-	-	-	-
6155	K. W Bailey	50,000 00	44,701 57	5,298 43	8,000 b	3,130 b	2,870 b	1 846143	249 b	459 69
6156	Charter Royalty	154,139 82	147,790 83	6,348 99	220,000 m	182,748 m	37,252 m	0 170434	3,051 m	519 99
6162	K. Byrd	22,500 00	15,884 15	6,615 85	7,000 m	6,053 m	947 m	6 986114	62 m	433 14
6163	Fotenberry	29,750 00	29,750 00	-	-	-	-	-	-	-
6168	Liberty Eylau ISD Unit	7,055 56	3,452 19	3,603 37	50 b	28 b	22 b	163 789545	4 b	655 16
6170	Barnett Gas Unit	4,193 55	3,129 39	1,064 16	1,000 m	504 m	496 m	2 145464	94 m	201 68
6171	Boyd-Pickett Gas Unit	4,256 01	2,961 10	1,294 91	700 m	360 m	340 m	3 808559	71 m	270 41

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	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
Fred W Shield and Company Partnership									b-denotes oil volume-barrels	
I D #74-1003570 Year Ended December 31, 2011									m-denotes gas volume-mcf	
6172	J W Brown Gas Unit	813 39	813 39	-	-	-	-	-	-	-
6173	Burgher D Unit	8,619 31	5,231 34	3,387 97	700 m	417 m	283 m	11 971825	69 m	826 04
6174	Burgher G Unit	869 33	545 31	324 02	60 m	35 m	25 m	12 960800	6 m	77 76
6175	Butler Gas Unit	37,468 43	21,497 55	15,968 88	9,000 m	4,764 m	4,236 m	3 769802	972 m	3,664 25
6176	Clarke Gas Unit	15,308 63	10,262.18	5,046 45	2,300 m	1,295 m	1,005 m	5 021343	260 m	1,305 55
6177	Clary Unit	1,091.22	738 27	352.95	150 m	88 m	62 m	5 692742	12 m	68 31
6178	Cosson Gas Unit	9,049 37	4,922.40	4,126 97	1,550 m	801 m	749 m	5 509973	173 m	953 23
6179	Cummins A Unit	2 627 44	1,493 77	1,133 67	230 m	128 m	102 m	11 114412	20 m	222.29
6180	Dunlap #1 Gas Unit	1,731 25	769 35	961 90	260 m	113 m	147 m	6 543537	14 m	91 61
6181	Edwards A Unit	663 74	345 39	318 35	60 m	28 m	32 m	9 946437	5 m	49 74
6182	Falls Gas Unit	23,231 84	13,491 63	9,740 21	3,000 m	1,717 m	1,283 m	7 591746	326 m	2,474 91
6183	Ham Gas Unit	17,631 27	15,606 98	2,024 29	5,000 m	2,593 m	2,407 m	0 841001	688 m	578 93
6185	Hartley Unit	15 28	15.28	-	-	-	-	-	-	-
6186	Henderson Gas Unit	23,274 08	13,454 45	9,819 63	9,000 m	3,261 m	5,739 m	1 711035	947 m	1,620 35
6187	Hill A Unit	213 46	213 46	-	-	-	-	-	-	-
6189	Irvin Gas Unit	6,730 21	4 385 02	2,345 19	1,500 m	694 m	806 m	2 909665	198 m	576 11
6190	Johnson A Gas Unit	4,915 82	3,021 17	1,894 65	450 m	251 m	199 m	9 520854	42 m	399 88
6191	B K. Johnson A Unit	139 65	139 65	-	-	-	-	-	-	-
6192	Kirsch Gas Unit	11,900 83	7 910 70	3,990 13	3,500 m	1,422 m	2,078 m	1 920178	349 m	670 14
6193	Lancaster A Unit	1,061 78	443 72	618 06	110 m	32 m	78 m	7 923846	6 m	47 54
6194	Lane A Unit	1,181 32	567 28	614 04	110 m	46 m	64 m	9 594375	7 m	67 16
6195	Ledbetter A Unit	1,604 42	733 79	870 63	150 m	67 m	83 m	10 489518	5 m	52.45
6196	J H Moore Gas Unit	599 59	599 59	-	-	-	-	-	-	-
6197	Rice Unit	1,999 76	1,999 76	-	-	-	-	-	-	-
6198	Rogers Gas Unit	7,188 25	5 257 16	1,911 09	4 000 m	1,581 m	2,419 m	0 790033	404 m	319 17
6199	T L. Simmons, Roy Heirs Unit	1,673 73	1,369 42	304 31	30 b	22 b	8 b	38 038750	3 b	114 12
6200	G O Summers Unit	1,066 39	897 55	168 84	12 b	10 b	2 b	84 420000	2 b	168 84
6201	Swank A Unit	176 27	176 27	-	-	-	-	-	-	-
6202	Teague ISD Unit	8 09	8 09	-	-	-	-	-	-	-
6203	Turner A Unit	341 08	170 86	170 22	50 m	29 m	21 m	8 105714	4 m	32 42
6205	Webb A	3,236 69	2,239 62	997 07	150 m	89 m	61 m	16 345410	10 m	163 45
6206	Webb A Unit	11,767 70	6,305 55	5,462 15	1,300 m	685 m	615 m	8 881545	157 m	1,394 40
6207	Webb TS A	741 93	325 57	416 36	100 m	43 m	57 m	7 304561	6 m	43 83
6208	Winfree Gas Unit	14,336 38	9,887 89	4,648 49	3,300 m	1,837 m	1,463 m	3 177368	326 m	1,321 79
6209	Hedrick Lease	496 12	496 12	-	-	-	-	-		-
6210	Vincent East 66#1	1 00	1 00	-	-	-	-	-	-	-
6211	Clark Sam #14	1,506 11	1,506 11	-	-	-	-	-	-	-
6212	Beddingfield #1	0 11	0 11	-	-	-	-	-	-	-
6213	Beddingfield Gas Unit	165 15	165 15	-	-	-	-	-	-	-
6214	Garret Trust #1	1 00	1 00	-	-	-	-	-	-	-
6216	Conrad Unit	21,576 08	10,554 02	11,022.06	2 200 m	1,041 m	1,159 m	9 509974	32 m	304 32
6217	Fields-Mahler Unit	53,833 02	18,446 31	35 386 71	4 500 m	1,508 m	2,992 m	11 627109	136 m	1,608 49
6218	Hodges C 41 1,3	52.58	52 58	-	-	-	-	-	-	-
6219	Hodge D 3	108 86	108 86	-	-	-	-	-	-	-
6220	Hodge G 3	122.23	122.23	-	-	-	-	-	-	-
6221	Minnie Hodges 40-IL	58 08	58 08	-	-	-	-	-	-	-
6226	Hodges #1,2-39	194 25	194 25	-	-	-	-	-	-	-
6227	Hodges 1-193	51 90	51 90	-	-	-	-	-	-	-
6228	Minnie E. Hodges	48 20	48.20	-	-	-	-	-	-	-
6229	Barksdale Estate Gas Unit	193 57	193 57	-	-	-	-	-	-	-
6230	Parmele Unit	200 09	200 09	-	-	-	-	-	-	-
6231	Newsome A Gas Unit	11,003 41	4,432 09	6,571 32	1 200 m	469 m	731 m	8 989484	38 m	341 60

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	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
	Fred W Shield and Company Partnership I D #74-1003570 Year Ended December 31, 2011								b-denotes oil volume-barrels m-denotes gas volume-mcf	
6232	Jesse R Odem Gas Unit	3,958 74	2,212 36	1,746 38	800 m	327 m	473 m	3 692135	36 m	132 92
6234	Reid 9	53,021 44	22,905 64	30,115 80	24,000 m	5,165 m	18,835 m	1 598928	3,421 m	5,469 93
6235	Neale Common Sand Unit	40,475 18	9,992.20	30,482.98	1,200 b	291 b	909 b	33 534831	32 b	1,073 11
6238	Claudia 1-14	752 50	752.50	-	-	-	-	-	-	-
6239	Harrel 1-8	64 49	64 49	-	-	-	-	-	-	-
6101 6102 6103 6172	Carl J Belton & C E Barkam, Hayes, Hodge, & Van Horn, Add Thompson, & Mrs. Della Spencer	148 00	148 00	-	-	-	-	-	-	-
6104	Ray Guidry, et al	3,802 00	3,802 00	-	-	-	-	-	-	-
6106	Ella Stevenson	2,966 00	2,966 00	-	-	-	-	-	-	-
6107 6108 6109 6110	Franklin Isaacson, Robert Rutsch, Maude Slaaten, & G L Thompson	13,943 33	13,622.83	320 50	1,700 b	1,633 b	67 b	4 783582	18 b	68 10
6111	Carl Moe	100 00	100 00	-	-	-	-	-	-	-
6113	J V McKee	22,756 00	22,402 72	353 28	2,907 b	2,618 b	289 b	1 222422	52 b	63 57
6114	Lela B Ayres	440 00	440 00	-	-	-	-	-	-	-
6115 6116 6117 6121 6164	Georgia Franklin, T M Harrell, Isaac Harrell, H N Millican, & Marana Hayes	20,036 67	19,768 76	267 91	17,198 b	10,190 b	7,008 b	0 038229	497 b	19 00
6118	Andy Jones	1,124 00	1,124 00	-	-	-	-	-	-	-
6119	James A. Meyers #1	1,190 00	1,190 00	-	-	-	-	-	-	-
6122	E D Rollow	63 33	63 33	-	-	-	-	-	-	-
6123 6124 6125	Charles Burkes, L O Howell, & Mrs C E McCann	8,752 00	8,741 80	10 20	7,021 b	5,682 b	1,339 b	0 007618	260 b	1 98
6126	John Griffith	182.67	182.67	-	-	-	-	-	-	-
6127	Amber Boyce	320 00	320 00	-	-	-	-	-	-	-
6128 6131	Rosale Atha & W L McClain	510 00	510 00	-	-	-	-	-	-	-
6129	Myrtle Burkhardt	2 853 33	2,853 33	-	-	-	-	-	-	-
6130	W E Lynn	2,032 00	2,032 00	-	-	-	-	-	-	-
6132	Eugene C Miller	0 67	0 67	-	-	-	-	-	-	-
6133	Jesse Kyle	72 67	72 67	-	-	-	-	-	-	-
6135	Nettie Butner	946 00	946 00	-	-	-	-	-	-	-
6136	Emmett Headlee	13,617 33	13,592 10	25 23	3,920 b	3,859 b	61 b	0 413607	14 b	5 79
6137 6191	F J Richardson & Richardson	6,379 00	6,288 08	90 92	2,184 b	2,063 b	121 b	0 751405	35 b	26 30
6138	Terrell County	1,580 00	1,580 00	-	-	-	-	-		-
6139	T L Miller	36 67	36 67	-	-	-	-	-	-	-
6149	F D Breedlove Ranch	8,662.00	8,662 00	-	-	-	-	-	-	-
6151 6152 6153 6175	Effie S Odem #1, Effie S Odem #2, M C Puckett, & Steinmetz & Sanders	82,827 33	82,118 16	709 17	637,105 m	615,084 m	22,021 m	0 032204	2,932 m	94 42
6166 6169	Charles Kneger & H C Brickel	3,570 00	3,570 00	-	-	-	-	-	-	-
6170	Calvin Clay	2 220 00	2,220 00	-	-	-	-	-	-	-
6171	Mary Thomas	1,478 00	1,472 58	5 42	37 459 m	35,958 m	1,501 m	0 003611	1,014 m	3 68
6174	L C Johnson	424 00	424 00	-	-	-	-	-	-	-

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	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
Fred W Shield and Company Partnership									b-denotes oil volume-barrels	
LD #74-1003570 Year Ended December 31 2011									m-denotes gas volume-mcf	
8178	Mildred Patten	3 00	3 00	-	-	-	-	-	-	-
8181	Joe J Janysel,									
8183	F W Boyd,									
8187	Gussie Yanta,	14,640 00	14,589 25	50 75	2,986 b	2,940 b	46 b	1 103261	19 b	20 98
8193	Ben Krusciak, &									
8201	Pella Pavlek									
8184	Bert McClure	1,250 00	1,250 00	-	-	-	-	-	-	-
8188	C C Cummins	553 33	553 33	-	-	-	-	-	-	-
8190	Walter Critchley,									
8198	A D Bell,	15,949 00	15,868 17	80 83	146,110 m	115,041 m	31,069 m	0 002602	4,741 m	12.33
9131	A.D Bell &									
9190	L. Horry									
8195	J J Wiatrek	-	-	-	-	-	-	-	-	-
8196	Trudie Garratt	11 33	11 33	-	-	-	-	-	-	-
8197	Fred Schloesser Estate	2,184 00	2,184 00	-	-	-	-	-	-	-
8202	Albert Ludwig,									
8203	John Anderson,									
8205	Jennie L. Wright,									
8210	Otto Tharpe,									
8211	Clarence Bond & Calvin Lutz Orr,									
8214	Alta Choates,									
8216	Bertha Carey,									
8221	R Fairchild & Harold Null,	2,737 33	2,737 33	-	-	-	-	-	-	-
8223	Venice A. Green,									
8225	Lester de la Porte,									
8258	E G Paulson,									
8264	Walter L. Kordis, &									
8265	Rosella Collier									
8204	E C Brandt	-	-	-	-	-	-	-	-	-
8209	Vlasta Frels	-	-	-	-	-	-	-	-	-
8217	F T McCollum	12 00	12.00	-	-	-	-	-	-	-
8222	Sidney David	8 67	8 67	-	-	-	-	-	-	-
8227	Paul B Adams	-	-	-	-	-	-	-	-	-
8232	Ethel Mangum	-	-	-	-	-	-	-	-	-
8234	Grace Holcomb &									
8235	R C Johnson	896 00	896 00	-	-	-	-	-	-	-
8237	H E Frieling &									
8246	Les Lovell	1,168 00	1,168 00	-	-	-	-	-	-	-
8238	Maggie Dozier	-	-	-	-	-	-	-	-	-
8244	Angelo S Fanelli	70 00	70 00	-	-	-	-	-	-	-
8248	Billye H Casey	34,193 33	34,193 33	-	-	-	-	-	-	-
8249	J J Pogue, Jr ,									
8250	T Edward Swenson, &	7,028 00	6,984 19	43 81	59,619 m	51,569 m	8,050 m	0 005442	1,799 m	9 79
8251	Alfred E Roessler									
8253	Rey Clark	98,104 00	87,040 42	11,063 58	84,739 m	65,760 m	18,979 m	0 582938	1,118 m	650 56
8254	Edgar Johnson,									
8281	Odie Sweeten &	1,102.00	1,102 00	-	-	-	-	-	-	-
8486	Dale Smith									
8257	Hermann Sterling,									
8275	Rueben Barton,									
9167	Herman and Mable Sterling	726 33	719 38	6 95	4,550 m	3,944 m	606 m	0 011469	153 m	1 75
9168	Rueben & Lydia Barton &									
8263	Alice Martin	415 33	415 33	-	-	-	-	-	-	-

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Fred W Shield and Company Partnership									b-denotes oil volume-barrels	
I D #74-1003570 Year Ended December 31, 2011									m-denotes gas volume-mcf	
8268	Carl Hall	2,498 67	2,498 67	-	-	-	-	-	-	-
8269	Willie Buessing &									
8270	Allen Browne	5,808 67	5,808 67	-	-	-	-	-	-	-
8272	J L. Pritchett &									
9180	Boise Southern Co et al	620 00	620 00	-	-	-	-	-	-	-
8273	Clifford Spies	1,010 00	1,010 00	-	-	-	-	-	-	-
8274	Noreen Hogg &									
9189	Noreen Hogg	2,592 67	2,580 39	12 28	4,000 m	3,639 m	381 m	0 034017	78 m	2.65
8279	E Dittfurth	18,636 00	18,636 00	-	-	-	-	-	-	-
8280	Sam Mantooth	1,541 33	1,541 33	-	-	-	-	-	-	-
8284	Ellison and Borland &									
9204	Ellison and Borland	997 00	997 00	-	-	-	-	-	-	-
8287	Alexander	-	-	-	-	-	-	-	-	-
8292	J F Janssen	424 00	424 00	-	-	-	-	-	-	-
8294	Ed Parker &									
8302	Ed Parker #6	513 33	513 33	-	-	-	-	-	-	-
8295	Frank Maly	662 00	662 00	-	-	-	-	-	-	-
8300	Fern Hopkins	45 33	45 33	-	-	-	-	-	-	-
8301	Lynos Weaver	3 33	3 33	-	-	-	-	-	-	-
8304	J M. Flyn &									
8305	D E Hartman	29 33	29 33	-	-	-	-	-	-	-
8306	E V McCamon	816 00	816 00	-	-	-	-	-	-	-
8309	Mark Hartman	6 67	6 67	-	-	-	-	-	-	-
8310	Noreen Hogg Orr,									
8311	C H Kennedy,									
9187	C H Kennedy &	39,854 67	39,729 11	125 56	42,515 m	39,835 m	2,680 m	0 046851	778 m	38 45
9215	Noreen Hogg Orr									
8312	Sylvia Knarr	2 67	2.67	-	-	-	-	-	-	-
8316	Blair Labatt	8,155 00	8,155 00	-	-	-	-	-	-	-
8317	Dee Finley	1,174 37	-	1,174 37	-	-	-	-	-	-
8396	Louis Howe	6 67	-	6 67	30 b	- b	30 b	0 222333	2 b	0 44
8407	Bryant Kellogg	16 67	-	16 67	5,000 b	- b	5,000 b	0 003334	59 b	0 20
8412	Clarence Anderson	13 33	1 25	12 08	500 b	47 b	453 b	0 026667	27 b	0 72
8414	William Atol	30 00	-	30 00	35,000 b	- b	35,000 b	0 000857	196 b	0 17
8417	William Hamann	3 33	0.29	3 04	500 b	44 b	456 b	0 006667	51 b	0 34
8421	Vinzent Moser	6 67	-	6 67	500 b	- b	500 b	0 013340	59 b	0 79
8471	M M. Ridley	3 33	3 33	-	-	-	-	-	-	-
8505	C B Schoeman	3 33	3 33	-	-	-	-	-	-	-
9100	Sejita Unit	535 00	462.65	72 35	1,700 m	1,319 m	381 m	0 189895	37 m	7 03
9102	J H Cunningham	95 00	-	95 00	-	-	-	-	-	-
9103	R B Thompson	3,443 00	2,274 09	1,168 91	3,500 b	1,638 b	1,864 b	0 627098	349 b	218 86
9104	B H Phillippi	-	-	-	-	-	-	-	-	-
9108	Miller - Reynolds	-	-	-	-	-	-	-	-	-
9111	Virgina Crockett	9,117 00	8,290 10	826 90	14,100 m	13,328 m	772 m	1 071114	130 m	139 24
9112	Dean B Gregg	206 00	206 00	-	-	-	-	-	-	-
9113	Timolat	44,117 00	32,825 14	11,291 86	87,000 m	55,121 m	31,879 m	0 354210	3,014 m	1,067 59
9114	F H Ficke	1,306 00	1,073 97	232.03	8,600 m	6 332 m	2,268 m	0 102306	154 m	15 76
9119	Burton McCollum ORRI	21 00	21 00	-	-	-	-	-	-	-
9142	L E Windham	1,073 00	918 76	154 24	1,000 b	660 b	340 b	0 453647	14 b	6 35
9146	West Peck	589 00	569 93	19 07	150 b	116 b	34 b	0 560882	6 b	3 37
9185	Lowe-Johnson 48-A	9,543 00	7,936 59	1 606 41	1,200 b	998 b	202 b	7 952525	58 b	461 25
9186	Clella D Klaproth	733 00	733 00	-	-	-	-	-	-	-

STATEMENT NO. 17

San Antonio, Texas
Depletion Based on Cost
For the Year Ended December 31, 2011
Schedule #1(a)

	Property	Cost 12/31/10 Plus 2011 Additions	Prior Years' Depletion	Depletable Balance	Estimated Recoverable Reserves: Adjusted Basic Data	Estimated Recoverable Reserves: Prior Production	Estimated Recoverable Reserves: Unrecovered Balance	Depletion Unit	Production 2011	Depletion Based on Cost
Fred W Shield and Company Partnership									b-denotes oil volume-barrels	
I.D #74-1003570 Year Ended December 31, 2011									m-denotes gas volume-mcf	
9169	Henry G Hardee,									
9170	Burdell I Hardee,									
9171	Gustave Herbert,	96,138 00	83,895 62	12,242 38	102,000 m	82,058 m	19,942 m	0 613899	1,220 m	748 96
9172	Ruby Petry Merritt &									
9173	Gregaire Lege									
9184	Beck ORR	1,121 00	1,119 04	1 96	2,382 m	2,260 m	122 m	0 016066	122 m	1 96
9192	Boedecker	835 00	835 00	-	-	-	-	-	-	-
9193	H E Wells	190 00	190 00	-	-	-	-	-	-	-
9196	E G Browning	206 00	205 49	0 51	255 b	240 b	15 b	0 034000	15 b	0 51
9199	Crawar Field Unit	7,201 00	6 931 09	269 91	25,000 m	19,591 m	5,409 m	0 049900	828 m	41 32
9200	Robbins Ranch	1,036 00	844 82	191 18	5,500 m	4,849 m	651 m	0.293871	61 m	17 91
9217	Jennie K. Russell "A" &									
9220	Jennie K. Russell "B"	2,110 00	1,915 69	194 31	3,800 b	1,359 b	2,441 b	0 079603	810 b	64 48
9224	E Armstrong (Parker C)	52,353 00	48,202.65	4,150 35	13,000 b	9,214 b	3,788 b	1 098236	324 b	355 18
9226	Snowplow 10-1,									
9227	Snowplow 1-5,									
9228	Snowplow 7-5,									
9249	Harms Landing,	5,680 00	5,195 56	484 44	70,000 m	55,844 m	14,156 m	0 034222	3,219 m	110 18
9252	Snowplow Unit #1,									
9253	Snowplow Unit #2 &									
9255	Bear Swamp Antrim Unit									
9235	Perez &									
9236	Salinas	94,340 00	73,962 76	20,377 24	50,000 m	36,325 m	13,675 m	1 490109	1,453 m	2,165 13
9250	Federal D-3	181 00	181 00	-	-	-	-	-		-
	Total royalties	9,193,253 05	6,375,979 49	2,817,273 56						96,870 10
	Oil Payment:									
5930	Hilcrest Oil Company	375 00	375 00	-	Total receipts considered a return of capital					-
Total Royalties and Oil Payment		9,193,628 05	6,376,354 49	2,817,273 56						96,870 10

m- Denotes gas- volume in Mcf

STATEMENT NO. 17