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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury  
Internal Revenue Service

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 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  
The Dixon Water Foundation

Number and street (or P O box number if mail is not delivered to street address)  
4528 County Road

Room/suite

A Employer identification number  
75-2521176

B Telephone number (see page 10 of the instructions)  
(940) 768-2740

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) \$ 50,122,768

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 <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	519	519	519	
	4 Dividends and interest from securities. . . . .	56,023	56,023	56,023	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	113,000			
	b Gross sales price for all assets on line 6a 113,000				
	7 Capital gain net income (from Part IV, line 2) . . . .		113,000		
	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) . . . . .	1,695,994	1,695,994		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,865,536	1,865,536	56,542	
	13 Compensation of officers, directors, trustees, etc	280,733	140,367		140,366
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .	64,048	32,024		32,024
	b Accounting fees (attach schedule). . . . .	10,473	5,237		5,236
	c Other professional fees (attach schedule) . . . . .	38,887	23,221		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	89,389			23,639
	19 Depreciation (attach schedule) and depletion . . .	110,498			
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	30,605			
	22 Printing and publications . . . . .	1,334			
	23 Other expenses (attach schedule). . . . .	133,077			32,621
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	759,044	200,849		233,886
	25 Contributions, gifts, grants paid . . . . .	586,650			586,650
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,345,694	200,849		820,536
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	519,842			
	b <b>Net investment income</b> (if negative, enter -0-)		1,664,687		
	c <b>Adjusted net income</b> (if negative, enter -0-)			56,542	

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 . . . . .	1,743,023	1,590,324	1,590,324
	2	Savings and temporary cash investments . . . . .	13,985		
	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 . . . . .	28,000	28,000	28,000
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	3,668,830	3,691,453	3,691,453
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	5,631,769	5,629,442	5,629,442
	14	Land, buildings, and equipment basis ▶ 38,695,527 Less accumulated depreciation (attach schedule) ▶ 543,207	37,756,835	38,152,320	38,152,320
15	Other assets (describe ▶ _____)	784,143	1,031,229	1,031,229	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	49,626,585	50,122,768	50,122,768	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)	2,014	4,918	
	23	Total liabilities (add lines 17 through 22) . . . . .	2,014	4,918	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	1,000	1,000	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	49,623,571	50,116,850	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	49,624,571	50,117,850	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	49,626,585	50,122,768	

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 49,624,571
2	Enter amount from Part I, line 27a . . . . .	2 519,842
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 50,144,413
5	Decreases not included in line 2 (itemize) ▶ _____	5 26,563
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 50,117,850

<b>2</b>	Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px; margin: 0 5px;"> <div style="text-align: center;">                     If gain, also enter in Part I, line 7                      If (loss), enter -0- in Part I, line 7                 </div> </div> </div>	<b>2</b>	113,000
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px; margin: 0 5px;"> <div style="text-align: center;">                     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> </div> </div>	<b>3</b>	

<b>2</b>	<b>Total</b> of line 1, column (d). . . . .	<b>2</b>	0 54260
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	<b>3</b>	0 10852
<b>4</b>	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .	<b>4</b>	11,388,908
<b>5</b>	Multiply line 4 by line 3. . . . .	<b>5</b>	1,235,913
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	<b>6</b>	16,647
<b>7</b>	Add lines 5 and 6. . . . .	<b>7</b>	1,252,560
<b>8</b>	Enter qualifying distributions from Part XII, line 4. . . . .	<b>8</b>	820,536
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	33,294
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	33,294
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	33,294
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	28,000	
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	28,000
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	146
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	5,440
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	Refunded	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ _____ (2) On foundation managers  \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	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		No
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 <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>	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)  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	Yes	
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  N/A	13	Yes	
14	The books are in care of  THE DIXON WATER FOUNDATION Telephone no  (940) 768-2740 Located at  4528 COUNTY ROAD 398 DECATUR TX ZIP +4  76234			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here  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?  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? ( <b>Exception.</b> 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 <b>any</b> 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. 	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		No
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  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ).	2b		No
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?.  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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> ).	3b		No
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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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.

YesNo

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

YesNo

6a

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

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  
If "Yes" to 6b, file Form 8870.

YesNo

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

YesNo

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 Holistic Management International Field Day - The Foundation's agreement with HMI requires that a field day be held on a Foundation ranch annually. The 2011 event was held at Bear Creek Ranch and featured Ian-Mitchell Innes [HMI Certified Educator from South Africa] and was attended by 40 students. The Foundation hosted a meeting the day before the event for approximately 125 neighboring ranchers and other industry related persons interested in improving their range management skills. Most Foundation personnel attended this event. Maintenance and cleaning are considerations for this event.	9,300
2 Texas Wildlife Association [Texas Brigades Ranch Management Planning Meetings] - The Texas Brigades had 3 planning meetings at Bear Creek Ranch in 2011. Texas Brigades is known for their Bobwhite, Bass and Hunting Brigade camps which have been in place in Texas for over 20 years. The group is trying to start a new brigade that would focus on ranch management. These are all day planning sessions and lunch is provided.	1,600
3 Kirk Gadzia Grazing School at North Central Texas College - Kirk Gadzia is a Certified Educator who taught range management class to 43 persons directly or indirectly connected to range management. In addition to ranchers, there were also various groups represented such as Texas Wildlife Association, Natural Resource and Conservation Service, Texas Nature Conservancy, Connemara Conservancy, and Sand County Foundation. Most Foundation personnel were present.	9,296
4 Natural Resource and Conservation Service - These groups came to the Bear Creek Ranch 5 times in 2011. This year, NRCS mainly brought employees to the ranch for training sessions. Average attendance is 40 persons per session. NRCS also brought two small groups of local ranchers to tour and learn about the ranch management practices being utilized on Foundation ranches.	1,250

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	
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	3,802,984
b	Average of monthly cash balances. . . . .	1b	1,221,067
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	6,538,292
d	Total (add lines 1a, b, and c). . . . .	1d	11,562,343
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	11,562,343
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	173,435
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,388,908
6	Minimum investment return. Enter 5% of line 5. . . . .	6	569,445

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	569,445
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	33,294
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	33,294
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	536,151
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	536,151
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	536,151

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	820,536
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	820,536
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	820,536
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				536,151
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. . . . .				593,601
b	From 2007. . . . .				424,661
c	From 2008. . . . .				569,441
d	From 2009. . . . .				604,812
e	From 2010. . . . .				443,909
f	Total of lines 3a through e. . . . .	2,636,424			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 820,536				
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). . .	0			
d	Applied to 2011 distributable amount. . . . .				536,151
e	Remaining amount distributed out of corpus	284,385			
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	2,920,809			
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. . . . .				0
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). . . . .	593,601			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .	2,327,208			
10	Analysis of line 9				
a	Excess from 2007. . . .				424,661
b	Excess from 2008. . . .				569,441
c	Excess from 2009. . . .				604,812
d	Excess from 2010. . . .				443,909
e	Excess from 2011. . . .				284,385

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) )

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

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

ROBERT J POTTS  
P O BOX 177  
MARFA, TX 79843  
(432) 729-4600

b

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

2 - 3 PAGE DESCRIPTION OF PROJECT ALONG WITH BUDGET AND SUPPORTING MATERIALS

c

Any submission deadlines

NONE

d

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

LIMITED TO LAND MANAGEMENT, WATERSHED PROTECTION AND EDUCATION

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	586,650
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2011)

## Part XVII

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

[illegible]

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

<b>b</b> If "Yes," complete the following schedule		
<b>(a)</b> Name of organization	<b>(b)</b> Type of organization	<b>(c)</b> 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				
	*****			2012-07-31	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature ▶ RONALD B MESSINA		Date	Check if self-employed ▶ <input checked="" type="checkbox"/>
		Firm's name ▶ Ronald B Messina CPA			Firm's EIN ▶
12700 Hillcrest Road 145					
Firm's address ▶ Dallas, TX 75230			Phone no (972) 661-0283		

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

**Additional Data**

**Software ID:** 11000144  
**Software Version:** 2011v1.2  
**EIN:** 75-2521176  
**Name:** The Dixon Water Foundation

**Form 990PF - Special Condition Description:**

<b>Special Condition Description</b>
--------------------------------------

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
SAM MONTOYA	ADVISORY BOARD 1 00	0		
TWO SANDIA PLAZA BERNALILLO,NM 87004				
DR BONNIE WARNOCK	ADVISORY BOARD 1 00	0		
RAS CENTER BOX C-16 ALPINE,TX 79832				
DR RICHARD TEAGUE	ADVISORY BOARD 1 00	0		
BOX 1658 VERNON,TX 76385				
Laura L Whiting	Director 1 00	0		
5005 LBJ Freeway 2200 Dallas,TX 75244				
Kathy Smyth	V/Chairmen/VP 1 00	0		
7630 Riverpoint Drive Houston,TX 77063				
Leslie C Rauscher	Director 1 00	0		
6227 Malcolm Drive Dallas,TX 75214				
MELISSA BOOKHOUT	Treasurer 35 00	65,000		12,538
4528 COUNTY ROAD 398 DECATUR,TX 76234				
Walt Davis	Director 1 00	0		
262 SR 70E Calera,OK 74730				
JERRY ADDISON	Director 1 00	0		
P O BOX 629 BOWIE,TX 76230				
Janet Samford	Secretary 35 00	40,733		5,629
P O Box 870545 Mesquite,TX 75187				
Clinton W Josey Jr	Chairman/VP 40 00	0		
6060 N Central Expy 560 Dallas,TX 75206				
Robert J Potts	Pres/CEO 40 00	175,000		14,894
P O BOX 177 MARFA,TX 79843				



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)				
<b>a</b> Paid during the year				
THE PEREGRINE FUND5668 WEST FLYING HAWK LANE BOISE,ID 83709	NONE	PUB CHAR	BIRD CONSERVATION	35,000
TRINITY BASIN CONSERVATION FOUNDATIP O BOX 1525 ATHENS,TX 75751	NONE	PUB CHAR	OPERATIONAL SUPPORT	10,000
INTERNATIONAL CRANE FOUNDATIONP O BOX 447 BARABOO,WI 53913	NONE	PUB CHAR	CRANE/GRASS CONSERVATION	10,000
NUECES RIVER AUTHORITYP O BOX 349 UVALDE,TX 78802	NONE	PUB CHAR	NUECES HEADWATERS PROJECT	5,000
CIBOLO CREEK NATURE CENTERP O BOX 9 BOERNE,TX 78006	NONE	PUB CHAR	HERFF FARM ACQUISTION	25,000
OLSAROUTE 2 BOX 67 WAYNOKA,OK 73860	NONE	PUB CHAR	OPERATIONAL SUPPORT	15,000
BORDERLANDS RESEARCH INSTITUTE AT SP O BOX C-16 ALPINE,TX 79832	NONE	PUB UNIVE	GRANT FOR GRAD STUDENT	70,000
GREAT PLAINS RESTORATION COUNCILP O BOX 131291 HOUSTON,TX 77219	NONE	PUB CHAR	PRAIRIE AND YOUTH PROGRAM	20,000
QUIVERA COALITION INC1413 SECOND STREET 1 SANTA FE,NM 87505	NONE	PUB CHAR	RANCH APPRENTICE PROGRAM	52,000
RIVER LEGACY FOUNDATION703 NW GREEN OAKS BLVE ARLINGTON,TX 76006	NONE	PUB CHAR	TRINITY RIVER PARKLAND	10,000
TEXAS AGRILIFE RESEARCH2147 TAMUS COLLEGE STATION,TX 77843	NONE	PUB UNIVE	GRASSLAND CONSERVATION	2,400
NATIVE PRAIRIE ASSN OF TEXAS 2002-A GUADALUPE ST PMB 290 AUSTIN,TX 78705	NONE	PUB CHAR	EXECUTIVE DIRECTOR	93,000
OGALLALA COMMONS INCBOX 346 NAZARETH,TX 79063	NONE	PUB UNIVE	PLAYA MANAGEMENT TRAINING	50,000
THE NATURE CONSERVANCYP O BOX 1440 SAN ANTONIO,TX 78295	NONE	PUB CHAR	GRASSLAND CONSERVATION & RESTORATION	58,000
UNIVERSITY OF NORTH TEXASP O BOX 305250 DENTON,TX 76203	NONE	PUB UNIVE	WATER ISSUES PROGRAM	16,000
CONNEMARA CONSERVANCYP O BOX 793808 DALLAS,TX 75379	NONE	PUB CHAR	CONSERVATION DIRECTOR	40,250
TRANS-PECOS WATER TRUSTP O BOX 314 FORT DAVIS,TX 79734	NONE	PUB CHAR	WATER RESTORATION	75,000
<b>Total . . . . .</b>  <b>3a</b>				586,650

**TY 2011 Accounting Fees Schedule****Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES @ 50%		5,237	0	5,236
ACCOUNTING FEES	10,473	0	0	0

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

TY 2011 Depreciation Schedule

Name: The Dixon Water Foundation

EIN: 75-2521176

Software ID: 11000144

Software Version: 2011v1.2

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
ROBERT WHITE WELL SERVICE	2011-10-14	4,971		91	15 0000	83			
COLUMBIA STREET HOUSE	2011-01-10	248,280		85	3 49 %	8,653			
IMPROVEMENTS	2011-06-30	256,660		67	3 33 %	8,547			
IMPROVEMENTS	2011-09-30	21,578		67	3 33 %	719			
RANCH HOUSE	2010-06-30	2,929	58	85	3 64 %	106			
FENCING	2010-06-30	57,374	1,911	67	6 67 %	3,827			
WATER TANKS & STORAGE	2009-06-30	275,411	27,541	67	6 67 %	18,370			
FENCING	2009-06-30	171,880	17,188	67	6 67 %	11,464			
RANCH HOUSE	2009-06-30	295,147	16,546	85	3 64 %	10,732			
CHEYENNE CAB HIGH TOPPER	2009-10-16	1,351	702	53	19 20 %	259			
GRAZING ENCLOSURE	2009-08-04	700	66	91	15 0000	47			
KUBOTA MOWER & STIHL TRIM	2009-09-10	8,359	4,347	53	19 20 %	1,605			
RANCH HOUSE	2008-11-30	7,326	565	85	3 64 %	266			
WOOD STOVE	2008-09-10	2,000	667	91	7 0000	286			
T-POSTS	2008-05-01	720	128	91	15 0000	48			
CATTLE GUARD	2008-03-31	1,566	286	91	15 0000	104			
WATER WELL	2008-02-27	7,050	1,332	91	15 0000	470			
GRAVEL ROAD	2008-01-30	5,200	1,012	91	15 0000	347			
HOUSE	2008-06-30	234,235	21,648	85	3 64 %	8,517			
CORRALS	2007-12-12	4,208	2,103	58	14 29 %	601			
RANCH IMPROVEMENTS	2007-02-22	1,610	375	67	6 67 %	107			
GREENHOUSE	2007-03-13	7,002	1,225	69	5 00 %	350			
CONSERVATION DEVELOPMENT	2007-01-23	4,419	1,032	67	6 67 %	295			
NEW BARN	2007-10-30	14,840	2,597	69	5 00 %	742			
IMPROVEMENTS	2007-10-10	22,946	5,354	67	6 67 %	1,530			
CORRALS	2007-10-30	500	249	58	14 29 %	71			
FENCING	2007-06-30	85,753	42,877	58	14 29 %	12,254			
HANGARS	2007-10-30	16,068	1,322	87	2 56 %	412			
LANDSCAPING	2007-05-29	2,850	1,424	58	14 29 %	407			
WATER WELL	2007-03-22	10,932	3,363	66	6 93 %	758			

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
PONDS	2007-02-12	1,256	220	69	5 00 %	63			
FRAMING - BLUEBONNETS	2007-10-27	1,514	756	58	14 29 %	216			
FRAMING - CONFERENCE ROOM	2007-10-27	1,142	571	58	14 29 %	163			
FURNITURE	2007-09-10	3,528	1,764	58	14 29 %	504			
FENCES	2006-07-01	7,850	2,245	68	5 29 %	415			
CORRALS	2006-01-12	740	734	53	5 76 %	6			
TRAILERS	2006-10-12	6,139	4,056	57	8 92 %	548			
FENCES	2006-09-19	850	244	68	5 29 %	45			
CORRALS	2006-06-14	570	438	57	8 92 %	51			
IMPROVEMENTS	2006-08-31	8,914	2,550	68	5 29 %	471			
POND	2006-03-20	245	48	69	5 00 %	12			
PONDS	2005-12-31	7,132	1,428	69	5 00 %	357			
FURNITURE & FIXTURES	2006-05-31	6,049	5,571	53	5 76 %	348			
OFFICE FURNITURE	2006-03-31	6,339	6,290	53	5 76 %	49			
OFFICE FURNITURE	2006-03-06	28,185	27,971	53	5 76 %	214			
FILE CABINETS	2006-01-20	7,943	7,883	53	5 76 %	60			
OFFICE FURNITURE	2006-01-13	13,164	13,062	53	5 76 %	102			
WATER WELLS/DRAINAGE	2006-07-01	8,633	2,422	69	5 00 %	432			
PONDS	2006-11-09	1,167	174	91	20 0000	58			
PLANNING - ARCHITECTS	2006-11-30	30,012	3,273	85	3 64 %	1,091			
SEEDING HERITAGE CENTER	2006-11-30	7,482	1,496	69	5 00 %	374			
FENCES LANDSCAPING-GRASS	2006-10-31	112,560	74,379	57	8 92 %	10,040			
EQUIPMENT - FREEZER	2006-10-12	324	252	53	5 76 %	19			
CORRALS	2006-05-19	4,272	3,280	57	8 92 %	381			
BARN	2006-06-30	22,281	6,789	68	5 29 %	1,178			
WATER WELL	2005-09-01	9,425	4,138	66	5 90 %	556			
PONDS	2005-09-01	6,327	1,264	69	5 00 %	316			
BUILDINGS	2005-09-01	9,247	3,220	68	4 89 %	452			

**TY 2011 General Explanation Attachment****Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 11000144**Software Version:** 2011v1.2

Identifier	Return Reference	Explanation
		THE DIXON WATER FOUNDATIONATTACHMENT TO FORM 990-PF PART VII-A, ITEM 11THE DIXON WATER FOUNDATION WAS THE SOLE MEMBER OF DF HOLDINGS, INC , A TITLE-HOLDING CORPORATION THAT WAS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501[C][2] OF THE INTERNAL REVENUE CODE DF HOLDINGS, INC OWNED ALL OF THE STOCK OF DIXON RANCHES, INC , A FOR-PROFIT CORPORATION DF HOLDINGS, INC WAS LIQUIDATED AND DISSOLVED IN DECEMBER, 2009 AND TRANSFERRED ITS DIXON RANCHES, INC STOCK TO THE DIXON WATER FOUNDATION THE DIXON WATER FOUNDATION DID NOT RECEIVE ANY ITEMS OF INCOME DESCRIBED IN SECTION 512[B][13], DIRECTLY OR INDIRECTLY , FROM DIXON RANCHES, INC DURING THE CURRENT YEAR THE SOLE PURPOSE OF DIXON RANCHES, INC IS TO PRACTICE HOLISTIC RANCH MANAGEMENT, CONSISTENT WITH THE DIXON WATER FOUNDATION'S CHARITABLE AND EDUCATIONAL PURPOSES PRACTITIONERS OF HOLISTIC RANCH MANAGEMENT RECOGNIZE THAT IN ORDER FOR THIS MOVEMENT TO SUSTAIN ITSELF, THE ABILITY TO PRACTICE HOLISTIC RANCH MANAGEMENT ON A PROFITABLE BASIS MUST BE DEMONSTRATED CONTINUOUSLY AS SUCH, DIXON RANCHES, INC IS A FUNCTIONALLY RELATED BUSINESS WITHIN THE MEANING OF SECTION 4942[J][5] AND 4943[D][3] OF THE INTERNAL REVENUE CODE AND SECTION 53.4942[A]-2[C][3][III] OF THE TREASURY REGULATIONS

**TY 2011 Land, Etc. Schedule****Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 11000144**Software Version:** 2011v1.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Miscellaneous	48,335	3,990	44,345	38,152,320
Land	36,524,941		36,524,941	
Improvements	1,382,085	305,408	1,076,677	
Buildings	559,279	68,774	490,505	
Machinery and Equipment	15,715	11,720	3,995	
Furniture and Fixtures	132,819	121,352	11,467	
Auto./Transportation Equip.	32,353	31,963	390	

**TY 2011 Legal Fees Schedule****Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES @ 50 %		32,024	0	32,024
LEGAL FEES	64,048	0	0	0

TY 2011 Other Assets Schedule

**Name:** The Dixon Water Foundation

**EIN:** 75-2521176

**Software ID:** 11000144

**Software Version:** 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM DIXON RANCHES, INC	784,143	1,031,229	1,031,229



TY 2011 Other Decreases Schedule

**Name:** The Dixon Water Foundation

**EIN:** 75-2521176

**Software ID:** 11000144

**Software Version:** 2011v1.2

Description	Amount
CHANGE IN FMV	26,563

## TY 2011 Other Expenses Schedule

**Name:** The Dixon Water Foundation

**EIN:** 75-2521176

**Software ID:** 11000144

**Software Version:** 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UTILITIES	6,577			
TRAINING COURSES	8,270			
TELEPHONE	5,168			
ROUNDING	3			
REPAIRS - BEAR CREEK [OUTREACH]	6,742			6,742
Rental Expenses	4,669			
POSTAGE AND DELIVERY	681			
PAYROLL CONTRACTOR PAYMENTS	490			
OFFICE SUPPLIES	4,253			
MISCELLANEOUS	12,464			
MEALS & ENTERTAINMENT	10,194			
INTERNET	991			
INSURANCE	46,696			
EVENTS/SPONSORSHIPS [OUTREACH]	15,573			15,573
EDUCATIONAL SUPPLIES [OUTREACH]	10,306			10,306

**TY 2011 Other Income Schedule****Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 11000144**Software Version:** 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY PAYMENT	994,068		
MISCELLANEOUS INCOME	665,641		
LEASE/WATER INCOME	36,285		

**TY 2011 Other Liabilities Schedule****Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 11000144**Software Version:** 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO DIXON RANCHES		2,629
TAX LIABILITY ACCOUNT	2,014	2,289

**TY 2011 Other Professional Fees Schedule****Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	15,666	0	0	0
BROKERAGE FEES - INVESTMENT ADVISOR	23,221	23,221	0	0

**TY 2011 Taxes Schedule****Name:** The Dixon Water Foundation**EIN:** 75-2521176**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES - PROPERTY TAXES [OUTREACH]	21,524			21,524
TAXES - FEDERAL INCOME	50,226			
PAYROLL TAXES - M BOOKHOUT @ 4%				1,300
PAYROLL TAXES - J SAMFORD @ 4%				815
PAYROLL TAXES	17,639			