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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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

La Brasada Foundation

Number and street (or P O box number if mail is not delivered to street address)

PO Box 539

City or town, state, and ZIP code

Fowlerton, TX 78021

G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **► \$ 669,481.** (Part I, column (d) must be on cash basis.) J Accounting method Cash Accrual
 Other (specify) _____

A Employer identification number

74-2960699

B Telephone number

830-373-4489

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	10.	10.		Statement 1
4	Dividends and interest from securities	12,309.	12,309.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	10,114.			
b	Gross sales price for all assets on line 6a	261,680.			
7	Capital gain net income (from Part IV, line 2)				
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	2,174.	2,174.		Statement 3
12	Total. Add lines 1 through 11	24,607.	24,607.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	2,750.	2,750.		0.
c	Other professional fees				
17	Interest	180.	180.		0.
18	Taxes	510.	510.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 6	3,222.	3,222.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	6,662.	6,662.		0.
25	Contributions, gifts, grants paid	33,030.			33,030.
26	Total expenses and disbursements. Add lines 24 and 25	39,692.	6,662.		33,030.
27	Subtract line 26 from line 12	-15,085.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		17,945.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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		1.	43,067.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use	2,535.	2,535.	2,535.
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock	592,605.	534,596.	623,836.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► Excise tax deposits)	185.	43.	43.
	16	Total assets (to be completed by all filers)	595,326.	580,241.	669,481.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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 ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	595,326.	580,241.	
	30	Total net assets or fund balances	595,326.	580,241.	
	31	Total liabilities and net assets/fund balances	595,326.	580,241.	

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	595,326.
2	Enter amount from Part I, line 27a	2	-15,085.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	580,241.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	580,241.

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 Statements				
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 261,680.		251,566.			10,114.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(I) F M V as of 12/31/69	(J) Adjusted basis as of 12/31/69	(K) Excess of col (I) over col (J), if any			
a					
b					
c					
d					
e					10,114.
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		10,114.
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	29,858.	633,031.	.047167
2009	26,205.	562,342.	.046600
2008	13,260.	737,397.	.017982
2007	37,456.	819,994.	.045678
2006	38,820.	784,766.	.049467

2 Total of line 1, column (d)

2 **.206894**

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 **.041379**

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 **29,434.**

5 Multiply line 4 by line 3

5 **1,218.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **179.**

7 Add lines 5 and 6

7 **1,397.**

8 Enter qualifying distributions from Part XII, line 4

8 **33,030.**If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	179 .
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 ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3	Add lines 1 and 2	0 .
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	179 .
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	0 .
6	Credits/Payments	179 .
a	2011 estimated tax payments and 2010 overpayment credited to 2011	43 .
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	43 .
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	136 .
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	Refunded ►

Part VII-A | Statements Regarding Activities

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?	N/A	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>				
1c	Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>	<input type="checkbox"/>
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?		<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>If "Yes," attach a detailed description of the activities.</i>				
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? <i>If "Yes," attach a conformed copy of the changes</i>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b	If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
<i>If "Yes," attach the statement required by General Instruction T.</i>				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
<i>• By language in the governing instrument, or</i>				
<i>• 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?</i>				
7	Did the foundation have at least \$5,000 in assets at any time during the year?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
<i>If "Yes," complete Part II, col (c), and Part XV.</i>				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►			
<i>TX</i>				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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)? <i>If "Yes," complete Part XIV</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
Website address ► N/A			
14	The books are in care of ► Leighton Donnell Located at ► PO Box 539, Fowlerton, TX	Telephone no ► 830-373-4489 ZIP+4 ► 78021	
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	► <input type="checkbox"/> 15	► <input type="checkbox"/> N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

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

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

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

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
Leighton Donnell PO Box 539 Fowlerton, TX 78021	Director 0.00	0.	0.	0.
James L Donnell PO Box 539 Fowlerton, TX 78021	Director 0.00	0.	0.	0.
Cydney C Donnell 309 W Shubert Fredericksburg, TX 78624	Director 0.00	0.	0.	0.
James L Donnell Jr PO Box 539 Fowlerton, TX 78021	Director 0.00	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

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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 All this foundation's charitable activities are in the form of contributions, which are summarized in part XV, supplementary information.	
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.

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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	1a	28,904.
a Average monthly fair market value of securities	1b	978.
b Average of monthly cash balances	1c	
c Fair market value of all other assets	1d	29,882.
d Total (add lines 1a, b, and c)		
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	29,882.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	448.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,434.
6 Minimum investment return. Enter 5% of line 5	6	1,472.

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	1,472.
2a Tax on investment income for 2011 from Part VI, line 5	2a	179.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	179.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,293.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,293.
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	1,293.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	33,030.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	33,030.
b Cash distribution test (attach the required schedule)	5	179.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	32,851.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,293.
2 Undistributed income, if any, as of the end of 2011			28,600.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 33,030.			28,600.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,293.
e Remaining amount distributed out of corpus				
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		3,137.		
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		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		3,137.		
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011		3,137.		

Part XV Supplementary Information (continued)

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

Recipient	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				
<u>Berkshire Choral Festival</u> 245 North Undermountain Rd Sheffield, MA 01257	None		General operations	2,530.
<u>Kappa Alpha Theta Foundation</u> 8740 Founders Rd Indianapolis, IN 46268	None		General operations	1,500.
<u>Doss Heritage</u> 1400 Texas Dr Weatherford, TX 76086	None		General operations	1,500.
<u>Seminary of the Southwest</u> c/o Helen Shelton, General Delivery Tilden, TX 78072	None		General operations	2,500.
<u>McMullen Co Community Development</u> Corp PO Box 103 Tilden, TX 78072	None		General operations	2,000.
Total	See continuation sheet(s)			► 3a 33,030.
b Approved for future payment				
None				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	10.
4 Dividends and interest from securities			14	12,309.
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			14	2,174.
8 Gain or (loss) from sales of assets other than inventory				10,114.
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.	14,493.	10,114.
13 Total. Add line 12, columns (b), (d), and (e)			13	24,607.

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	

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Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
Name and address (home or business)				
Charity League Inc PO Box 6757 Corpus Christi, TX 48466-6757	None		General operations	2,000.
August Heart 755 E Mulberry Suite 101 San Antonio, TX 78086	None		General operations	1,500.
San Antonio Academy 117 East French Place San Antonio, TX 78212	None		General operations	1,000.
TAMEST PO Box 7247 Austin, TX 78713	None		General operations	2,500.
St Stephens Episcopal School 2900 Bunny Run Austin, TX 78746	None		General operations	1,500.
Sul Ross State University Box C-101 Alpine, TX 79832	None		Museum of the Big Bend - General operations	12,000.
San Antonio Opera 909 NE Loop 410 Ste 636 San Antonio, TX 78209	None		General operations	1,500.
Texas Military Institute 20955 West Tejas Trail San Antonio, TX 78257	None		General operations	1,000.
Total from continuation sheets				23,000.

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	96 BHP Billiton Ltd	P	01/13/11	11/28/11
b	88 Bank of New York	P	07/29/11	10/06/11
c	1248 Bombardier Inc	P	03/17/11	11/03/11
d	83 Coinstar Inc	P	05/05/10	01/19/11
e	28 Devon Energy Corporation	P	11/16/10	08/23/11
f	162 Diamond Foods	P	10/08/10	04/18/11
g	267 Forest Laboratories Inc	P	01/01/11	12/27/11
h	231 GAP Inc	P	12/06/10	06/06/11
i	149 Prudential Financial Inc	P	06/17/11	12/06/11
j	52 Rock-Tenn Co-Cl	P	03/03/11	12/16/11
k	197 Sony Corp	P	06/17/11	09/22/11
l	45 Walter Energy Inc	P	03/25/11	08/12/11
m	137 American Financial Group Inc	P	05/15/09	12/27/11
n	84 Amgen Inc	P	02/05/09	11/09/11
o	222 Bank New York Mellon Corp	P	11/09/05	10/06/11

(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 6,651.		8,819.	-2,168.
b 1,595.		2,269.	-674.
c 4,934.		8,518.	-3,584.
d 3,476.		4,092.	-616.
e 1,784.		2,005.	-221.
f 9,713.		7,607.	2,106.
g 8,096.		8,423.	-327.
h 4,123.		4,990.	-867.
i 7,646.		8,870.	-1,224.
j 2,920.		3,765.	-845.
k 3,642.		4,957.	-1,315.
l 3,619.		5,737.	-2,118.
m 5,079.		2,825.	2,254.
n 4,795.		4,580.	215.
o 4,024.		7,545.	-3,521.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-2,168.
b			-674.
c			-3,584.
d			-616.
e			-221.
f			2,106.
g			-327.
h			-867.
i			-1,224.
j			-845.
k			-1,315.
l			-2,118.
m			2,254.
n			215.
o			-3,521.

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

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

La Brasada Foundation

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 87 C R Bard Inc			P	03/03/10	12/27/11
b 132 W R Berley Corporation			P	05/18/09	04/28/11
c 122 Canadian National Railway			P	06/11/10	12/27/11
d 484 Chicos FAS Inc			P	09/21/10	10/27/11
e 92 Comerica Inc			P	05/24/10	09/21/11
f 84 Devon Energy Corporation			P	05/08/07	08/23/11
g 204 Dr Reddys Labs Ltd			P	03/16/10	04/08/11
h 92 E I Du Pont De Nemours & Co			P	02/14/08	06/15/11
i 46 EOG Res Inc			P	04/23/09	01/06/11
j 39 Exxon Mobil Corp			P	05/04/09	12/27/11
k 329 Ishares Trust S&P Smallcap 600			P	01/10/08	10/13/11
l 189 Ishares Trust Dow Jones US			P	10/30/02	02/03/11
m 57 Johnson & Johnson			P	02/24/04	01/12/11
n 81 Marathon Oil Corp			P	05/11/09	08/16/11
o 60 Medco Health solutions Inc			P	04/08/09	03/23/11
(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 7,429.		7,370.			59.
b 4,196.		3,230.			966.
c 9,383.		7,330.			2,053.
d 6,141.		4,813.			1,328.
e 2,130.		3,520.			-1,390.
f 5,353.		6,216.			-863.
g 7,557.		5,545.			2,012.
h 4,527.		4,302.			225.
i 4,230.		2,732.			1,498.
j 3,294.		2,707.			587.
k 20,827.		20,637.			190.
l 12,849.		8,494.			4,355.
m 3,524.		3,122.			402.
n 2,147.		1,528.			619.
o 3,101.		2,578.			523.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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					59.
b					966.
c					2,053.
d					1,328.
e					-1,390.
f					-863.
g					2,012.
h					225.
i					1,498.
j					587.
k					190.
l					4,355.
m					402.
n					619.
o					523.
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		
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		

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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)
a	40 Marathon Pete Corp	P	05/11/09	10/05/11
b	231 NTT Cocomo Inc	P	07/23/10	09/14/11
c	35 Netflix Com Inc	P	09/03/10	10/18/11
d	161 Paychex Inc	P	10/12/06	06/15/11
e	137 Procter & Gamble Co	P	06/13/05	02/09/11
f	64 Qualcomm Inc	P	04/22/09	12/27/11
g	78 Rock-Tenn Co	P	11/23/10	12/16/11
h	268 SK Telecom Co Ltd	P	02/04/10	03/14/11
i	130 Safeway Inc	P	12/26/07	07/27/11
j	157 Sony Corp	P	10/22/09	09/22/11
k	647 Southwest Airlines co	P	10/07/08	04/14/11
l	254 Starbucks Corp	P	10/31/08	06/07/11
m	136 Treehouse Foods Inc	P	04/15/09	08/09/11
n	426 United Continental Hldgs Inc	P	11/24/09	01/05/11
o	100 Petrohawk Energy Corp	P	10/22/08	09/21/11

(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 1,223.		1,033.	190.
b 4,273.		3,657.	616.
c 3,898.		4,893.	-995.
d 4,674.		6,266.	-1,592.
e 8,763.		7,479.	1,284.
f 3,483.		2,643.	840.
g 4,381.		4,208.	173.
h 4,843.		4,563.	280.
i 2,600.		4,653.	-2,053.
j 2,903.		5,064.	-2,161.
k 6,715.		6,023.	692.
l 9,112.		3,419.	5,693.
m 7,227.		3,733.	3,494.
n 10,756.		5,380.	5,376.
o 3,875.		1,599.	2,276.

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

(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			190.
b			616.
c			-995.
d			-1,592.
e			1,284.
f			840.
g			173.
h			280.
i			-2,053.
j			-2,161.
k			692.
l			5,693.
m			3,494.
n			5,376.
o			2,276.

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 }

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 }

2	
3	

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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 1000 Tri-Continental Corp			P	05/30/02	06/15/11
b					
c					
d					
e					
f					
g					
h					
i					
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 14,169.		17,827.	-3,658.		
b					
c					
d					
e					
f					
g					
h					
i					
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			-3,658.		
b					
c					
d					
e					
f					
g					
h					
i					
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	10,114.	
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	

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Ameriprise	6.
Sendero	4.
Total to Form 990-PF, Part I, line 3, Column A	10.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Ameriprise	4,932.	0.	4,932.
Sendero	7,377.	0.	7,377.
Total to Fm 990-PF, Part I, ln 4	12,309.	0.	12,309.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Royalty trust	2,136.	2,136.	
Miscellaneous	38.	38.	
Total to Form 990-PF, Part I, line 11	2,174.	2,174.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	2,750.	2,750.		0.
To Form 990-PF, Pg 1, ln 16b	2,750.	2,750.		0.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	142.	142.		0.
Foreign Tax Paid	368.	368.		0.
To Form 990-PF, Pg 1, ln 18	510.	510.		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 fees	3,222.	3,222.		0.
To Form 990-PF, Pg 1, ln 23	3,222.	3,222.		0.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
113 Walt Disney Co Holding Co	2,893.	4,238.
140 Novartis	7,619.	8,004.
608 Select Sector Spdr Amex	19,591.	21,876.
268 San Juan Basin	4,653.	6,100.
100 Clorox	4,462.	6,656.
200 Corning	3,522.	2,596.
100 Dell	2,444.	1,463.
200 Dominion Res Black Warrior Tr	4,965.	1,598.
100 Du Pont	4,286.	4,578.
200 Duke	4,353.	4,400.
100 El Paso Corp	5,791.	2,657.
500 Enerplus Resource	9,709.	12,660.
200 Exxon Mobil	8,152.	16,952.
400 General Electric	16,706.	7,164.
300 Home Depot	9,598.	12,612.
100 Intel	3,380.	2,425.
200 IBM	16,610.	36,776.
400 Johnson & Johnson	20,837.	26,232.
39 Alcatel-Lucent	4,156.	61.
1000 Luminex	8,214.	21,230.

200 Merck	12,098.	7,540.
200 Microsoft	5,005.	5,192.
300 Mirant	6,864.	0.
200 Oracle	4,304.	5,130.
300 Pfizer	9,767.	6,492.
100 Proctor & Gamble	5,484.	6,671.
100 Royal Dutch	5,205.	7,309.
400 Sabine Royalty Tr	9,939.	25,220.
325 San Juan Basin	5,048.	7,397.
300 SW Airlines	5,675.	2,568.
400 Walt Disney	10,665.	15,000.
600 Williams Companies	16,588.	19,812.
8 Worldcom	3,188.	0.
48 Medco Health Solutions	1.	2,683.
26 Mirant Corp	0.	0.
124 AT&T	4,226.	3,750.
67 Chevron Corporation	4,109.	7,129.
327 Denbury Resources Inc	4,778.	4,938.
636 Ishares Index	16,153.	20,968.
167 Verizon	5,917.	6,700.
100 Spectra Energy	3,246.	3,075.
193 Oracle Corp	4,484.	4,950.
197 Sysco Corp	5,631.	5,778.
78 Wal-Mart Stores	4,544.	4,661.
49 Teck Resources Ltd	1.	1,724.
232 Lowes	5,044.	5,888.
225 Raymond James	3,725.	6,966.
93 3M Company	6,112.	7,601.
126 Torchmark Corp	5,554.	8,201.
180 Unilever	5,101.	6,034.
222 Unitedhealth	6,707.	11,251.
73 Chubb	2,963.	5,053.
299 Comcast	4,515.	7,089.
184 Eaton	4,197.	8,010.
276 EMC	4,044.	5,945.
96 Fedex	8,480.	8,017.
93 FMC Corp	4,971.	8,002.
22 Genon Energy Inc	1.	57.
297 Archer-Daniels-Midland	9,459.	8,494.
78 Baker Hughes Inc	3,941.	3,794.
226 Perkinelmer Inc	4,976.	4,520.
546 Patterson-Uti Energy	8,638.	10,909.
174 Time Warner	5,382.	6,288.
269 Texas Instruments	6,886.	7,831.
212 Tyson Foods	3,716.	4,376.
30 Citadel Broadcsting Corp	1.	0.
109 ABB Ltd	2,772.	2,052.
89 Ace Ltd	5,942.	6,241.
243 Bristol Myers Squibb Co	8,170.	8,563.
132 Cigna Corporation	6,235.	5,544.
168 EnSCO PLC	8,613.	7,883.
176 Garmin Ltd	6,192.	7,007.
267 Hancock Holding Co	8,245.	8,536.
250 Intel Corp	5,665.	6,063.

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56 IBM	9,360.	10,297.
218 Kraft Foods Inc	7,662.	8,144.
192 Macys Inc	6,156.	6,179.
131 Nice Systems Ltd	4,575.	4,513.
50 Novo Nordisk A/S	5,990.	5,763.
149 SAP AG	8,815.	7,890.
119 Stanley Black & Decker Inc	8,181.	8,044.
399 Staples Inc	5,936.	5,542.
84 Toronto-Dominion Bank	6,813.	6,284.
Total to Form 990-PF, Part II, line 10b	534,596.	623,836.