



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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 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
BICKEL & BREWER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) 1717 MAIN STREET NO 4800 Room/suite

City or town, state, and ZIP code
DALLAS, TX 75201

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) \$ 3,878 **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)
1	Contributions, gifts, grants, etc., received (attach schedule)	2,118,340			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,234	1,234	1,234	
4	Dividends and interest from securities.				
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a _____				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	2,119,574	1,234	1,234	

13	Compensation of officers, directors, trustees, etc	0	0	0	0
14	Other employee salaries and wages	272,571	0	0	272,571
15	Pension plans, employee benefits	22,963	0	0	22,963
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	21,434	0	0	21,434
c	Other professional fees (attach schedule)				
17	Interest	195	0	0	195
18	Taxes (attach schedule) (see page 14 of the instructions)	13,326	0	0	13,326
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	319	0	0	319
22	Printing and publications	4,460	0	0	4,460
23	Other expenses (attach schedule)	1,119,785	0	0	1,115,786
24	Total operating and administrative expenses.				
	Add lines 13 through 23	1,455,053	0	0	1,451,054
25	Contributions, gifts, grants paid	878,250			878,250
26	Total expenses and disbursements. Add lines 24 and 25	2,333,303	0	0	2,329,304

27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-213,729			
b	Net investment income (if negative, enter -0-)		1,234		
c	Adjusted net income (if negative, enter -0-)			1,234	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets				
1	Cash—non-interest-bearing	65,120	3,878	3,878
2	Savings and temporary cash investments	152,487		
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
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)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	294	294	0
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	217,901	4,172	3,878
Liabilities				
17	Accounts payable and accrued expenses	14,220	14,220	
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 ►)			
23	Total liabilities (add lines 17 through 22)	14,220	14,220	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	203,681	-10,048	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	203,681	-10,048	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	217,901	4,172	

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	203,681
2	Enter amount from Part I, line 27a	2	-213,729
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	-10,048
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	-10,048

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,309,758	4,172	553 633269
2009	2,488,110	333,013	7 471510
2008	2,874,512	433,161	6 636128
2007	2,129,670	166,424	12 796652
2006	324,260	50,705	6 395030
2	Total of line 1, column (d).		586 93258
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		117 38651
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		127,12
5	Multiply line 4 by line 3.		
6	Enter 1% of net investment income (1% of Part I, line 27b).		14,923,23
7	Add lines 5 and 6.		1
8	Enter qualifying distributions from Part XII, line 4.		14,923,24
			2,329,30

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 VI Excise 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	1	25
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	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	25
3	Add lines 1 and 2.		
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-		
6	Credits/Payments	5	25
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations—tax withheld at source	6a	
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld	6b	
7	Total credits and payments Add lines 6a through 6d.		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	7	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	8	25
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		
		10	
		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?	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)?		
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c	Did the foundation file Form 1120-POL for this year?	1b	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
	(1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0	1c	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		
	<i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	2	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
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?	3	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	4a	No
	<ul style="list-style-type: none"> ● 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? 		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	4b	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	5	No
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)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	6	Yes
		7	Yes
		8b	Yes
		9	Yes
		10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW BICKELBREWER COM/#/THEFOUNDATION</u>	13	Yes	
14	The books are in care of ► <u>MICHAEL J MCCORMACK</u> Telephone no ► <u>(214) 653-4801</u> Located at ► <u>1717 MAIN STREET SUITE 4800 DALLAS TX</u> ZIP +4 ► <u>75201</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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

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

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
JOHN W BICKEL II 1717 MAIN 4800 DALLAS, TX 75201	PRESIDENT 3 00	0	0	0
WILLIAM A BREWER III 1717 MAIN 4800 DALLAS, TX 75201	VICE PRESIDENT 1 00	0	0	0
JAMES S RENARD 1717 MAIN 4800 DALLAS, TX 75201	SECRETARY 1 00	0	0	0
MIKE MCCORMACK 1717 MAIN 4800 DALLAS, TX 75201	TREASURER 1 00	0	0	0

**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
KAREN BRADBERRY 1717 MAIN STREET 4800 DALLAS, TX 75201	DIRECTOR, FUTURE LEA 40 00	141,500	1,400	6,377
ROSALINDA DAWKINS 1717 MAIN STREET 4800 DALLAS, TX 75201	ADMINISTRATIVE ASSIS 40 00	58,798	437	6,204
SARAH LEININGER 1717 MAIN STREET 4800 DALLAS, TX 75201	COLLEGE READINESS CO 40 00	58,038	575	6,204
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	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 (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		

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	0
b Average of monthly cash balances.	1b	129,065
c Fair market value of all other assets (see page 24 of the instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	129,065
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	129,065
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	1,936
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	127,129
6 Minimum investment return. Enter 5% of line 5.	6	6,356

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

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	2,329,304
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	2,329,304
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	0
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,329,304

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				0
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	230,295			
b From 2007.	2,121,407			
c From 2008.	2,853,203			
d From 2009.	2,471,669			
e From 2010.				
f Total of lines 3a through e.	7,676,574			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.			0	
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:	7,676,574			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
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).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	230,295			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	7,446,279			
10 Analysis of line 9				
a Excess from 2007.	2,121,407			
b Excess from 2008.	2,853,203			
c Excess from 2009.	2,471,669			
d Excess from 2010.				
e Excess from 2011.				

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	878,250
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	1,234	
4 Dividends and interest from securities.					
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		0		1,234	0
13 Total Add line 12, columns (b), (d), and (e).			13		1,234
(See worksheet in line 13 instructions on page 28 to verify calculations)					

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

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

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 or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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**

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.

* * * * *

2012-11-1

* * * * *

Signature of officer or trustee

Da

—
T-17

Sign Here Paid Preparer's Use Only		Date	Check if self-employed <input type="checkbox"/>	PTIN P00231367
Preparer's Signature  PAUL A PARKER				
Firm's name  CLIFTONLARSONALLENLLP 5001 SPRING VALLEY ROAD SUITE 600W		Firm's EIN  41-0746749		
Firm's address  DALLAS, TX 75244		Phone no (972) 383-5700		

May the IRS discuss this return with the preparer shown above? See Instructions **Yes** **No**

2011

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

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

Name of organization

BICKEL & BREWER FOUNDATION

Employer identification number

75-2625364

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule—**

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization BICKEL & BREWER FOUNDATION			Employer identification number 75-2625364
Part I Contributors (see Instructions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	See Additional Data Table	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization BICKEL & BREWER FOUNDATION			Employer identification number 75-2625364
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry) For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

Additional Data

Software ID:
Software Version:
EIN: 75-2625364
Name: BICKEL & BREWER FOUNDATION

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BICKEL BREWER 1717 MAIN STREET 4800 DALLAS, TX 75201	\$ 1,603,157	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	BICKEL BREWER 1717 MAIN STREET 4800 DALLAS, TX 75201	\$ 318,431	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	HOWARD MEYERS 2777 STEMMONS FREEWAY SUITE 2000 DALLAS, TX 75202	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	JILL E TANABAUM PO BOX 840237 DALLAS, TX 75205	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	RALPH LAUREN CORPORATION PO BOX 35868 GREENSBORO, NC 27425	\$ 37,059	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	HUD HINTON 15044 N SCOTTSDALE ROAD SUITE 300 SCOTTSDALE, AZ 85254	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	<p>MARGOT LEBENBERG 3913 AMHERST AVENUE DALLAS, TX 75225 _____</p>	\$ <u>10,000</u>	<p>Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>

Additional Data

Software ID:

Software Version:

EIN: 75-2625364

Name: BICKEL & BREWER FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 1a - 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).

JOHN W BICKEL II

WILLIAM A BREWER III

JAMES S RENARD

MIKE MCCORMACK

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
a Paid during the year				
ALBANY LAW SCHOOL80 NEW SCOTLAND AVENUE ALBANY, NY 12208			DEAN GUERNY CAMPAIGN	25,000
ALBANY LAW SCHOOL80 NEW SCOTLAND AVENUE ALBANY, NY 12208			CLASS OF 2013 LEGACY FUND DONATION	118
ALBANY LAW SCHOOL80 NEW SCOTLAND AVENUE ALBANY, NY 12208			DEAN GUERNY CAMPAIGN	25,000
ALBANY LAW SCHOOL80 NEW SCOTLAND AVENUE ALBANY, NY 12208			PRDEF TICKETS FOR LATINO JUSTICE EVENT	90
BIG THOUGHT2501 OAK LAWN AVENUE 550 DALLAS, TX 75219			BIG THOUGHTS THRIVING MINDS PROGRAM	250
COLBY COLLEGE4000 MAYFLOWER HILL WATERVILLE, ME 04901			ANNUAL FUND	25,000
DALLAS BAR ASSOCIATION2101 ROSS AVENUE DALLAS, TX 75201			ANNUAL FUND	2,500
DALLAS BAR FOUNDATION2101 ROSS AVENUE DALLAS, TX 75201			SUSTAINING LIFE FELLOW DONATION	1,500
DALLAS BAR FOUNDATION2101 ROSS AVENUE DALLAS, TX 75201			SARAH T HUGHES DIVERSITY SCHOLARSHIP AT SMU	5,000
DALLAS CHILDREN ADVOCACY 3611 SWISS AVENUE DALLAS, TX 75204			ANNUAL FUND	2,500
DALLAS SYMPHONY ORCHESTRA 2301 FLORA STREET DALLAS, TX 75201			2011 AT&T GALA	10,000
EAST HAMPTON LIBRARY159 MAIN STREET EAST HAMPTON, NY 11937			ANNUAL FUND	250
GIRL SCOUTS OF NORTHEAST TEXAS6001 SUMMERSIDE DRIVE DALLAS, TX 75252			100TH ANNIVERSARY OF GIRL SCOUTS	5,000
GLENN PELHAM FOUNDATIONPO BOX 15087 ATLANTA, GA 30333			DEBATE FOUNDATION	1,000
GREENHILL SCHOOL4141 SPRING VALLEY ROAD ADDISON, TX 75001			ANNUAL PLEDGE	10,000
GROUP FOR THE EAST ENDPO BOX 569 BRIDGEHAMPTON, NY 11932			ANNUAL FUND	100
HEROES FOR CHILDREN1701 NORTH COLLINS SUITE 240 RICHARDSON, TX 75080			ANNUAL FUND	25,000
HISTORICAL SOCIETY OF THE NEW YORK COURTS140 GRAND STREET SUITE 701 WHITE PLAINS, NY 10601			ANNUAL FUND	1,000
JAZZMOBILE154 W 127TH ST 2A NEW YORK, NY 10027			DONATION ON BEHALF OF TONY THOMPSON	250
MINORITY CORPORATE COUNSEL ASSOCIATION1111 PENNSYLVANIA AVE NW WASHINGTON DC, DC 20004			3M - DIVERSITY HONORS GALA	15,000
NATIONAL FORENSICS LEAGUE 125 WATSON STREET PO BOX 38 RIPON, WI 54971			IPPF SPONSORSHIP AGREEMENT	25,000
NATIONAL LUNG CANCER1 POINT PLACE SUITE 200 MADISON, WI 53719			NATIONAL LUNG CANCER PARTNERSHIP	100
NEW YORK COUNTY LAWYERS ASSOC14 VESEY STREET NEW YORK, NY 10007			ANNUAL FUND	2,400
NEW YORK COUNTY LAWYERS ASSOC14 VESEY STREET NEW YORK, NY 10007			NYCLA 97TH ANNUAL DINNER	10,000
NEW YORK UNIVERSITY SCHOOL OF LAWPO BOX 837 NEW YORK, NY 10009			IPPF PLEDGE	50,000
NEW YORK UNIVERSITY SCHOOL OF LAWPO BOX 837 NEW YORK, NY 10009			ANNUAL FUND	70,000
NEW YORK UNIVERSITY SCHOOL OF LAWPO BOX 837 NEW YORK, NY 10009			ANNUAL FUND	100,000
NEW YORK UNIVERSITY SCHOOL OF LAWPO BOX 837 NEW YORK, NY 10009			ANNUAL FUND	100,000
NEW YORK UNIVERSITY SCHOOL OF LAWPO BOX 837 NEW YORK, NY 10009			ANNUAL WEINFELD LAW FUND CONTRIB	20,000
OPERATION NOELPO BOX 981021 ELPASO, TX 79998			ANNUAL FUND	250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SCIENCE TEACHERS ASSOCIATION OF TEXAS5750 BALCONES DRIVE SUITE 201 AUSTIN, TX 78731			ANNUAL FUND	500
ST ALCUIN MONTESSORI SCHOOL 6144 CHURCHILL WAY DALLAS, TX 75230			ANNUAL PLEDGE	25,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL262 DANNY THOMAS PLACE MEMPHIS, TN 38105			ST JUDE'S NIGHT OF HOPE	300
ST MARKS SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230			CONTRIBUTION TO ST MARKS WRESTLING	100
ST MARKS SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230			ANNUAL FUND	81,402
ST MARKS SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230			CONTRIBUTION TO ST MARKS WRESTLING	1,500
ST MARKS SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230			CELEBRATE ST MARKS	10,000
ST MARKS SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230			ANNUAL FUND	25,000
STATE BAR OF TEXAS1414 COLORADO STREET AUSTIN, TX 78701			TX MINORITY COUNSEL PROGRAM	2,500
TACA3878 OAK LAWN AVENUE SUITE 624 DALLAS, TX 75219			46TH ANNUAL TACA GALA	1,000
THE CATTLE BARON'S BALL30 HIGHLAND PARK VILLAGE SUITE 216 DALLAS, TX 75205			ANNUAL FUND	30,000
THE CATTLE BARON'S BALL30 HIGHLAND PARK VILLAGE SUITE 216 DALLAS, TX 75205			ANNUAL FUND	30,000
THE DA VINCI SCHOOL10909 MIDWAY ROAD DALLAS, TX 75229			ANNUAL FUND	2,500
THE FUND FOR MODERN COURTS 351 W 54TH STREET NEW YORK, NY 10019			ANNUAL FUND	2,500
THE HOCKADAY SCHOOL11600 WELCH ROAD DALLAS, TX 75229			ANNUAL FUND	98,640
THE HOCKADAY SCHOOL11600 WELCH ROAD DALLAS, TX 75229			ANNUAL FUND	25,000
VOGEL AL COVE7557 RAMBLER RD 262 DALLAS, TX 75231			VOGEL ALCOVE ARTS PERFORMANCE SPONSORSHIP	10,000
Total			► 3a	878,250

TY 2011 Accounting Fees Schedule

Name: BICKEL & BREWER FOUNDATION

EIN: 75-2625364

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	21,434	0	0	21,434

TY 2011 Other Assets Schedule

Name: BICKEL & BREWER FOUNDATION**EIN:** 75-2625364

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATIONAL COSTS	294	294	0

TY 2011 Other Expenses Schedule

Name: BICKEL & BREWER FOUNDATION**EIN:** 75-2625364

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROGRAM EXPENSES	1,087,416	0	0	1,083,416
OFFICE EXPENSES	12,408	0	0	12,408
BANK AND CREDIT CARD FEES	34	0	0	34
DUES AND SUBSCRIPTIONS	1,672	0	0	1,672
INSURANCE EXPENSE	3,910	0	0	3,910
PROFESSIONAL DEVELOPMENT	1,900	0	0	1,900
PUBLIC RELATIONS AND ADVERTISING	7,157	0	0	7,157
SEMINARS AND CONFERENCES	4,820	0	0	4,821
MISCELLANEOUS EXPENSES	468	0	0	468

TY 2011 Taxes Schedule

Name: BICKEL & BREWER FOUNDATION**EIN:** 75-2625364

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	13,326	0	0	13,326