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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
CH FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 94038

City or town, state, and ZIP code
LUBBOCK, TX 794934038

A Employer identification number
75-1534816

B Telephone number (see page 10 of the instructions)
(806) 239-7963

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 ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 161,864,047

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	47,113	47,113		
	4 Dividends and interest from securities.	3,124,423	3,124,423		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,808,376			
	b Gross sales price for all assets on line 6a 14,446,269				
	7 Capital gain net income (from Part IV, line 2)		2,793,371		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	9,312,786	9,085,717		
	12 Total. Add lines 1 through 11	15,292,698	15,050,624		
	13 Compensation of officers, directors, trustees, etc	141,600	14,160		127,440
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	10,832	1,083		9,749
	16a Legal fees (attach schedule).	480	48		432
	b Accounting fees (attach schedule).	23,205	2,321		20,884
	c Other professional fees (attach schedule)	84,660	84,660		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,217,923	987,945		
	19 Depreciation (attach schedule) and depletion	1,362,858	1,362,858		
	20 Occupancy	19,196	1,920		17,276
	21 Travel, conferences, and meetings	19,222	9,611		9,611
	22 Printing and publications				
	23 Other expenses (attach schedule).	65,894	51,890		14,004
	24 Total operating and administrative expenses. Add lines 13 through 23	2,945,870	2,516,496		199,396
	25 Contributions, gifts, grants paid	6,977,349			6,977,349
	26 Total expenses and disbursements. Add lines 24 and 25	9,923,219	2,516,496		7,176,745
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,369,479			
	b Net investment income (if negative, enter -0-)		12,534,128		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	663,667	830,845	830,845
	2	Savings and temporary cash investments			
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	113,901,543	120,529,542	128,213,331
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ 8,366,112 Less accumulated depreciation (attach schedule) ▶ 8,122,007	301,255	244,105	32,512,532
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	313,029	307,339	307,339
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	115,179,494	121,911,831	161,864,047
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	115,179,494	121,911,831	
	30	Total net assets or fund balances (see page 17 of the instructions)	115,179,494	121,911,831	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	115,179,494	121,911,831	

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	115,179,494
2	Enter amount from Part I, line 27a	2	5,369,479
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,362,858
4	Add lines 1, 2, and 3	4	121,911,831
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	121,911,831

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				
(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				
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				
2	Capital gain net income or (net capital loss) <div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>		2	2,793,371
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8</div>		3	

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 page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	6,985,656	142,929,333	0 048875
2009	6,509,143	125,185,355	0 051996
2008	7,779,085	134,596,291	0 057796
2007	7,482,385	140,747,030	0 053162
2006	6,088,907	120,718,563	0 050439
2 Total of line 1, column (d).			2 0 262268
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 0 052454
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			4 160,995,666
5 Multiply line 4 by line 3.			5 8,444,867
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 125,341
7 Add lines 5 and 6.			7 8,570,208
8 Enter qualifying distributions from Part XII, line 4.			8 7,176,745
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 on page 18			

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	250,683
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	250,683
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	250,683
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	205,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	35,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	240,000
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	84
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	10,767
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0	Refunded <input type="checkbox"/>	11	

Part VII-AStatements 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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.CHFOUNDATIONLUBBOCK.COM	13	Yes	
14	The books are in care of DON GRAF Telephone no (806) 792-0448 Located at 4601 50TH STREET LUBBOCK TX ZIP +4 79414			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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		
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 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<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)? (see page 22 of the instructions).	<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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	132,867,636
b	Average of monthly cash balances.	1b	1,449,863
c	Fair market value of all other assets (see page 24 of the instructions).	1c	29,129,878
d	Total (add lines 1a, b, and c).	1d	163,447,377
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	163,447,377
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	2,451,711
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	160,995,666
6	Minimum investment return. Enter 5% of line 5.	6	8,049,783

Part XI

Distributable Amount (see page 25 of the 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	8,049,783
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	250,683
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	250,683
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	7,799,100
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	7,799,100
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	7,799,100

Part XII

Qualifying Distributions (see page 25 of the 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	7,176,745
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,176,745
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,176,745
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only.			
b	Total for prior years 20__, 20__, 20__			
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.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 7,176,745			
a	Applied to 2010, but not more than line 2a			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2011 distributable amount.			
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).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
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.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . .			
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.			
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.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

NA

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NA

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

KAY SANFORD
P O BOX 94038
LUBBOCK, TX 79493
(806) 792-0448

b

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

GRANT REQUESTS SHOULD BE IN WRITING AND INCLUDE (1) A BRIEF BACKGROUND OF THE ORGANIZATION, (2) A DESCRIPTION OF THE PROPOSED PROJECT AND A CONCISE STATEMENT OF ITS OBJECTIVES AND GOALS, (3) AN EXPLANATION OF THE PROPOSED USE OF FUNDS, (4) A DETAILED BUDGET, OTHER SOURCES OF DOCUMENTS FROM INTERNAL REVENUE SERVICE SHOWING TAX EXEMPT STATUS, (5) A STATEMENT OF APPROVAL OF THE REQUEST SIGNED BY THE CHIEF ADMINISTRATOR AND THE CHAIRMAN OF THE BOARD AND THE NAME OF THE PRIMARY CONTACT PERSON FOR FOLLOW UP, (6) MOST RECENT FINANCIAL REPORT, AND (7) PLAN FOR SUSTAINING THE PROJECT AFTER GRANT FUNDS EXPIRE

c

Any submission deadlines

MAY 1ST OF EACH YEAR

d

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

GRANTS ARE GENERALLY RESTRICTED TO ORGANIZATIONS WHOSE SERVICES BENEFIT THE SOUTH PLAINS AREA OF TEXAS

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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	6,977,349
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) 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	47,113	
4 Dividends and interest from securities.			14	3,124,423	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	9,085,717	
8 Gain or (loss) from sales of assets other than inventory			18	2,793,371	15,005
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a See Additional Data Table					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .				15,224,548	68,150
13 Total. Add line 12, columns (b), (d), and (e).			13		15,292,698

[illegible]

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

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 or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2012-08-08	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature ▶ KEVIN G MCMAHON		Date 2012-08-08	Check if self-employed ▶ <input checked="" type="checkbox"/>
		Firm's name ▶ CARAWAY MCMAHON & COMPANY LLP			Firm's EIN ▶
7822 ORLANDO AVE					
Firm's address ▶ LUBBOCK, TX 794231942			Phone no (806) 795-0470		

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No






Additional Data

Software ID:
Software Version:
EIN: 75-1534816
Name: CH FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
DON GRAF  P O BOX 94038 LUBBOCK, TX 79493	EXEC DIR/SEC 30 00	70,800	0	0
KAY SANFORD  9307 QUINTON AVENUE LUBBOCK, TX 79424	PRES/ADMIN 30 00	70,800	0	0
KEVIN G MCMAHON  4011 88TH PLACE LUBBOCK, TX 79423	TREASURER 1 00	0	0	0
KATHY GILBREATH  4603 5TH STREET LUBBOCK, TX 79416	VICE PRESIDE 1 00	0	0	0
CAROL MCWHORTER  3019 21ST STREET LUBBOCK, TX 79410	TRUSTEE 1 00	0	0	0

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
ACROSS THE STREET OUTREACH 2002 60TH ST LUBBOCK,TX 79412			STAFF FOR SUMMER LUNCH PROGRAM	5,104
ALL SAINTS EPISCOPAL SCHOOL 3222 103RD ST LUBBOCK,TX 79423			SCHOLARSHIPS	85,000
ALL SAINTS EPISCOPAL SCHOOL 3222 103RD ST LUBBOCK,TX 79423			CONSTRUCTION-PATIROT LEARNING CENTER	125,000
AMERICAN CANCER SOCIETY 3513 10TH ST LUBBOCK,TX 79415			3RD OF 3 YRS HOPE LODGE	500,000
AMERICAN MUSEUM OF AGRICULTUREPO BOX 505 LUBBOCK,TX 79408			COMPLETION OF PHASE ONE OF BUILDING,	100,000
AMBUCS CAPROCK CHAPTERPO BOX 93871 LUBBOCK,TX 79493			AMTRYKE THERAPEUTIC TRICYCLE PROGRAM	5,000
ARCS FOUNDATION INCPO BOX 94206 LUBBOCK,TX 79493			SCHOLARSHIPS, TRAVEL TO ARCS LIGHT A	21,000
ASSIST HUMAN NEEDS1218 14TH ST LUBBOCK,TX 79401			UNMET CLIENT NEEDS	5,000
BALLET LUBBOCK5702 GENOA AVE LUBBOCK,TX 79424			NUTCRACKER, CINDERELLA, MARLEY PERFO	76,991
BIG BROTHERS BIG SISTERS1409 19TH ST LUBBOCK,TX 79401			MENTORING CHILDREN OF PRISONERS IN L	50,000
BOY SCOUTS - SP COUNCIL30 BRIERCROFT OFFICE PK LUBBOCK,TX 79412			1ST OF 3 YEARS, SCOUTING IN TITLE ON	12,010
BREEDLOVE FOODS INC1818 N MLK JR BLVD LUBBOCK,TX 79403			ASSISTANCE W/ NEW PACKAGING LINE	50,000
BRIDGE OF LUBBOCKPO BOX 667 LUBBOCK,TX 79408			OPERATING SUPPORT	26,050
BROWNFIELD SENIOR CITIZENS CTRPO BOX 1021BROWNFIELD TX LUBBOCK,TX 79316			PURCHASE OF FOOD SUPPLIES FOR SENIOR	10,000
CITY OF LUBBOCKPO BOX 2000 LUBBOCK,TX 79457			5TH OF 5 YEARS - CONFERENCE CENTER	500,000
COCHRAN COUNTY SR CITIZENS INC120 W WILSON MORTON,TX 79346			AUTOMATIC DOOR OPENER FOR FRONT DOOR	2,500
COLLEGE BASEBALL FOUNDATION1517 TEXAS AVE LUBBOCK,TX 79401			OPERATING SUPPORT	50,000
CONFERENCE OF SW FOUNDATIONS DALLAS,DALLAS,TX 75204			OPERATING SUPPORT	3,500
CORE KNOWLEDGE CENTER5601 19TH LUBBOCK,TX 79407			SPECIAL CLASSROOM PRESENTATIONS	12,200
CORE KNOWLEDGE CENTER5601 19TH LUBBOCK,TX 79407			ESTACADO HIGH SCHOOL SUPPORT	7,060
COURT APPOINTED SPECIAL ADVOCATES C24 BRIERCROFT OFF PK LUBBOCK,TX 79412			CASA VOLUNTEER RECRUITMENT SPECIAL	25,000
COVENANT HEALTH SYSTEM FD 3623 22ND PLACE LUBBOCK,TX 79410			1ST OF 2 YEARS, CARDIAC CATHETERIZAT	203,289
EARLY LEARNING CENTERS1639 MAIN ST LUBBOCK,TX 79401			CHILD CARE FOR WORKING PARENTS	125,000
EARLY LEARNING CENTERS1639 MAIN ST LUBBOCK,TX 79401			PROFESSIONAL DEVELOPMENT FOR ADMINIS	8,000
FAMILY GUIDANCE & OUTREACH CTR5 BRIERCROFT OFFICE PK LUBBOCK,TX 79412			VARIOUS PARENTING CLASS NEEDS, PART-	10,953
FAMILY PROMISE OF LUBBOCKPO BOX 1258 LUBBOCK,TX 79408			PARTIAL SALARY AND BENEFITS FOR CASE	25,000
FIRST UNITED METHODIST CHURCH1411 BROADWAY LUBBOCK,TX 79401			VIENNA BOYS CHOIR CONCERT	10,000
FLATLANDS DANCE THEATREPO BOX 93001 LUBBOCK,TX 79493			PROFESSIONAL DANCE TROUPE - SUPPLIES	5,000
FRESH ANOINTING FAMILY LIFE MINISTRBOX 985 HALE CENTER,TX 79041			HALE CENTER - PROGRAMMING - HJF FUND	2,400
FRIENDS OF SILVERTON LIBRARY PO BOX 233 SILVERTON,TX 79257			RENOVATION OF BUILDING FOR NEW LIBRA	18,905

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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)				
a Paid during the year				
GIRL SCOUTS2567 74TH ST LUBBOCK, TX 79423			OPERATING SUPPORT	15,000
GOODWILL REVISED CONNECT FOR SUCCES715 28TH ST LUBBOCK, TX 79404			BASIC & ADVANCED COMPUTER TRAINING	129,061
GOODWILL RURAL PLACEMENT COORD715 28TH ST LUBBOCK, TX 79404			PERSONNEL IN WOLFFORTH AND LEVELLAND	43,992
GUADALUPE-PARKWAY CENTERS 405 N MLK JR BLVD LUBBOCK, TX 79403			SUMMER BLAST 2011, MADISON PARK HOUS	99,879
I-20 WILDLIFE PRESERVEBOX 11250 MIDLAND, TX 79702			STAFF SALARIES, STUDENT STIPEND, PRO	5,000
JUNIOR LEAGUE OF LUBBOCK4205 84TH ST LUBBOCK, TX 79423			FOOD 2 KIDS PROGRAM	25,000
LEGAL AID SOCIETY OF LUBBOCK 916 MAIN STE 103 LUBBOCK, TX 79401			ASSISTANCE WTH FULL-TIME PARALEGAL	25,000
LITERACY LUBBOCK1306 9TH ST LUBBOCK, TX 79401			SALARY & BENEFITS-VOLUNTEER DIRECTOR	37,000
LLANO ESTACADO SILVER STAR BOARDPO BOX 93457 LUBBOCK, TX 79463			EMERGENCY NEEDS OF ADULT PROTECTIVE	6,000
LUBBOCK AREA FOUNDATION 2509 80TH ST LUBBOCK, TX 79423			FUNDING INFORMATION LIBRARY	21,500
LUBBOCK AREA FOUNDATION 2509 80TH ST LUBBOCK, TX 79423			REGIONAL AFFILIATES PROGRAM	57,000
LUBBOCK AREA UNITED WAY1655 MAIN STE 101 LUBBOCK, TX 79401			ANNUAL CAMPAIGN	110,000
LUBBOCK AREA UNITED WAY1655 MAIN STE 101 LUBBOCK, TX 79401			ANNUAL CAMPAIGN TO MEET COMMUNITY GO	10,000
LUBBOCK AREA UNITED WAY1655 MAIN STE 101 LUBBOCK, TX 79401			2ND OF 5 YRS (2010-2014) OPERATING E	172,564
LUBBOCK ARTS FESTIVALPO BOX 5092 LUBBOCK, TX 79408			34TH ANNUAL FESTIVAL APRIL 12-15, 20	27,000
LUBBOCK'S CULTURAL DISTRICT PO BOX 5092 LUBBOCK, TX 79408			CONTINUED MARKETING CAMPAIGN	10,000
LUBBOCK CENTRO AZTLANFOLKLORICO6134 39TH ST LUBBOCK, TX 79407			PROFESSIONAL MARIACHI CONCERT	8,000
LUBBOCK CHILDREN'S HEALTH CLINICPO BOX 12103 LUBBOCK, TX 79452			PARTIAL SALARIES & ELECTRONIC HEALTH	79,619
LUBBOCK CHORALEPMB 303 5815 82ND 145 LUBBOCK, TX 79424			MASTERWORKS, ANNUAL HOLIDAY POPS, WE	20,000
LUBBOCK CHRISTIAN UNIVERSITY 5601 19TH ST LUBBOCK, TX 79407			RENOVATION OF MOTOR POOL INTO ART CO	95,000
LUBBOCK COMMUNITY THEATRE 4232 BOSTON AVE LUBBOCK, TX 79413			GUEST ARTISTS, MARKETING, ASSISTANCE	30,000
LUBBOCK HABITAT FOR HUMANITYPO BOX 209 LUBBOCK, TX 79408			CONSTRUCTION OF HOME DURING "RAIDER	35,000
LISD ADVANCED PLACEMENT PROGRAM1628 19TH ST LUBBOCK, TX 79401			2ND OF 3 YRS ADVANCED PLACEMENT TRA	167,892
LISD ADVANCED PLACEMENT EXAM FEES1628 19TH ST LUBBOCK, TX 79401			FUNDING FOR A PORTION OF THE COST OF	50,000
ALL LISD MARCHING BAND1628 19TH ST LUBBOCK, TX 79401			ALL LISD BAND TO ROSE BOWL PARADE	50,000
LISD SUPT NATIONAL MERIT SCHOLARS1628 19TH ST LUBBOCK, TX 79401			SCHOLARSHIPS	3,000
LUBBOCK MEALS ON WHEELS2304 34TH ST LUBBOCK, TX 79411			RENOVATION OF KITCHEN & LAUNDRY/UTIL	15,000
LUBBOCK MEMORIAL ARBORETUM FDPO BOX 93446 LUBBOCK, TX 79493			REPAIRS TO GARDEN ENTRANCE, WHACKER	26,700
LUBBOCK MOONLIGHT MUSICALS PO BOX 93522 LUBBOCK, TX 79493			2012 SUMMER SEASON	75,000
LUBBOCK MOONLIGHT MUSICALS PO BOX 93522 LUBBOCK, TX 79493			DINNER THEATRE SEASON	35,000


Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
LUBBOCK ROOTS HISTORICAL ARTSPO BOX 3571 LUBBOCK, TX 79452			RENOVATION OF CAVIEL FAMILY PROPERTY	70,142
LUBBOCK SYMPHONY GUILD3005 80TH ST LUBBOCK, TX 79423			TX ASSOCIATION FOR SYMPHONY ORCHESTR	5,000
LUBBOCK SYMPHONY ORCHESTRA 601 AVENUE K LUBBOCK, TX 79401			MASTERWORKS, EDUCATIONAL CONCERTS, C	100,000
LUBBOCK UNITED NEIGHBORHOOD ASSN1706 23RD STE 104 LUBBOCK, TX 79411			OPERATING SUPPORT	20,000
LUTHERAN SOCIAL SERVICES 1318 BROADWAY LUBBOCK, TX 79401			MEDICAL SUPPLIES FOR CLIENTS WITH HY	10,000
MORRIS SAFE HOUSE FOUNDATION3240 NIGHTINGALE RD LUBBOCK, TX 79407			PRENTATIVE MEDICAL CARE FOR RESCUED	5,000
NATIONAL COWBOY SYMPOSIUM PO BOX 6638 LUBBOCK, TX 79493			23RD ANNUAL CELEBRATION - SEPT 8-10	8,500
100 BLACK MEN OF WEST TX6102 PRIVATE RD 6470 LUBBOCK, TX 79416			3RD OF 3 YRS - TAKS INCENTIVES	29,476
PARENTING COTTAGE3818 50TH ST LUBBOCK, TX 79413			OPERATING SUPPORT	25,000
PARENTING COTTAGE3813 50TH ST LUBBOCK, TX 79413			2ND OF 2 YRS - MATCHING FOR STATE C	26,465
PEP HIGH SCHOOLPO BOX 394 PEP TX LUBBOCK, TX 79353			UPDATED RED CROSS MATERIALS, 3 LAPTO	5,000
RECORDING LIBRARY OF WEST TEXAS2012 W CUTHBERTMIDLAND LUBBOCK, TX 79701			MIDLAND - GENERAL OPERATING EXPENSES	8,000
REFUGE SERVICESPO BOX 53684 LUBBOCK, TX 79453			EQUINE-ASSISTED PSYCHOTHERAPY SCHOLA	21,050
RONALD MCDONALD HOUSE3413 10TH ST LUBBOCK, TX 79415			RENOVATION OF 2 BATH AREAS	15,000
SALVATION ARMY - LUBBOCKPO BOX 2785 LUBBOCK, TX 79408			1ST OF 3 YRS - RED SHIELD TRANSITIO	50,000
SANTA FE OPERAPO BOX 2408SANTA FE NM SANTA FE, NM 87504			2ND OF 2 YRS - APPRENTICE TOUR IN	5,000
SCHOLARS INC6102 PRIVATE RD 6470 LUBBOCK, TX 79416			LEADERSHIP PROGRAM FOR SUCCESSFUL "C	15,000
SCIENCE SPECTRUM2579 S LOOP 289 250 LUBBOCK, TX 79423			ASSIST W/ EXHIBIT, DA VIINCI-THE GEN	35,000
SILENT WINGS MUSEUM FDPO BOX 98066 LUBBOCK, TX 79499			VETERAN'S DAY, COLLECTIONS PRESERVAT	28,000
SOUTH PLAINS COLLEGE FD1401 S COLLEGE LUBBOCK, TX 79336			INPACT SCHOLARSHIPS, TITLE V ENDOWME	60,000
SOUTH PLAINS COLLEGE FD1401 S COLLEGE LUBBOCK, TX 79336			1ST OF 3 YEARS, RETAIN NURSING PROGR	60,000
SOUTH PLAINS FOOD BANK4612 LOCUST AVE LUBBOCK, TX 79404			MOBILE PANTRY FOOD, JOHN DEERE TRACT	78,919
SPIRIT RANCHPO BOX 53667 LUBBOCK, TX 79453			IGNITEPROGRAM FOR AT-RISK 8TH GRADER	97,000
SUPPORTERS OF THE FINE ARTS (SOFA)PO BOX 53005 LUBBOCK, TX 79453			EXHIBITS & PROGRAMMING AT BUDDY HOLL	38,800
SUSAN G KOMEN FOR THE CURE 7412 UNIVERSITY 2 LUBBOCK, TX 79423			RACE FOR THE CURE	20,000
TX INTERSCHOLASTIC LEAGUE FD (TILF)BOX 8028 AUSTIN TX LUBBOCK, TX 78713			SCHOLARSHIPS LUBBOCK, COCHRAN, HOCK	71,775
TX SCOTTISH RITE HOSPITAL FOR CHILD2222 WELBORN STDALLAS LUBBOCK, TX 75219			ASSIST W/ COSTS OF PAVLIK HARNESSSES	15,000
TOWN OF RANSOM CANYON24 LEE KITCHENS DRIVE LUBBOCK, TX 79366			RENOVATION & BOOKS FOR CHILDREN'S LI	30,000
UNDERWOOD CENTER FOR THE ARTS511 AVENUE K LUBBOCK, TX 79401			1ST OF 2 YRS, NEW POSITION OF DEVELO	80,000
US GREEN BLDG COUNCILWEST TXPO BOX 94873 LUBBOCK, TX 79493			ASSIST W/ EXPENSES OF ANNUAL "SPRING	5,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
VOLUNTEER CENTER OF LUBBOCK 1706 23RD STE 201 LUBBOCK, TX 79411			LUBBOCK AREA YOUTH CONNECTION PROGRA	77,770
VOLUNTEER CENTER OF LUBBOCK 1706 23RD STE 201 LUBBOCK, TX 79411			RURAL YOUTH CONNECTION PROGRAMMING	66,250
WAYLAND BAPTIST UNIVERSITY 801 N QUAKER LUBBOCK, TX 79416			FURNITURE FOR LUBBOCK CAMPUS FRONT F	7,000
WOMEN'S PROTECTIVE SERVICES PO BOX 54089 LUBBOCK, TX 79453			OPERATING SUPPORT, 27-COMPUTER NETWO	50,000
YWCA MAIN FACILITY3101 35TH ST LUBBOCK, TX 79413			RENOVATION OF EXTERIOR OF & COMPLEX	112,000
YW-CARE3101 35TH ST LUBBOCK, TX 79413			SCHOLARSHIPS FOR SPECIAL-NEEDS CHILD	30,000
YW BREAST & CERVICAL HEALTH INITIAT3101 35TH ST LUBBOCK, TX 79413			DIRECT CLIENT CARE SERVICES	40,000
YWCA Y CORPS3101 35TH ST LUBBOCK, TX 79413			FORMERLY YOUTH CORPS/LEADERS IN TRAI	15,000
TTU THERAPEUTIC RIDING CENTERBOX 42123 LUBBOCK, TX 79409			SCHOLARSHIPS - RIDERSHIP PROGRAM	49,200
TTU THERAPEUTIC RIDING CENTERBOX 42123 LUBBOCK, TX 79409			NEW ARENA CHALLENGE	50,000
COLLEGE OF ARCHITECTUREBOX 42091 LUBBOCK, TX 79409			RENT - URBAN DESIGN CENTER AT LHUCA	6,667
TTUDEPT OF MATHEMATICS & STATISTICBOX 41042 LUBBOCK, TX 79409			2012 TX PREP LUBBOCK 7-11TH GRADERS	15,000
RAWLS CAPITAL CAMPAIGNBOX 42101 LUBBOCK, TX 79409			NEW BUILDING	250,000
RAWLS WORLD ENERGY PROJECT BOX 42101 LUBBOCK, TX 79409			ENERGY COMMERCE STUDENTS	100,000
BURKHART CENTERBOX 41071 LUBBOCK, TX 79409			PARENT INFORMATION CALL-IN	110,000
HS PERSONAL FINANCIAL PLANNINGBOX 41210 LUBBOCK, TX 79409			ENDOWED CHAIR - PERSONAL FINANCIAL	300,000
HS PERSONAL FINANCIAL PLANNINGBOX 41210 LUBBOCK, TX 79409			GRADUATE STUDENT MANAGED PORTFOLIO	50,000
TTU DEPT OF THEATRE & DANCE BOX 42016 LUBBOCK, TX 79409			TALENT-BASED SCHOLARSHIPS	20,000
TTU SCHOOL OF MUSICBOX 42033 LUBBOCK, TX 79409			TALENT-BASED SCHOLARHIPS	30,000
TTU SCHOOL OF ARTBOX 42081 LUBBOCK, TX 79409			LANDMARK ARTS GALLERIES AND PROGRAMM	10,000
GRADUATE SCHOOLBOX 41030 LUBBOCK, TX 79409			CHF DOCTORAL FELLOWSHIP ENDOWMENT	250,000
INSTITUTE-ENIRON & HUMAN HEALTHBOX 41163 LUBBOCK, TX 79409			VALUE-ADDED COTTON PRODUCTS RESEARCH	55,000
INTERNATIONAL CULTURAL CENTERBOX 41036 LUBBOCK, TX 79409			EXHIBITS, GUEST SPEAKERS, PROGRAMMIN	20,000
KOHM-FMBOX 45891 LUBBOCK, TX 79409			FILE SERVER UPGRADE	16,760
KTXT-TVBOX 42161 LUBBOCK, TX 79409			NIGHTLY BUSINESS REPORT AND NATURE	10,000
KTXT-TVBOX 42161 LUBBOCK, TX 79409			QUALITY LOCAL & TTU PROGRAMMING	31,018
MUSEUM OF TTU ASSOCIATION BOX 43191 LUBBOCK, TX 79409			MEMORIES OF WWII EXHIBIT	29,000
MUSEUM OF TTU ASSOCIATION BOX 43191 LUBBOCK, TX 79409			DOCENT PROGRAM	35,200
MUSEUM OF TTU ASSOCIATION BOX 43191 LUBBOCK, TX 79409			OPERATING CHALLENGE MATCH	24,000
MUSEUM OF TTU ASSOCIATION BOX 43191 LUBBOCK, TX 79409			WEDDING DRESS EXHIBIT RECEPTION	10,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
RANCHING HERITAGE ASSOCIATIONBOX 43201 LUBBOCK, TX 79409			VIENTO - BOOK - EVOLUTION OF WIND TU	25,850
ANGELO STATE UNIVERSITYASU 11023 LUBBOCK, TX 76909			EXCELLENCE IN WEST TEXAS PROGRAM	40,000
SCHOOL OF PHARMACYPO BOX MS 6551 LUBBOCK, TX 76430			ESTABLISH CHF ENDOWED SCHOLARSHIP	25,000
SCHOOL OF MEDICINEPO BOX MS 6551 LUBBOCK, TX 79430			COLLABORATIVE RESEARCH - MUTAGENESIS	75,000
DEPARTMENT OF SURGERYPO BOX MS 8312 LUBBOCK, TX 79430			DIABETIC WOUND RESEARCH	75,000
SCHOOL OF MEDICINEPO BOX MS 8103 LUBBOCK, TX 79430			CHF ENDOWMENT OF ETHICS, HUMANITIES	25,000
DEPT OF INTERNAL MEDICINEPO BOX MS 9410 LUBBOCK, TX 79430			DRUG RESEARCH FOR MULTIPLE MYELOMA	239,338
Total  3a				6,977,349

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a Mallet Ranch - Crop Sales			16	99,240	
b Mallet Ranch-Grass Leases			16	9,071	
c Mallet Ranch-Damages			16	28,258	
d Mallet Ranch-Surface Rental			16	6,289	
e Mallet Ranch-Patronage Div			16	9,568	
f Mallet Ranch - Crop Ins Pro			16	150	
g Devitt-Jones Farm-Grass Lea			16	1,033	
h Other Income			16	200	
i Oil Lease Bonus			16	20,115	
j 12B-1 Fees					53,145

TY 2011 Accounting Fees Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	23,205	2,321		20,884

TY 2011 Compensation Explanation**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Person Name	Explanation
DON GRAF	
KAY SANFORD	
KEVIN G MCMAHON	
KATHY GILBREATH	
CAROL MCWHORTER	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DEPRECIATION		8,088	8,088	MACRS SL CLASS LIFE	7 0000				

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
TIFF - US EQUITY FUND	2005-01	PURCHASE	2011-04		7,621,698	7,946,341			-324,643	
BLACKROCK - EQUITY INDEX FUND B	2005-01	PURCHASE	2011-12		3,000,000	2,807,528			192,472	
BLACKROCK - EQUITY INDEX FUND	2005-01	PURCHASE	2011-11		11,689	11,222			467	
BLACKROCK - MID CAP ALPHA TILTS	2005-01	PURCHASE	2011-12		1,000,000	854,066			145,934	
BLACKROCK - MID CAP ALPHA TILTS	2005-01	PURCHASE	2011-11		8,913	7,614			1,299	
BLACKROCK - RUSSELL 2000 INDEX	2005-01	PURCHASE	2011-11		10,598	11,122			-524	

**TY 2011 Investments Corporate
Stock Schedule****Name:** CH FOUNDATION INC**EIN:** 75-1534816

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US SMALL CAP VALUE PORTFOLIO	4,368,785	4,105,242
DFA INTL SMALL CAP VALUE PORTFOLIO	3,946,719	3,296,160
EMERGING MARKETS VALUE PORTFOLIO	8,012,020	7,020,262
PRIVATE ADVISORS STABLE VALUE FUND	4,500,000	5,605,117
WASHINGTON MUTUAL INVESTORS FD	7,148,898	7,518,341
PIMCO REAL RETURN FUND	6,640,681	6,976,957
PIMCO DIVERSIFIED INCOME FUND	6,192,981	6,384,373
POINTER OFFSHORE, LTD	4,500,000	7,900,557
TIFF US EQUITY FUND		
EUROPACIFIC GROWTH FUND	12,570,166	13,362,948
BLACKROCK EQUITY INDEX FUND	25,032,196	26,284,124
BLACKROCK MID CAP INDEX FUND	9,276,815	9,796,939
BLACKROCK RUSSELL 2000 INDEX FUND	9,190,967	10,470,627
PIMMCO TOTAL RETURN FUND	15,790,704	15,725,107
FIDELITY REAL ESTATE HIGH INCOME FUN	3,358,610	3,766,577

TY 2011 Investments - Land Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
MALLET RANCH-LAND & IMPROVEMENTS	355,486	138,126	217,360	362,779
DEVITT JONES FARM-LAND & IMPROVEMENT	29,866	3,121	26,745	29,866
OFFICE EQUIPMENT	7,817	7,817		1,000
MINERAL INTERESTS	7,972,943	7,972,943		32,118,887

TY 2011 Legal Fees Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	480			

TY 2011 Other Assets Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCOUNTS RECEIVABLE-OIL RUNS	37,545	37,545	37,545
ACCOUNTS RECEIVABLE-SWEEP INCOME	1,387	1,387	1,387
INVESTMENT IN MALLET RANCH	248,659	254,576	254,576
INVESTMENT IN DEVITT-JONES FARM	25,438	13,831	13,831
ACCOUNTS RECEIVABLE-OTHER			

TY 2011 Other Expenses Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
CONTRACT LABOR	3,856	386		3,470
INSURANCE	5,221	522		4,699
OFFICE SUPPLIES/EXPENSE	6,181	618		5,563
MEALS AND ENTERTAINMENT	302	30		272
MALLET RANCH-RANCH SURVELLANC	60	60		
MALLET RANCH-PAYROLL	10,890	10,890		
MALLET RANCH - PAYROLL TAXES	853	853		
MALLET RANCH - PROFESSIONAL F	17,394	17,394		
MALLET RANCH-CHEMICALS	4,487	4,487		
MALLET RANCH - SUPPLIES	844	844		
MALLET RANCH-REPAIRS	447	447		
MALLET RANCH-TELEPHONE	135	135		
MALLET RANCH-AUTO EXPENSE	497	497		
MALLET RANCH-INSURANCE	1,615	1,615		
MALLET RANCH-MEALS	11	11		
MALLET RANCH-DEPRECIATION	4,942	4,942		
MALLET RANCH-MISCELLANEOUS	95	95		
MALLET RANCH - AREA PRODUCTIO	5,184	5,184		
DEVITT JONES FARM-INSURANCE	400	400		
DEVITT JONES FARM - PROFESSIO	2,335	2,335		
DEVITT JONES FARM-DEPRECIATIO	133	133		
DEVITT JONES FARM-MISCELLANEO	12	12		

TY 2011 Other Income Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	9,085,717	9,085,717	
MALLET RANCH - CROP SALES	99,240		
MALLET RANCH-GRASS LEASES	9,071		
MALLET RANCH-DAMAGES	28,258		
MALLET RANCH-SURFACE RENTALS	6,289		
MALLET RANCH-PATRONAGE DIV	9,568		
MALLET RANCH - CROP INS PRO	150		
DEVITT-JONES FARM-GRASS LEASE	1,033		
OTHER INCOME	200		
OIL LEASE BONUS	20,115		
12B-1 FEES	53,145		

TY 2011 Other Increases Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Description	Amount
PREFERENCE DEPLETION	1,362,858

TY 2011 Other Liabilities Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE		

TY 2011 Other Professional Fees Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OIL & GAS CONSULTING	13,000	13,000		
INVESTMENT FEES	33,555	33,555		
ADVISORY FEES	38,105	38,105		

TY 2011 Taxes Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	229,964			
OIL & GAS SEVERANCE TAXES	400,354	400,354		
PROPERTY TAXES	587,591	587,591		
FOREIGN TAXES WITHHELD	14			