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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation Carl E. Kessler Family Foundation		A Employer identification number 75-2567397
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 121579	Room/suite	B Telephone number 940-325-5629
City or town, state, and ZIP code Fort Worth, TX 76121-1579		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,998,863.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	987.	987.		Statement 1
4 Dividends and interest from securities	16,623.	16,623.		Statement 2
5a Gross rents	22,177.	22,177.		Statement 3
b Net rental income or (loss) <37,335.>				Statement 4
6a Net gain or (loss) from sale of assets not on line 10	592,191.			
b Gross sales price for all assets on line 6a 33,526,361.				
7 Capital gain net income (from Part IV, line 2)		592,191.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,514.	1,514.		Statement 5
12 Total. Add lines 1 through 11	633,492.	633,492.		
13 Compensation of officers, directors, trustees, etc	95,000.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees Stmt 6	1,706.	0.		0.
b Accounting fees Stmt 7	4,755.	1,700.		950.
c Other professional fees				
17 Interest	29.	0.		0.
18 Taxes Stmt 8	55,578.	55,578.		0.
19 Depreciation and depletion	6,274.	6,297.		
20 Occupancy				
21 Travel, conferences, and meetings	1,797.	0.		0.
22 Printing and publications				
23 Other expenses Stmt 9	86,757.	64,434.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	251,896.	128,009.		950.
25 Contributions, gifts, grants paid	522,549.			522,549.
26 Total expenses and disbursements. Add lines 24 and 25	774,445.	128,009.		523,499.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<140,953.>			
b Net investment income (if negative, enter -0-)		505,483.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 31 2012 Revenue

Operating and Administrative Expenses

P 6

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	612,531.	336,350.	336,350.
	2 Savings and temporary cash investments	754,058.	7,026,907.	7,026,907.
	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	1,640.	1,640.	1,640.
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		1,100.	1,100.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 10	6,318,783.	151,915.	151,400.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 343,751.			
	Less accumulated depreciation Stmt 11▶ 47,543.	102,395.	296,208.	588,466.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 1,053,270.			
	Less accumulated depreciation Stmt 12▶	1,175,587.	1,053,270.	1,893,000.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	8,964,994.	8,867,390.	9,998,863.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 13)	801.	27,548.	
	23 Total liabilities (add lines 17 through 22)	801.	27,548.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	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 ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	6,499,481.	6,499,481.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,464,712.	2,340,361.	
	30 Total net assets or fund balances	8,964,193.	8,839,842.	
	31 Total liabilities and net assets/fund balances	8,964,994.	8,867,390.	

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	8,964,193.
2 Enter amount from Part I, line 27a	2	<140,953.>
3 Other increases not included in line 2 (itemize) ▶ Federal Income Tax Refund	3	16,684.
4 Add lines 1, 2, and 3	4	8,839,924.
5 Decreases not included in line 2 (itemize) ▶ Prior Period Adjustment	5	82.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,839,842.

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 Various Equities Sold		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 33,526,361.		32,934,170.	592,191.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			592,191.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	592,191.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☒ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			

- 2 Total of line 1, column (d)
- 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
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5
- 5 Multiply line 4 by line 3
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6
- 8 Enter qualifying distributions from Part XII, line 4
- 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.

2	
3	
4	
5	
6	
7	
8	

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	10,110.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	10,110.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,110.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,105.	
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	1,105.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	9,005.	
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-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13		
14	The books are in care of ► <u>Carla Kessler</u> Telephone no. ► <u>817-793-1951</u> Located at ► <u>P.O. Box 121579, Mineral Wells, TX</u> ZIP+4 ► <u>76121</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Kenneth R. Kessler 4761 Fieldcrest Fort Worth, TX 76109	President 20.00	0.	0.	10,000.
David R. Kessler 13 Cliff Drive Mineral Wells, TX 76067	Vice President 30.00	50,000.	0.	10,000.
Carla K. Kessler P.O. Box 123212 Fort Worth, TX 76121	Secretary/Treasurer 30.00	45,000.	0.	2,500.

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

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

Total number of other employees paid over \$50,000

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	2,496,616.
b	Average of monthly cash balances	1b	5,679,588.
c	Fair market value of all other assets	1c	1,400,000.
d	Total (add lines 1a, b, and c)	1d	9,576,204.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,576,204.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	143,643.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,432,561.
6	Minimum investment return. Enter 5% of line 5	6	471,628.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	471,628.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,110.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,110.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	461,518.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	461,518.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	461,518.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	523,499.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	523,499.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	523,499.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				461,518.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			106,566.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 523,499.				
a Applied to 2010, but not more than line 2a			106,566.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				416,933.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				44,585.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
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				

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
All Gods Children P.O. Box 5909 Villa Park, IL 60181		Exempt	Community Service	2,500.
All Hands Volunteers 389 River Road Carlisle, MA 01741		Exempt	Community Service	10,000.
American Cancer Society 250 Williams Street Atlanta, GA 30303		Exempt	Community Service	20,000.
A Place For Grace 100 Christopher Court Weatherford, TX 76088		Exempt	Community Service	2,500.
Action Against Hunger/ACF-USA 247 West 37th St. 10 Floor New York, NY 10018		Exempt	Kids Across America Camp	2,500.
Total	See continuation sheet(s)			▶ 3a 522,549.
b Approved for future payment				
None				
Total			▶ 3b	0.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Ken K. Kessler Date: 5/13/17 Title: President

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

J.A. Garrison, CPA

Preparer's signature

on & Co., CPA's

Date

5/8/12

Check ☒ if
self-employed

PTIN	
------	--

P00218920

Firm's name ▶ J. A. Garrison & Co., CPA's

Firm's EIN ▶	75-2801173
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Firm's address ▶ 500 West 7th Street, Suite 827
Fort Worth, TX 76102

Phone no. (817) 332-3921

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Beyond Borders P.O. Box 2132 Norristown, PA 19404		Exempt	Community Service	5,000.
Big Shoulders Fund 309 W. Washington Chicago, IL 60606		Exempt	Community Service	2,500.
African Wildlife Foundation 1400 Sixteenth St, NW Washington, DC 20036		Exempt	Community Service	2,500.
Blessings International 1650 N. Indianwood Avenue Broken Arrow, OK 74012		Exempt	Community Service	1,000.
BooEnds 6520 Platt Ave West Hills, CA 91307		Exempt	Community Service	2,500.
AIDS Foundation Houston 3202 Wesleyan Houston, TX 77027		Exempt	Community Service	2,500.
Christian Heritage Ministry 4001 E Berry St Fort Worth, TX 76105		Exempt	Community Service	2,500.
Citizens for Animal Protection 11925 Katy Freeway Houston, TX 77079		Exempt	Community Service	2,500.
Amazon Conservation Association 1822 R St NW 4th Floor Washington, DC 20009		Exempt	Jet Memorial	2,500.
Community Link Mission 208 South Hampshire Saginaw, TX 76179		Exempt	Community Service	1,500.
Total from continuation sheets				485,049.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Community Renewal International 838 Margaret Place Shreveport, LA 71101		Exempt	Community Service-Fuller Center House project	40,000.
Compassion for Life 10 Lori Drive Mineral Wells, TX 76067		Exempt	Community Service	1,000.
Dalit Freedom Network 631 Pennsylvania Ave SE, Suite 2 Washington, DC 20003		Exempt	Community Service	1,000.
Dave Thomas Foundation for Adoption 525 Metro Place North, Suite 220 Dublin, OH 43017		Exempt	Help foster adoption system	1,000.
Doctors Without Borders P.O. Box 5030 Hagerstown, MD 21741		Exempt	Community Service	2,500.
American Refugee Committee International 615 1st Ave, NE Suite 500 Minneapolis, MN 55412		Exempt	Help children graduate	2,500.
Echo 17391 Durrance Road North Fort Myers, FL 33917		Exempt	Community Service	1,500.
Education Through Music 122 East 42nd, Suite 1501 New York, NY 10168		Exempt	Community Service	2,500.
Animal Welfare Institute 900 Pennsylvania Ave SE Washington, DC 20003		Exempt	Star lights for children's cancer units	2,500.
Animal Friends 562 Camp Home Road Pittsburg, PA 15237		Exempt	Community Service	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Fifty Year Club 602 West Hubbard Mineral Wells, TX 76067		Exempt	Community Service	1,000.
First Christian Church 302 NW 6th Street Mineral Wells, TX 76067		Exempt	Community Service and Religious	1,500.
Free the Kids 2303 West Market St Greensboro, NC 27403		Exempt	Community Service	2,500.
Animal Legal Defense Fund 170 East Cotati Avenue Cotati, CA 97931		Exempt	Community Service	2,500.
Austin Himane Society 124 West Anderson Lane Austin, TX 78752		Exempt	Community Service	2,500.
Charity Navigator 139 Harristown Rd. Ste. 201 Glen Rock, NJ 07452		Exempt	Community Service	1,000.
Charity Water 200 Varick St, Suite 201 New York, NY 10014		Exempt	Community Service	1,500.
Homes for the Heart 8340 Oldham Road Kansas City, MO 64138		Exempt	Community Service	7,500.
Hope Domestic Violence P.O. Box 1650 Mineral Wells, TX 76068		Exempt	Community Service - Domestic Violence Shelter	10,000.
Humane Society of North Texas 1840 East Lancaster Fort Worth, TX 76103		Exempt	Community Service - Animal Shelter	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Child Advocate 2401 Portsmouth Suite 200 Houston, TX 77098		Exempt	Community Service	2,000.
Children for Children Six East 43rd St 25th Floor New York, NY 10017		Exempt	Community Service	1,500.
Jump Start 308 Congress St. 6th Floor Boston, MA 02210		Exempt	Community Service	2,500.
KERA 300 Harry Hines Blvd Dallas, TX 75201		Exempt	Community Service	2,000.
City Square 511 North Akard St Dallas, TX 75201		Exempt	Community Service	2,500.
Clara White Mission 613 West Ashley St Jacksonville, FL 32202		Exempt	Community Service	1,500.
Lena Pope Home, Inc. 3131 Sanguinet Street Fort Worth, TX 76107		Exempt	Community Service	1,000.
Lion's Club Cripple Children's Camp P.O. Box 368 Mineral Wells, TX 76068		Exempt	Community Service	10,000.
Meals on Wheels 1410 S.E. Martin Luther King Jr. Blvd. Mineral Wells, TX 76068		Exempt	Community Service	5,000.
MediSend International 9244 Markville Dr Dallas, TX 75243		Exempt	Community Service	1,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MedShare International 3240 Clifton Springs Road Decatur, GA 30034		Exempt	Community Service	1,000.
COA Youth & Family Centers 909 East North Ave Milwaukee, WI 53212		Exempt	Community Service	2,500.
Communities in Schools Dallas Region 8700 North Stemmons Freeway Suite 125 Dallas, TX 75247		Exempt	Community Service	2,500.
Concern worldwide US 355 Lexington Ave 19th Floor New York, NY 10017		Exempt	Community Service	2,500.
Mineral Wells Senior Center 102 N W 6th Ave Mineral Wells, TX 76067		Exempt	Community Service	10,000.
Mineral Wells Women's Club 201 N E 2nd St Mineral Wells, TX 76067		Exempt	Community Service	1,500.
Models of the Maker P.O. Box 87 Paris, TX 75461		Exempt	Community Service	1,500.
Connecticut Food Bank 150 Bradley St East Haven, CT 06512		Exempt	Community Service	2,500.
National Viet Nam Memorial P.O. Box 146 Mineral Wells, TX 76068		Exempt	Community Service	2,000.
Noon Lion's Club P.O. Box 3099 Mineral Wells, TX 76068		Exempt	Community Service	200.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Pachamama Alliance P.O. Box 29191 San Francisco, CA 94129		Exempt	Community Service	1,000.
Palo Pinto General Hospital Aux 400 SW 25th Ave Mineral Wells, TX 76067		Exempt	Community Service	1,000.
Palo Pinto Humane Society P.O. Box 1574 Mineral Wells, TX 76068		Exempt	Community Service - Animal Shelter	2,000.
Partners in Health 888 Commonwealth Ave 3rd Floor Boston, MA 02215		Exempt	Community Service	1,000.
Dare to Care Food Bank 5803 Fern Valley Road Louisville, KY 40228		Exempt	Community Service	2,500.
Puppies Behind Bars 10 East 40th Street, 19th Floor New York, NY 10016		Exempt	Community Service - Animals	5,000.
RAFT 1355 Ridder Park Dr. San Jose, CA 95131		Exempt	Community Service	2,500.
Refugees International 2001 S. Street NW, Suite 700 Washington, DC 20009		Exempt	Community Service	2,500.
Salvation Army 1855 East Lancaster Ave Fort Worth, TX 76103		Exempt	Community Service	20,000.
Dain Fossey Gorilla Fund International 800 Cherokee Ave SE Atlanta, GA 30315		Exempt	Community Service	1,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Sea Shepherd Conservation Society P.O. Box 2616 Friday Harbor, WA 98250		Exempt	Conservation	10,000.
Direct Relief International 27 South La Patera Lane Santa Barbara, CA 93117		Exempt	Community Service	5,000.
Shriners Hospital 2900 Rocky Point Dr Tampa, FL 33607		Exempt	Community Service - Medical	1,000.
Small Steps Nurturing Center 1709 Depelchin Street Houston, TX 77007		Exempt	Helps at risk children - education and feed	5,000.
Smile Train 41 Madison Ave 28th Floor New York, NY 10010		Exempt	Helps children with dental costs	1,000.
Spirituality for Kids 1054 S Robertson Blvd Los Angeles, CA 90035		Exempt	Community Service	1,000.
DNC Inc P.O. Box 1609 Mineral Wells, TX 76068		Exempt	Community Service - help sick children	5,000.
Tarrant County Food Bank 2600 Cullen Street Fort Worth, TX 76107		Exempt	Community Service	10,000.
TEAK 16 West 22nd Street 3rd Floor New York, NY 10010		Exempt	Community Service	1,500.
Do Something 24-32 Union Square East 4th Floor South New York, NY 10003		Exempt	Community Service	1,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DonorsChoice.Org 347 W 36th St Suite 503 New York, NY 10018		Exempt	Community Service	12,169.
Education through Music 122 East 42nd St Suite 1501 New York, NY 10168		Exempt	Community Service	2,500.
United Way of Palo Pinto P.O. Box 1223 Mineral Wells, TX 76508		Exempt	Community Service	1,500.
Water for People 6666 West Quincy Avenue Denver, CO 80235		Exempt	Community Service	5,000.
WestAid 4701 Bryant Irving Rd N, Ste 100 Fort Worth, TX 76107		Exempt	Community Service	2,500.
Environmental and Energy Study Institute 1112 16th St. NW, Ste. 300 Washington, DC 20036		Exempt	Community Service	2,500.
Eva's Village 393 Main St. Patterson, NJ 07501		Exempt	Community Service	2,500.
Feed My Starving Children 401 93rd Ave. NW Coon Rapids, MN 55433		Exempt	Community Service	2,500.
Food Bank of the Rockies 10700 East 45th Ave. Denver, CO 80239		Exempt	Community Service	2,500.
Food for the Hungry 1224 East Washington St. Phoenix, AZ 85034		Exempt	Community Service	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Free the Slaves 1320 19th St., NW Ste 600 Washington, DC 20036		Exempt	Community Service	1,000.
Fund for Public Schools 52 Chambers Street Rm 305 New York, NY 10007		Exempt	Community Service	2,500.
Gleaners Com. Food Bank of SE Michigan 2131 Beaufait St. Detroit, MI 48207		Exempt	Community Service	2,500.
Global Fund For Children 1101 Fourteenth St., NW Ste 420 Washington, DC 20005		Exempt	Community Service	2,500.
Globus Relief 1775 West 1500 South Salt Lake City, UT 84104		Exempt	Community Service	2,500.
Guttmacher Institute 125 Maiden Lane Seventh Floor New York, NY 10038		Exempt	Community Service	2,500.
Haitian Health Foundation 97 Sherman St. Norwich, CT 06360		Exempt	Community Service	1,500.
Heart to Heart International 401 South Clairborne, Suite 302 Olathe, KS 66062		Exempt	Community Service	1,000.
Helping Hand for Relief Development 12541 McDougall St., Ste. 100 Detroit, MI 48212		Exempt	Community Service	2,500.
Heritage Foundation 214 Massachusetts Ave N.E. Washington, DC 20002		Exempt	Community Service	1,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Himalayan Cataract Project P. O. Box 55 Waterbury, VT 05676		Exempt	Community Service	2,500.
Homes for our Troops 6 Main Street Taunton, MA 02780		Exempt	Community Service	10,000.
Hope for Haiti 1021 5th Ave., N. Naples, FL 34201		Exempt	Community Service	1,000.
Hope for the Warriors 1335 Western Blvd., Suite E PMB 48 Jacksonville, NC 28546		Exempt	Community Service	2,500.
Human Development Foundation 1350 Remington Road, Suite W Schaumburg, IL 60173		Exempt	Community Service	1,000.
I Have a Dream Foundation 330 Seventh Ave., 20th Floor New York, NY 10001		Exempt	Community Service	2,500.
iMentor 30 Broad Street, 3rd Floor New York, NY 10004		Exempt	Community Service	2,500.
Injured Marine Semper Fi Fund 825 College Blvd., Suite 102, PMB 609 Oceanside, CA 92057		Exempt	Community Service	5,000.
International Planned Parenthood Fed. 120 Wall St., 9th Floor New York, NY 10005		Exempt	Community Service	2,500.
International Child Care 240 W. Michigan Ave. Kalamazoo, MI 49007		Exempt	Community Service	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
International Crisis Aid P. O. Box 510167 St. Louis, MO 63151		Exempt	Community Service	2,500.
International Relief Teams 4560 Alvarado Canyon Rd., Ste. 2G San Diego, CA 92120		Exempt	Community Service	2,500.
Irving Cares 440 South Nursery Rd., Ste. 101 Irving, TX 75060		Exempt	Community Service	2,500.
JOIN 1435 NE 81st Ave., Ste. 100 Portland, OR 97213		Exempt	Community Service	2,500.
Keep A Child Alive 45 Main St., Ste. 720 Brooklyn, NY 11201		Exempt	Community Service	2,500.
Little Kid's Rock 632 Pompton Ave., Ste. 2 Cedar Grove, NJ 07009		Exempt	Community Service	2,500.
MAP International 4700 Glynco Parkway Brunswick, GA 31525		Exempt	Community Service	5,000.
Meals on Wheels, Inc of Tarrant County 320 South Freeway Fort Worth, TX 76104		Exempt	Community Service	5,000.
Medical Teams International 14150 Southwest Milton Ct. Tigard, PR 97207		Exempt	Community Service	2,500.
Mercy-USA for Aid Development 44450 Pinetree Dr., Ste. 201 Plymouth, MI 48170		Exempt	Community Service	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Mineral Wells High Hall of Honors 210 S.W. 11th Street Mineral Wells, TX 76067		Exempt	Community Service	500.
Mineral Wells Scholarship Fund Administration Bldg. 906 SW 6th Av. Mineral Wells, TX 76067		Exempt	Community Service	10,000.
National Military Family Association 2500 North Van Dorn., Ste. 102 Alexandria, VA 22302		Exempt	Community Service	5,000.
Operation Fuel One Regency Drive, Ste. 200 Bloomfield, CT 06002		Exempt	Community Service	2,500.
Operation Homefront 8930 Fourwinds Dr., Ste. 340 San Antonio, TX 78239		Exempt	Community Service	1,500.
Operation Homefront Southern California P. O. Box 26747 San Diego, CA 92196		Exempt	Community Service	2,500.
Parker Paws P. O. Box 781 Weatherford, TX 76086		Exempt	Community Service	2,500.
Pathfinder Int 9 Glen St. Suite 217 Watertown, MA 02472		Exempt	Community Service	2,500.
People's Resource Center 201 South Naperville Rd. Wheaton, IL 60187		Exempt	Community Service	2,500.
Performing Animal Welfare Society P. O. Box 849 Galt, CA 95632		Exempt	Community Service	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PetSmart Charities 19601 N. 27th Ave. Phoenix, AZ 85027		Exempt	Community Service	2,500.
PIRYX 144 2nd St. 1st Floor San Francisco, CA 94105		Exempt	Community Service	5,000.
Population Council One Day Hammerskjold Plaza New York, NY 10017		Exempt	Community Service	2,500.
Prem Rawat Foundation P. O. Box 24-1498 Los Angeles, CA 90024		Exempt	Community Service	2,500.
Relief International 5455 Wilshire Blvd., Suite 1280 Los Angeles, CA 90036		Exempt	Community Service	2,500.
Rockford Rescue Mission 714 West State St. Rockford, IL 61102		Exempt	Community Service	2,500.
Rotary Foundation of Rotary International One Rotary Center, 1560 Sherman Ave. Evanston, IL 60201		Exempt	Community Service	2,680.
Sacred Heart Community Service 1381 South First Street San Jose, CA 95110		Exempt	Community Service	2,500.
Samaritan's Purse P. O. Box 3000 Boone, NC 28607		Exempt	Community Service	2,500.
Shared Harvest Foodbank 5901 Dixie Highway Fairfield, OH 45014		Exempt	Community Service	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SNAP 401 Studenwood St. Suite 350 Houston, TX 77270		Exempt	Community Service	2,500.
SPCA of Central Florida 2727 Conroy Rd. Orlando, FL 32839		Exempt	Community Service	2,500.
Stop Hunger Now 615 Hillsborough St., Ste. 200 Raleigh, NC 27603		Exempt	Community Service	2,500.
The Cara Program 237 South Desplaines St. Chicago, IL 60661		Exempt	Community Service	2,500.
The Family Place P. O. Box 7999 Dallas, TX 75209		Exempt	Community Service	2,500.
The Foodbank of Souther California 1444 San Francisco Ave. Long Beach, CA 90813		Exempt	Community Service	2,500.
The Hope Program One Smith St. Brookley, NY 11201		Exempt	Community Service	2,500.
The Miracle Foundation 1506 West Sixth St. Austin, TX 78703		Exempt	Community Service	2,500.
The Mr. Hollnd's Opus Foundation 4370 Tujunga Ave., Ste. 330 Studio City, CA 91604		Exempt	Community Service	2,500.
The Navy Seal Foundation P. O. Box 5965 Virginia Beach, VA 23471		Exempt	Community Service	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Tostan 2121 Decatur Place, NW Washington, DC 20008		Exempt	Community Service	5,000.
University of Texas at Austin P. O. Box 7458 Austin, TX 78713		Exempt	Academic Programs	2,000.
Vital Voices Global Partnership 1625 Massachusetts Ave., NW Washington, DC 20036		Exempt	Community Service	2,500.
Warm Blankets Orphan Care International 5105 Tollview Dr., Suite 155 Rolling Meadows, IL 60008		Exempt	Community Service	2,500.
Water.org 920 Main St., Suite 1800 Kansas City, MO 64105		Exempt	Community Service	5,000.
Wildlife Conservation Network 25745 Bassett Lane Los Altos, CA 63005		Exempt	Community Service	2,500.
Wings of Hope 18370 Wings of Hope Blvd. St. Louis, MO 63005		Exempt	Community Service	2,500.
Zonta Club of Mineral Wells P. O. Box 1643 Mineral Wells, TX 76068		Exempt	Community Service	1,000.
Bethesda United Methodist Church 6657 FM Rd. 113 N. Weatherford, TX 76088		Exempt	Community Service	8,000.
Total from continuation sheets				

990-066

[illegible]

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

Source	Amount
Internal Revenue Service	987.
Total to Form 990-PF, Part I, line 3, Column A	987.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends	16,623.	0.	16,623.
Total to Fm 990-PF, Part I, ln 4	16,623.	0.	16,623.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Non-Residential Rental	1	22,177.
Total to Form 990-PF, Part I, line 5a		22,177.

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
Depreciation		6,274.	
Repairs and Maintenance		53,238.	
- SubTotal -	1		59,512.
Total rental expenses			59,512.
Net rental Income to Form 990-PF, Part I, line 5b			<37,335.>

Form 990-PF	Other Income	Statement	5
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Other Income	1,514.	1,514.	
Total to Form 990-PF, Part I, line 11	1,514.	1,514.	

Form 990-PF	Legal Fees			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	1,706.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	1,706.	0.		0.

Form 990-PF	Accounting Fees			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	4,755.	1,700.		950.
To Form 990-PF, Pg 1, ln 16b	4,755.	1,700.		950.

Form 990-PF	Taxes			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Property Taxes	54,942.	54,942.			0.
Other Taxes	636.	636.			0.
To Form 990-PF, Pg 1, ln 18	55,578.	55,578.			0.

Form 990-PF	Other Expenses		Statement	9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Automobile Expense	4,203.	0.		0.
Contract Labor	9,906.	9,906.		0.
Insurance - Auto	1,313.	0.		0.
Telephone	5,614.	0.		0.
Office Expense	1,244.	0.		0.
Postage and Delivery	437.	0.		0.
Investment Services & Publications	5,170.	0.		0.
Dues & Subscriptions	450.	0.		0.
Utilities	2,203.	0.		0.
Miscellaneous	918.	0.		0.
Supplies	1,290.	1,290.		0.
Bank Service Charges	771.	0.		0.
Repairs and Maintenance	53,238.	53,238.		0.
To Form 990-PF, Pg 1, ln 23	86,757.	64,434.		0.

Form 990-PF	Corporate Stock		Statement	10
Description	Book Value	Fair Market Value		
Brokerage Account	151,915.	151,400.		
Total to Form 990-PF, Part II, line 10b	151,915.	151,400.		

Form 990-PF	Depreciation of Assets Held for Investment		Statement	11
Description	Cost or Other Basis	Accumulated Depreciation	Book Value	
559 Grant Rd - Land	8,240.	0.	8,240.	
559 Grant Rd - Building	12,310.	1,896.	10,414.	
560 Grant Rd - Land	37,620.	0.	37,620.	
560 Grant Rd - Building	15,240.	2,346.	12,894.	
Overhead door repair	6,000.	847.	5,153.	
Leasehold Improvements	18,170.	2,446.	15,724.	
Leasehold Improvements	12,340.	1,633.	10,707.	
558 Grant Rd. - Land	20,900.	0.	20,900.	
558 Grant Rd. - Building	64,600.	9,936.	54,664.	

Carl E. Kessler Family Foundation75-2567397

553 Grant Rd. - Land	4,040.	0.	4,040.
553 Grant Rd. - Building	26,140.	4,020.	22,120.
300 Industrial, Bldg # 336 - Land	6,659.	0.	6,659.
300 Industrial, Bldg # 336 - Building	11,291.	1,740.	9,551.
2003 Chevy 1500	16,114.	16,114.	0.
Fork Lift	4,000.	4,000.	0.
18 ft Trailer - C&S Trailers	2,075.	2,075.	0.
CORDLESS PHONE	161.	161.	0.
Mobile Home & Improvements	47,907.	307.	47,600.
Land-Mobile Home Lot Improvements	26,550.	0.	26,550.
560 Bld Imprvmnts-Bathroom addn/rehab	3,394.	22.	3,372.
Total to Fm 990-PF, Part II, ln 11	343,751.	47,543.	296,208.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	12
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
LAND	1,053,270.	0.	1,053,270.
Total To Fm 990-PF, Part II, ln 14	1,053,270.	0.	1,053,270.

Form 990-PF	Other Liabilities	Statement	13
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Description	BOY Amount	EOY Amount
Credit Cards Payable	801.	27,548.
Total to Form 990-PF, Part II, line 22	801.	27,548.

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

Form 990-PF

2011

Name **Carl E. Kessler Family Foundation** Employer identification number **75-2567397**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	10,110.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method		
2c	Credit for federal tax paid on fuels (see instructions)		
2d	Total. Add lines 2a through 2c		
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	10,110.
4	Enter the tax shown on the corporation's 2010 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	1,062.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	1,062.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☐ The corporation is using the annualized income installment method.
- 8 ☐ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/11	06/15/11	09/15/11	12/15/11
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	266.	265.	266.	265.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	1,105.			
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column		839.	574.	308.
13 Add lines 11 and 12		839.	574.	308.
14 Add amounts on lines 16 and 17 of the preceding column				
15 Subtract line 14 from line 13. If zero or less, enter -0-	1,105.	839.	574.	308.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	839.	574.	308.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2011 and before 7/1/2011	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 08/30/2011 and before 10/1/2011	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2011 and before 1/1/2012	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2011 and before 4/1/2012	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{366}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2012 and before 7/1/2012	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2012 and before 10/01/2012	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2012 and before 1/1/2013	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2012 and before 2/16/2013	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Form **990-W****Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(Worksheet)

(and on Investment Income for Private Foundations)

Form 990-PF

2012Department of the Treasury
Internal Revenue Service

(Keep for your records. Do not send to the Internal Revenue Service.)

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	2,110.
b	Enter the tax shown on the 2011 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	10,110.
c	2012 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	2,120.
		Adjusted To	
	(a)	(b)	(c)
11	Installment due dates (see instructions)	11	05/15/12
12	Required installments Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	2,120.
13	2011 Overpayment (see instructions)	13	
14	Payment due. (Subtract line 13 from line 12.)	14	2,120.

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2012)