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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation Perkins-Prothro Foundation		A Employer identification number 75-1247407
Number and street (or P O box number if mail is not delivered to street address) 2304 Midwestern Parkway	Room/suite 200	B Telephone number (940) 691-7770
City or town, state, and ZIP code Wichita Falls, TX 76308		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) \$ 24,641,234.85	J Accounting method ☒ 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)
1 Contributions, gifts, grants, etc., received		7,068.78		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		327,094.65	327,094.65		Statement 1
4 Dividends and interest from securities		355,324.18	355,324.18		Statement 2
5a Gross rents		3,622.56	3,622.56		Statement 3
b Net rental income or (loss)	3,622.56				
6a Net gain or (loss) from sale of assets not on line 10		708,463.94			
b Gross sales price for all assets on line 6a	6,409,958.68				
7 Capital gain net income (from Part IV, line 2)			708,463.94		
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		1,330,738.42	1,330,738.42		Statement 4
12 Total. Add lines 1 through 11		2,732,312.53	2,725,243.75		
13 Compensation of officers, directors, trustees, etc.		60,000.00	30,000.00		30,000.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits		14,723.61	7,361.81		7,361.80
16a Legal fees					
b Accounting fees	Stmnt 5	61,200.00	30,600.00		0.00
c Other professional fees	Stmnt 6	139,221.92	139,221.92		0.00
17 Interest					
18 Taxes	Stmnt 7	208,569.28	156,724.13		0.00
19 Depreciation and depletion		15,627.86	15,627.86		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	Stmnt 8	6,027.53	6,027.53		0.00
24 Total operating and administrative expenses. Add lines 13 through 23		505,370.20	385,563.25		37,361.80
25 Contributions, gifts, grants paid		3,578,866.64			3,578,866.64
26 Total expenses and disbursements. Add lines 24 and 25		4,084,236.84	385,563.25		3,616,228.44
27 Subtract line 26 from line 12		<1351924.31>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,339,680.50		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,526,869.57	1,407,590.76	1,407,590.76
	3 Accounts receivable ▶ 13,618.96			
	Less: allowance for doubtful accounts ▶	6,782.47	13,618.96	13,618.96
	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		31,961.30	31,961.30
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 9	7,979,270.90	9,499,500.54	12,908,902.38
	c Investments - corporate bonds Stmt 10	5,018,360.40	4,407,453.94	4,563,731.79
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 14,757.91			
	Less: accumulated depreciation Stmt 11 ▶	14,757.91	14,757.91	14,757.91
	12 Investments - mortgage loans			
	13 Investments - other Stmt 12	1,014,922.60	834,156.13	5,700,671.75
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	17,560,963.85	16,209,039.54	24,641,234.85
	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)	0.00	0.00	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	8,936,487.25	7,584,562.94	
	29 Retained earnings, accumulated income, endowment, or other funds	8,624,476.60	8,624,476.60	
	30 Total net assets or fund balances	17,560,963.85	16,209,039.54	
	31 Total liabilities and net assets/fund balances	17,560,963.85	16,209,039.54	

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	17,560,963.85
2	Enter amount from Part I, line 27a	2	<1,351,924.31>
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	16,209,039.54
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,209,039.54

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 6,409,958.68		5,701,494.74	708,463.94	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			708,463.94	
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		2 708,463.94
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	3,162,380.81	24,239,685.72	.130463
2009	4,497,001.99	23,549,746.83	.190958
2008	3,828,909.36	32,319,378.84	.118471
2007	3,443,580.66	36,328,864.83	.094789
2006	4,013,568.06	35,219,318.47	.113959
2 Total of line 1, column (d)			2 .648640
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 .129728
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 25,248,161.90
5 Multiply line 4 by line 3			5 3,275,393.55
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 23,396.81
7 Add lines 5 and 6			7 3,298,790.36
8 Enter qualifying distributions from Part XII, line 4			8 3,616,228.44

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 ☒ and enter 1% of Part I, line 27b		1	23,396.81
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	0.00
3 Add lines 1 and 2		3	23,396.81
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	23,396.81
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	55,360.03	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	55,360.03	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1.92	
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	31,961.30	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 23,396.81 Refunded ☒	11	8,564.49	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0.00 (2) On foundation managers ☒ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Mark H. Prothro, Treasurer Telephone no ▶ (940) 691-7770 Located at ▶ 2304 Midwestern Parkway, Suite 200, Wichita Falls ZIP+4 ▶ 76308			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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.) 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

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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

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

6b

X

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 13		60,000.00	1,848.00	0.00

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 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	20,753,533.89
b Average of monthly cash balances	1b	1,398,366.63
c Fair market value of all other assets	1c	3,480,751.16
d Total (add lines 1a, b, and c)	1d	25,632,651.68
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2 Acquisition indebtedness applicable to line 1 assets	2	0.00
3 Subtract line 2 from line 1d	3	25,632,651.68
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	384,489.78
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,248,161.90
6 Minimum investment return. Enter 5% of line 5	6	1,262,408.10

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	1,262,408.10
2a Tax on investment income for 2011 from Part VI, line 5	2a	23,396.81
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	23,396.81
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,239,011.29
4 Recoveries of amounts treated as qualifying distributions	4	0.00
5 Add lines 3 and 4	5	1,239,011.29
6 Deduction from distributable amount (see instructions)	6	0.00
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,239,011.29

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	3,616,228.44
b Program-related investments - total from Part IX-B	1b	0.00
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	3,616,228.44
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	23,396.81
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,592,831.63

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				1,239,011.29
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.00	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2011				
a From 2006	2298036.75			
b From 2007	1688836.36			
c From 2008	2234802.58			
d From 2009	3329986.23			
e From 2010	2005756.55			
f Total of lines 3a through e	11,557,418.47			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$3,616,228.44				
a Applied to 2010, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2011 distributable amount				1,239,011.29
e Remaining amount distributed out of corpus	2,377,217.15			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,934,635.62			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	2,298,036.75			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,636,598.87			
10 Analysis of line 9.				
a Excess from 2007	1688836.36			
b Excess from 2008	2234802.58			
c Excess from 2009	3329986.23			
d Excess from 2010	2005756.55			
e Excess from 2011	2377217.15			

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)

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				
Alf Engen Ski Museum Foundation P O Box 980187 Park City, UT 84098	None	501(c)(3)	Annual Fund	250.00
American Cancer Society 2433 Ridgepoint Drive Austin, TX 78754	None	501(c)(3)	Relay for Life	2,500.00
American Cancer Society 2433 Ridgepoint Drive Austin, TX 78754	None	501(c)(3)	Cattle Baron's Ball	5,000.00
American Heart Association 8200 Brookriver Dr Suite N-100 Dallas, TX 75247	None	501(c)(3)	Dallas Heart Ball	9,197.00
American Heart Association 8200 Brookriver Dr Suite N-100 Dallas, TX 75247	None	501(c)(3)	Annual Fund	17,000.00
Total	See continuation sheet(s)			3a 3,578,866.64
b Approved for future payment				
None				
Total				3b 0.00

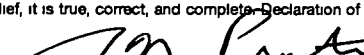
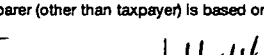
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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.		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☐ No	
	 Signature of officer or trustee		11-14-12 Date		President Title	
Paid Preparer Use Only	Print/Type preparer's name MAC CANNEDY		Preparer's signature 		Date 11/13/12	Check ☐ if self-employed PTIN P00123468
	Firm's name ▶ Freemon, Shapard & Story					Firm's EIN ▶ 75-0706311
	Firm's address ▶ 807 8th. Street, Suite 200 Wichita Falls 76301-3381					Phone no 940-322-4436

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

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

OMB No 1545-0047

2011

Name of the organization

Perkins-Prothro Foundation

Employer identification number

75-1247407

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

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

Name of organization	Employer identification number
Perkins-Prothro Foundation	75-1247407

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Joe N. Prothro 2304 Midwestern Parkway, Suite 200 Wichita Falls, TX 76308	\$ 7,068.78	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

75-1247407

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	600 Shs Abbott Lab Stock cost \$7,068.78	\$ 31,782.00	07/13/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

Perkins-Prothro Foundation

75-1247407

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

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

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

Perkins-Prothro 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 GS Global Fundamental-48.707 shs	P	01/01/07	02/01/11
b GS Global Fundamental-84.512 shs	P	01/01/07	04/01/11
c McGraw Hill-500 shs	P	08/30/99	04/07/11
d Medco Health Solutions-74 shs	P	08/30/04	04/01/11
e Halliburton Co-1350 shs	P	08/31/07	04/01/11
f Nestle-500 shs	P	07/22/03	04/07/11
g Nestle-1000 shs	P	07/22/03	04/01/11
h Babcock & Wilcox-175 shs	P	01/11/08	04/01/11
i Kellogg Co-352 shs	P	11/25/85	04/07/11
j Intel Corp-2269 shs	P	03/27/97	04/01/11
k Intel Corp-731 shs	P	03/05/01	04/01/11
l General Electric-3000 shs	P	03/05/01	04/01/11
m McDermott Intl-350 shs	P	01/11/08	04/01/11
n Microsoft Corp-6050 shs	P	07/22/03	04/01/11
o PepsiCo Inc-1000 shs	P	03/05/01	04/01/11

(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 5,105.27		4,039.33	1,065.94
b 8,751.90		7,008.68	1,743.22
c 19,685.92		12,975.00	6,710.92
d 4,183.14		181.18	4,001.96
e 66,799.55		47,020.50	19,779.05
f 28,854.44		9,900.00	18,954.44
g 57,078.90		19,800.00	37,278.90
h 5,832.17		9,228.53	<3,396.36>
i 18,966.66		3,083.77	15,882.89
j 44,816.19		40,183.90	4,632.29
k 14,438.36		19,747.97	<5,309.61>
l 60,666.33		123,735.00	<63,068.67>
m 8,881.33		10,073.97	<1,192.64>
n 152,947.10		162,375.95	<9,428.85>
o 65,132.25		47,360.00	17,772.25

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

(i) FMV 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			1,065.94
b			1,743.22
c			6,710.92
d			4,001.96
e			19,779.05
f			18,954.44
g			37,278.90
h			<3,396.36>
i			15,882.89
j			4,632.29
k			<5,309.61>
l			<63,068.67>
m			<1,192.64>
n			<9,428.85>
o			17,772.25

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

Perkins-Prothro 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	GS Dynamic Equity-funds from merger	P	01/01/07	05/10/11
b	Intel Corp-1731 shs	P	03/27/97	07/01/11
c	Intel Corp-269 shs	P	03/27/97	07/01/11
d	Nestle-490 shs	P	07/22/03	07/01/11
e	Nestle-10 shs	P	05/27/93	07/01/11
f	Pepsico Inc-600 shs	P	03/05/01	07/01/11
g	Cisco Systems-1500 Shs	P	12/11/07	07/01/11
h	Cisco Systems-590 Shs	P	10/09/07	07/01/11
i	GS Global Fundamental-24.479 shs	P	01/01/07	09/01/11
j	HSBC Hldg PLC-590 shs	P	09/23/04	11/08/11
k	HSBC Hldg PLC-458 shs	P	04/09/09	11/08/11
l	GS Global Fundamental-122.0623 shs	P	01/01/07	12/01/11
m	UBS-All accounts	P	Various	Various
n	UBS-All accounts	P	Various	Various
o	Capital Gains Dividends			

(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 312.57			312.57
b 38,151.20		30,655.95	7,495.25
c 5,928.75		4,746.20	1,182.55
d 30,229.48		9,702.00	20,527.48
e 616.93		73.62	543.31
f 41,757.64		28,416.00	13,341.64
g 23,384.55		43,364.40	<19,979.85>
h 9,197.92		19,381.50	<10,183.58>
i 2,519.49		2,030.07	489.42
j 25,781.74		47,084.65	<21,302.91>
k 20,013.62		8,467.30	11,546.32
l 11,934.41		10,122.77	1,811.64
m 3,399,664.56		2,792,522.09	607,142.47
n 2,233,121.17		2,188,214.41	44,906.76
o 5,205.14			5,205.14

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

(i) FMV 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			312.57
b			7,495.25
c			1,182.55
d			20,527.48
e			543.31
f			13,341.64
g			<19,979.85>
h			<10,183.58>
i			489.42
j			<21,302.91>
k			11,546.32
l			1,811.64
m			607,142.47
n			44,906.76
o			5,205.14

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	708,463.94
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
American Heart Association 8200 Brookriver Dr Suite N-100 Dallas, TX 75247	None	501(c)(3)	Wine Dinner Fundraiser	3,000.00
American Heart Association 8200 Brookriver Dr Suite N-100 Dallas, TX 75247	None	501(c)(3)	Cotes Du Coeur	5,000.00
Animal Rescue League of New Hampshire 545 Route 101 Bedford, NH 03110	None	501(c)(3)	Annual Fund	5,000.00
Baylor Health Care System Foundation 3600 Gaston Avenue, Suite 100 Dallas, TX 75246	None	501(c)(3)	Annual Fund	4,375.00
Bedford Presbyterian Church 4 Church Road Bedford, NH 03110	None	501(c)(3)	Annual Fund	15,000.00
Big Brothers Big Sisters 4822 Kemp Blvd, Suite 1200 Wichita Falls, TX 76308	None	501(c)(3)	Purchase Van	31,000.00
Bishop Guertin High School 194 Lund Road Nashua, NH 03060	None	501(c)(3)	Legacy Gala Dinner Fundraiser	1,500.00
Bishop Guertin High School 194 Lund Road Nashua, NH 03060	None	501(c)(3)	Senior Flight Night	750.00
Boy Scouts of America 3604 Maplewood Avenue Wichita Falls, TX 76308	None	501(c)(3)	Friends of Scouting	400.00
Boy Scouts of America/Capitol Area Council 12500 N IH 35 Austin, TX 78753	None	501(c)(3)	Habitat for Humanity Eagle Home Project	5,000.00
Total from continuation sheets				3,544,919.64

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Boys & Girls Club of Wichita Falls 1318 6th Street Wichita Falls, TX 76301	None	501(c)(3)	Roof Project	20,000.00
Boys & Girls Club of Wichita Falls 1318 6th Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	400.00
Breast Cancer 3-Day P O Box 650543 Dallas, TX 75265	None	501(c)(3)	Susan Komen Breast Cancer Walk	2,500.00
Camp Fire Council of North Texas 2414 9th Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	3,000.00
CASA of New Hampshire P O Box 1327 Manchester, NH 03105-1327	None	501(c)(3)	Annual Fund	5,000.00
Charity-Water 200 Varick Street, Suite 201 New York, NY 10014	None	501(c)(3)	Water Project	5,000.00
Children's Medical Center 6502 Malcolm Drive Dallas, TX 75214	None	501(c)(3)	Sponsor annual parade	750.00
Christ's Foundry United Methodist Mission P O Box 29126 Dallas, TX 75229	None	501(c)(3)	Building Fund	10,000.00
Cimarron Memorial Hospital 100 S. Ellis Boise City, OK 73933	None	501(c)(3)	Purchase equipment for lab	57,000.00
Clayton Dabney Foundation 4710 Irvin Simmons Dallas, TX 75229	None	501(c)(3)	Clayton's Wings-kids with cancer	300.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
College of Southern Nevada Foundation 6375 West Charleston Blvd W32E Las Vegas, NV 89146	None	501(c)(3)	Annual Fund	1,125.00
Creede Community Church P O Box 126 Creede, CO 81130	None	501(c)(3)	Annual Fund	3,000.00
Creede Community Church P O Box 126 Creede, CO 81130	None	501(c)(3)	Christmas Eve Fund	750.00
Creede Mining Heritage Inc P O Box 1273 South Fork, CO 81154	None	501(c)(3)	Catholic Church Renovation	10,000.00
Dallas Museum of Art 1717 North Harwood Street Dallas, TX 75201	None	501(c)(3)	Purchase Fund for Deedie Rose	14,000.00
Dallas Theater Center 2400 Flora Street Dallas, TX 75201	None	501(c)(3)	Annual Fund	1,500.00
East Branch YMCA 302 Tulsa Wichita Falls, TX 76301	None	501(c)(3)	Partner's with Youth	250.00
Eastside Baptist Church 1632 Harding Street Wichita Falls, TX 76301	None	501(c)(3)	Maintenance Fund	200.00
Educational Opportunities 8350 N Central Expressway, Ste 775 Dallas, TX 75206	None	501(c)(3)	Annual Fund	300.00
Episcopal School of Dallas Parent's Assn 4100 Merrell Road Dallas, TX 75229	None	501(c)(3)	Auction	3,000.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None	501(c)(3)	Annual Fund	7,500.00
Extreme Response P O Box 345 Snellville, CA 30078	None	501(c)(3)	Feed My Straving Children	7,500.00
Faith Refuge P O Box 965 Wichita Falls, TX 76307	None	501(c)(3)	Capital Campaign	75,000.00
First Baptist Church 1200 9th Street Wichita Falls, TX 76301	None	501(c)(3)	Memorial/Church at Sheppard	200.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None	501(c)(3)	Capital Campaign	26,000.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None	501(c)(3)	Kay & Frank Yeager Fund	80,000.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None	501(c)(3)	Annual Fund	99,900.00
First United Methodist Church P O Box 2125 Wichita Falls, TX 76307	None	501(c)(3)	Organ Fund-Heraldic Trumpet Pipes	30,000.00
Fractured Atlas 2440 Broadway, Suite 287 New York, NY 10024	None	501(c)(3)	Opera Breve Performance in WF	5,000.00
Frank Buck Zoological Society P O Box 621 Gainesville, TX 76241	None	501(c)(3)	In honor of Dianne Clack Prothro	1,500.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Frank Buck Zoological Society P O Box 621 Gainesville, TX 76241	None	501(c)(3)	Annual Fund	15,000.00
Friends of Hospice P O Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	Golf Tournament	7,000.00
Friends of UT Southwestern Univ Hospital P O Box 910888 Dallas, TX 75391	None	501(c)(3)	Acquire MRI Equipment	25,000.00
Greater Dallas Youth Orchestra 3630 Harry Hines Blvd Dallas, TX 75219	None	501(c)(3)	Annual Fund	1,500.00
Habitat for Humanity Park City P O Box 682704 Park City, UT 84068	None	501(c)(3)	Annual Fund	3,750.00
Habitat for Humanity 1206 Lamar Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	1,250.00
Habitat for Humanity 1206 Lamar Wichita Falls, TX 76301	None	501(c)(3)	Carrigan House	1,500.00
Highland Park Education Foundation 4201 Grassmere Dallas, TX 75205	None	501(c)(3)	Mad for Plaid	3,750.00
Highland Park Education Foundation 4201 Grassmere Dallas, TX 75205	None	501(c)(3)	Tartan Endowment	25,000.00
Highland Park United Methodist Church 3300 Mockingbird Lane Dallas, TX 75205	None	501(c)(3)	Annual Fund	62,500.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Hirshi Husky Band 3106 Borton Lane Wichita Falls, TX 76308	None	501(c)(3)	Sponsor trip	2,620.00
Hospice Austin 4107 Spicewood Springs Road, Ste 100 Austin, TX 78759	None	501(c)(3)	In honor of Mr & Mrs Vincent Prothro	100.00
Hospice of Wichita Falls P O Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	Memorials	250.00
Hospice of Wichita Falls P O Box 4804 Wichita Falls, TX 76308	None	501(c)(3)	Homecare Administration Wing	167,000.00
Hyer PTA 3920 Caruth Blvd Dallas, TX 75225	None	501(c)(3)	Support programs	4,150.00
Kemp Center for The Arts 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Art on the Green	500.00
Kemp Center for The Arts 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	2,200.00
KittiCo Cat Rescue P O Box 600447 Dallas, TX 75360	None	501(c)(3)	Annual Fund	750.00
Larry Miller Charities 301 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	Utah Jazz	2,625.00
Letot Center Capital Foundation 8214 Westchester Dr, Ste 850 Dallas, TX 75225	None	501(c)(3)	Annual Fund	20,000.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	None	170(c)(1)	President's Circle	16,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	None	170(c)(1)	Akin Artist Series	40,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	None	170(c)(1)	French Program	6,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	None	170(c)(1)	Fantasy of Lights	100.00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	None	170(c)(1)	Museum of Art	200.00
Mills College 5000 MacArthur Blvd Oakland, CA 94613	None	170(c)(1)	Scholarship Fund	30,000.00
Mills College 5000 MacArthur Blvd Oakland, CA 94613	None	170(c)(1)	Annual Fund	5,625.00
Mountainland Community Housing 1960 Sidewinder, Suite 202 Park City, UT 84060	None	501(c)(3)	Annual Fund	2,000.00
MSU Foundation 3410 Taft Blvd Wichita Falls, TX 76308	None	501(c)(3)	Memorial for Larry Robb	200.00
Museum of North Texas History P O Box 1619 Wichita Falls, TX 76307	None	501(c)(3)	Annual Fund	750.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Museum of North Texas History P O Box 1619 Wichita Falls, TX 76307	None	501(c)(3)	2012 Air Show	2,500.00
Museum of Art at MSU 2 Eureka Circle Wichita Falls, TX 76308	None	501(c)(3)	Annual Fund	1,000.00
National Ability Center P O Box 682799 Park City, UT 84068	None	501(c)(3)	Endowment Fund	18,500.00
National Museum of Women in the Art 1250 New York Ave NW Washington, DC 20005	None	501(c)(3)	An evening in Monte Carlo	500.00
North Texas Area United Way P O Box 660 Wichita Falls, TX 76307	None	501(c)(3)	Campaign Fund	60,000.00
North Texas Area United Way P O Box 660 Wichita Falls, TX 76308	None	501(c)(3)	Early Childhood Program	169,250.00
North Texas Food Bank 4500 S Cockrell Hill Road Dallas, TX 75236	None	501(c)(3)	Food 4 Kids Backpack Program	750.00
North Texas Rehab Center 1005 Midwestern parkway Wichita Falls, TX 76302	None	501(c)(3)	Acquire MRI Equipment	5,000.00
Pan Massachusetts Challenge Trust 77 Fourth Avenue Needham, MA 02494	None	501(c)(3)	Sponsor Rider for Fundraiser	750.00
Park City Historical Society P O Box 555 Park City, UT 84060	None	501(c)(3)	Guild	600.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Park City Performing Arts Foundation P O Box 1297 Park City, UT 84060	None	501(c)(3)	Annual Fund	8,500.00
Park City Ski Education Foundation P O Box 118 Park City, UT 84060	None	501(c)(3)	Annual Fund	5,000.00
Paws Cause 4324 St Johns Dallas, TX 75205	None	501(c)(3)	Annual Fund	4,500.00
Peace House Inc P O Box 682141 Park City, UT 84068	None	501(c)(3)	Annual Fund	2,500.00
Perkins School of Theology P O Box 750325 Dallas, TX 75275	None	501(c)(3)	PLPF Symposium & Lunch	5,000.00
Possum Kingdom East VFD P O Box 345 Graford, TX 76449	None	501(c)(3)	Annual Fund	2,500.00
Presbyterian Manor 4600 Taft Blvd Wichita Falls, TX 76308	None	501(c)(3)	Good Samaritan Fund	30,750.00
River Bend Nature Center P O Box 3674 Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	3,500.00
River Bend Nature Center P O Box 3674 Wichita Falls, TX 76301	None	501(c)(3)	Christmas Gala	1,000.00
Salesmanship Club Charitable Golf of Dallas 106 E 10th Street, Suite 200 Dallas, TX 75203	None	501(c)(3)	Annual Fund	16,500.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Salesmanship Club Foundation 106 E 10th Street, Suite 200 Dallas, TX 75203	None	501(c)(3)	Fund B	15,000.00
Salvation Army P O Box 2189 Wichita Falls, TX 76307	None	501(c)(3)	Matching grant for bus purchase	14,500.00
Sheppard Military Affairs Committee P O Box 1860 Wichita Falls, TX 76307	None	501(c)(3)	Fund Drive, Event Expense	6,500.00
Sheppard Military Affairs Committee P O Box 1860 Wichita Falls, TX 76307	None	501(c)(3)	Annual Fund	1,500.00
Soupmobile 3017 Commerce Street Dallas, TX 75226	None	501(c)(3)	Feed the Homeless Program	2,500.00
Southern Methodist University P O Box 750133 Dallas, TX 75275	None	170(c)(1)	Al Mouledous Piano Endowment	25,000.00
Southern Methodist University P O Box 750133 Dallas, TX 75275	None	170(c)(1)	C Vin Prothro Biological Science Initiative	320,000.00
Southern Methodist University P O Box 750133 Dallas, TX 75275	None	170(c)(1)	Podium	14,124.60
Southern Methodist University P O Box 750133 Dallas, TX 75275	None	501(c)(3)	Mustang Club Annual Fund	4,000.00
Southwestern University P O Box 770 Georgetown, TX 78627	None	501(c)(3)	Lifelong Learning Center	700,000.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Southwestern University P O Box 770 Georgetown, TX 78627	None	501(c)(3)	Annual Fund	22,500.00
SPCA 2400 Lone Star Drive Dallas, TX 75212	None	501(c)(3)	2011 Fur Ball	11,679.90
St Micheal's and All Angels Church 8011 Douglas Dallas, TX 75225	None	501(c)(3)	Stewardship Program	1,500.00
Sweet Briar College P O Box 1057 Sweet Briar, VA 24595	None	501(c)(3)	Annual Fund	1,000.00
TACA 3878 Oaklawn Avenue Dallas, TX 75219	None	501(c)(3)	Annual Fund	1,875.00
Texas Health Presbyterian Hospital 8200 Walnut Hill Lane Dallas, TX 75231	None	501(c)(3)	Eating Disorder Center	5,000.00
Texas Methodist Foundation 11709 Boulder Lane, Suite 100 Austin, TX 78726	None	501(c)(3)	Leadership Ministry	22,500.00
Texas Methodist Foundation 11709 Boulder Lane, Suite 100 Austin, TX 78726	None	501(c)(3)	TMP Inst for Clergy	5,000.00
Texas Ramp Project P O Box 832065 Richardson, TX 75083	None	501(c)(3)	WF Area Ramp Project	6,000.00
Texas Wesleyan University 1201 Wesleyan Fort Worth, TX 76105	None	501(c)(3)	Annual Fund	2,500.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Trinity University One Trinity Place #49 San Antonio, TX 78212	None	501(c)(3)	Annual Fund	750.00
United Regional Foundation 1600 11th Street Wichita Falls, TX 76301	None	501(c)(3)	Capital Campaign	250,000.00
United States Ski & Snowboard Foundation P O Box 100 Park City, UT 84060	None	501(c)(3)	Annual Fund	10,000.00
University of Texas Chancellor's Council 210 W 6th St Ste 1 200 Austin, TX 78701	None	170(c)(1)	Chancellor's Council	2,000.00
University of Texas P O Box 13178 Austin, TX 78711	None	170(c)(1)	Longhorn Foundation Annual Fund	31,935.00
University of Texas P O Box 7219 Austin, TX 78713	None	170(c)(1)	Harry Ransom Center Director's Fund	2,500.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	C Rice Fund	2,500.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	Guild	1,000.00
Utah Symphony & Opera 123 West South Temple Salt Lake City, UT 84101	None	501(c)(3)	Deer Valley Music Festival	280,666.00
Vernon College Foundation 4400 College Drive Vernon, TX 76384	None	501(c)(3)	Scholarships	5,000.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Visting Nurse Association 1600 Viceroy Drive, Ste 400 Dallas, TX 75235	None	501(c)(3)	Wheels for Meals and More	3,750.00
Wake Forest University P O Box 7227 Winston Salem, NC 27109	None	501(c)(3)	Annual Fund	5,000.00
WFISD Foundation Inc P O Box 97533 Wichita Falls, TX 76307	None	501(c)(3)	Blue Shoe Project & Trip	724.14
WFISD Foundation Inc P O Box 97533 Wichita Falls, TX 76307	None	501(c)(3)	Instruments, Truck Fund, Lockers, Fine Arts Fund	72,500.00
Whispers of Hope Horse Farm 3545 Parkhill Road Wichita Falls, TX 76310	None	501(c)(3)	Defry high cost on feed	5,000.00
Wichita Area Food Bank P O Box 623 Wichita Falls, TX 76307	None	501(c)(3)	2 Children's hunger programs	20,000.00
Wichita County Heritage Society 900 Bluff Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	100.00
Wichita County Heritage Society 900 Bluff Street Wichita Falls, TX 76301	None	501(c)(3)	Kell House Grant	40,000.00
Wichita Falls Area Community Foundation 807 8th Street, Suite 750 Wichita Falls, TX 76301	None	501(c)(3)	Volunteer Fire Departments	25,000.00
Wichita Falls Area Community Foundation 807 8th Street, Suite 750 Wichita Falls, TX 76301	None	501(c)(3)	Greoge Boswell Endowment Fund	2,000.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Wichita Falls Area Community Foundation 807 8th Street, Suite 750 Wichita Falls, TX 76301	None	501(c)(3)	WFHS Band Orchestra Trip	3,715.00
Wichita Falls Area Community Foundation 807 8th Street, Suite 750 Wichita Falls, TX 76301	None	501(c)(3)	Rider trip to London	2,500.00
Wichita Falls Symphony League 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Run for the Roses	400.00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund	6,000.00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund/Artist Sponsor	56,750.00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Time for Three	35,200.00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Munck Carter Expenses	2,830.00
Wichita Falls Symphony Orchestra 1300 Lamar Street Wichita Falls, TX 76301	None	501(c)(3)	Musical Connections Education Program	2,500.00
Wild Bird Rescue 4611 Lake Shore Drive Wichita Falls, TX 76310	None	501(c)(3)	Memory of Bob Lindsey	300.00
Wild Bird Rescue 4611 Lake Shore Drive Wichita Falls, TX 76310	None	501(c)(3)	Windows to Learning Walkway	50,000.00
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Wofford College 429 North Church Street Spartanburg, SC 29303	None	501(c)(3)	James Patrick Prothro Endowed Scholarship Fund	17,500.00
Wofford College 429 North Church Street Spartanburg, SC 29303	None	501(c)(3)	Annual Fund	2,250.00
Wofford College 429 North Church Street Spartanburg, SC 29303	None	501(c)(3)	Terrier Club	3,750.00
Yale Univeristy Art Gallery P O Box 208271 New Haven, CT 06520	None	501(c)(3)	Annual Fund	5,000.00
Yellowstone Park Foundation Inc 222 East Main St, Suite 301 Bozeman, MT 59715	None	501(c)(3)	Annual Fund	16,000.00
Yellowstone Park Foundation Inc 222 East Main St, Suite 301 Bozeman, MT 59715	None	501(c)(3)	Bear Cards & Pins	10,000.00
Yellowstone Park Foundation Inc 222 East Main St, Suite 301 Bozeman, MT 59715	None	501(c)(3)	Youth Conservation Corp	20,000.00
Yellowstone Park Foundation Inc 222 East Main St, Suite 301 Bozeman, MT 59715	None	501(c)(3)	Quarentine Barn	15,000.00
Yellowstone Park Foundation Inc 222 East Main St, Suite 301 Bozeman, MT 59715	None	501(c)(3)	Wolf Project	24,000.00
YMCA 1010 9th Street Wichita Falls, TX 76301	None	501(c)(3)	Annual Fund Annual Fund	500.00
Total from continuation sheets				

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

Source	Amount
Merrill Lynch	1,215.40
Prothro Investments	19.03
UBS Financial Services LLC	325,860.22
Total to Form 990-PF, Part I, line 3, Column A	327,094.65

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Merrill Lynch	187,267.98	0.00	187,267.98
UBS Financial Services LLC	173,261.34	5,205.14	168,056.20
Total to Form 990-PF, Part I, line 4	360,529.32	5,205.14	355,324.18

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Land Rentals	1	3,622.56
Total to Form 990-PF, Part I, line 5a		3,622.56

Form 990-PF Other Income Statement 4

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Oil & Gas Royalties	371,110.85	371,110.85	
Miscellaneous Income	0.02	0.02	
Oil & Gas Royalties - Partnership K-1's	991,565.55	991,565.55	
Partnerships - K-1's	<31,938.00>	<31,938.00>	
Total to Form 990-PF, Part I, line 11	1,330,738.42	1,330,738.42	

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting Fees - Freemon, Shapard & Story (Audit & Accounting Service)	15,000.00	7,500.00		0.00	
Accounting Fees - Perkins Prothro Co.(Accounting & Bookkeeping)	46,200.00	23,100.00		0.00	
To Form 990-PF, Pg 1, ln 16b	61,200.00	30,600.00		0.00	

Form 990-PF	Other Professional Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Professional Fees - Fayez Sarofim & Co. (Investment Mgmt.)	30,750.00	30,750.00		0.00	
Other Professional Fees - UBS Financial Serv Fees (Investment Mgmt.)	108,471.92	108,471.92		0.00	
To Form 990-PF, Pg 1, ln 16c	139,221.92	139,221.92		0.00	

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Tax Expense	5,684.87	5,684.87		0.00	
Ad Valorem	19,240.36	19,240.36		0.00	
Federal Excise & Misc. Taxes	50,009.15	0.00		0.00	
Gross Production Tax	19,237.59	19,237.59		0.00	
Payroll Taxes	3,672.00	1,836.00		0.00	
Gross Production Tax-Partnerships	110,725.31	110,725.31		0.00	
To Form 990-PF, Pg 1, ln 18	208,569.28	156,724.13		0.00	

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Expenses - Royalties	2,485.14	2,485.14		0.00	
Miscellaneous Expenses	3,542.39	3,542.39		0.00	
To Form 990-PF, Pg 1, ln 23	6,027.53	6,027.53		0.00	

Form 990-PF	Corporate Stock		Statement	9
Description	Book Value		Fair Market Value	
ML Corporate Stocks	3,481,310.33		6,721,669.23	
UBS Corporate Stocks	6,018,190.21		6,187,233.15	
Total to Form 990-PF, Part II, line 10b	9,499,500.54		12,908,902.38	

Form 990-PF	Corporate Bonds		Statement	10
Description	Book Value		Fair Market Value	
UBS Corporate Notes, Bonds	4,407,453.94		4,563,731.79	
Total to Form 990-PF, Part II, line 10c	4,407,453.94		4,563,731.79	

Form 990-PF	Depreciation of Assets Held for Investment		Statement	11
Description	Cost or Other Basis	Accumulated Depreciation	Book Value	
Land	14,757.91	0.00	14,757.91	
Total to Fm 990-PF, Part II, ln 11	14,757.91	0.00	14,757.91	

Form 990-PF	Other Investments	Statement	12
Description	Valuation Method	Book Value	Fair Market Value
GS Hedge Funds	COST	39,795.23	46,688.80
Mineral Investments - Producing	COST	309.46	974,904.63
Mineral Investments - Non-Producing	COST	3,293.68	3,293.68
Partnership Interest - DB	COST		
Liquidations		<162.00>	0.00
Partnership Interest - Prothro	COST		
Investments		27,940.28	2,487,794.94
UBS Partnership Investments	COST	762,979.48	2,187,989.70
Total to Form 990-PF, Part II, line 13		834,156.13	5,700,671.75

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	13
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
Joe N. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	President 40.00	48,000.00	1,848.00	0.00
Kathryn P. Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	V-President 10.00	0.00	0.00	0.00
K. Elizabeth Yeager 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Secretary 10.00	6,000.00	0.00	0.00
Mark H. Prothro 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Treasurer 10.00	0.00	0.00	0.00
Charlotte P. Philbin 2304 Mdwstrn. Pkwy. Suite 200, Wichita Falls, TX 76308	Director 10.00	6,000.00	0.00	0.00
Totals included on 990-PF, Page 6, Part VIII		60,000.00	1,848.00	0.00

Form 990-PF

Part XV - Line 1b
List of Foundation Managers

Statement 14

Name of Manager

Joe N. Prothro
Kathryn P. Yeager
Mark H. Prothro

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Perkins-Prothro Foundation	☒ 75-1247407
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	2304 Midwestern Parkway, No. 200	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Wichita Falls, TX 76308	

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

0 4

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

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

Mark H. Prothro, Treasurer - 2304 Midwestern Parkway,

• The books are in the care of ☒ Suite 200 - Wichita Falls,, TX 76308

Telephone No. ☒ (940) 691-7770

FAX No. ☐

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

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

4 I request an additional 3-month extension of time until November 15, 2012.

5 For calendar year 2011, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

All tax information has now been received however additional time is required to complete and file an accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	23,396.81
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	55,360.03
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.00

Signature and Verification must be completed for Part II only.

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

Signature ☒ Mark H. Prothro Title ☒ Treasurer

Date ☒ 8-14-12

Form 8868 (Rev. 1-2012)