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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning **, 2011, and ending**SEAR FAMILY FOUNDATION
4301 COUNTY ROAD 707
CLEBURNE, TX 76031

G Check all that apply Initial return Initial Return of a former public charity
 Final return Amended return
 Address change Name change

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, column (c), line 16)** **J** Accounting method Cash Accrual
 Other (specify) **► \$ 1,879,520.** *(Part I, column (d) must be on cash basis)*

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	305,000.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	673.	673.	673.	
	4 Dividends and interest from securities	8,755.	8,755.	8,755.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	14,566.			
	b Gross sales price for all assets on line 6a	314,121.			
	7 Capital gain net income (from Part IV, line 2)		14,566.		
	8 Net short-term capital gain			18,475.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)	64.			
	AUG 02 2013 See Statement 1				
	12 Total. Add lines 1 through 11	329,058.	23,994.	27,903.	
	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	4,800.			
	c Other prof fees (attach sch)				
	17 Interest				
18 Taxes (attach schedule) See instrs					
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 3	8,918.				
24 Total operating and administrative expenses. Add lines 13 through 23	13,718.				
25 Contributions, gifts, grants paid Part XV	283,200.			283,200.	
26 Total expenses and disbursements. Add lines 24 and 25	296,918.	0.	0.	283,200.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	32,140.				
b Net investment income (if negative, enter -0-)		23,994.			
c Adjusted net income (if negative, enter -0-)			27,903.		

2P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	1 Cash – non-interest-bearing	35,215.	28,233.	28,233.
	2	2 Savings and temporary cash investments	103,412.	90,460.	90,460.
	3	3 Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	4 Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	5 Grants receivable			
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	10,549.	5,749.	
	7	7 Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	8 Inventories for sale or use			
	9	9 Prepaid expenses and deferred charges			
	10a	10a Investments – U S and state government obligations (attach schedule)			
	b	b Investments – corporate stock (attach schedule)	678,103.	714,090.	660,827.
	c	c Investments – corporate bonds (attach schedule)			
	11	11 Investments – land, buildings, and equipment basis ► 1,100,000.			
	Less accumulated depreciation (attach schedule) See Stmt 4 ►	1,100,000.	1,100,000.	1,100,000.	
12	12 Investments – mortgage loans				
13	13 Investments – other (attach schedule)				
14	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	15 Other assets (describe ►)	3.			
16	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,927,282.	1,938,532.	1,879,520.	
LIABILITIES	17	17 Accounts payable and accrued expenses			
	18	18 Grants payable			
	19	19 Deferred revenue			
	20	20 Loans from officers, directors, trustees, & other disqualified persons			
	21	21 Mortgages and other notes payable (attach schedule)			
	22	22 Other liabilities (describe ►)			
	23	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	24 Unrestricted			
	25	25 Temporarily restricted			
	26	26 Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	27 Capital stock, trust principal, or current funds	1,927,282.	1,938,532.	
	28	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29	29 Retained earnings, accumulated income, endowment, or other funds			
	30	30 Total net assets or fund balances (see instructions)	1,927,282.	1,938,532.	
	31	31 Total liabilities and net assets/fund balances (see instructions)	1,927,282.	1,938,532.	

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	1,927,282.
2	Enter amount from Part I, line 27a	2	32,140.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,959,422.
5	Decreases not included in line 2 (itemize) ► See Statement 5	5	20,890.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,938,532.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 6					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a					
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	14,566.
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	18,475.

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 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 (column (b) divided by column (c))
2010	260,381.	673,259.	0.386747
2009	316,028.	504,087.	0.626931
2008	429,672.	908,028.	0.473192
2007	370,817.	1,421,511.	0.260861
2006	328,695.	1,543,343.	0.212976

2 Total of line 1, column (d)	2	1.960707
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.392141
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	788,263.
5 Multiply line 4 by line 3	5	309,110.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	240.
7 Add lines 5 and 6	7	309,350.
8 Enter qualifying distributions from Part XII, line 4	8	283,200.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VII-A | Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► JOAN K. BAILEY, CPA Telephone no ► 817-921-5102 Located at ► 2706 COCKRELL AVENUE FORT WORTH, TX ZIP + 4 ► 76109		
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 ► 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 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.

1a	During the year did the foundation (either directly or indirectly)	Yes	No
(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			
1b	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	
1c	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? ►	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
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) 2b N/A			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 3b N/A			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X			

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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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 instructions)
- (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
 Yes No
 Yes No
 Yes No
 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)?

5b 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?

6b X

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

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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

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

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

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

►

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 instructions). If none, enter 'NONE.'

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

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

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0.

BAA

0.

BAA

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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 Minimum investment return.** Enter 5% of line 5

1a	739,345.
1b	60,922.
1c	
1d	800,267.
1e	0.
2	0.
3	800,267.
4	12,004.
5	788,263.
6	39,413.

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

1	39,413.
2a	480.
2b	
2c	480.
3	38,933.
4	
5	38,933.
6	
7	38,933.

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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 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 instructions)
- 6 Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	283,200.
1b	
2	
3a	
3b	
4	283,200.
5	
6	283,200.

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				38,933.
2 Undistributed income, if any, as of the end of 2011				
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 253,244.				
b From 2007 305,241.				
c From 2008 390,057.				
d From 2009 291,168.				
e From 2010 229,606.				
f Total of lines 3a through e 1,469,316.				
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 283,200.				
a Applied to 2010, but not more than line 2a			0.	
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				38,933.
e Remaining amount distributed out of corpus	244,267.			
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 1,713,583.				
b Prior years' undistributed income Subtract line 4b from line 2b 0.			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.			0.	
d Subtract line 6c from line 6b Taxable amount – see instructions 0.			0.	
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions 0.			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 0.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0.				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) 253,244.				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 1,460,339.				
10 Analysis of line 9				
a Excess from 2007 305,241.				
b Excess from 2008 390,057.				
c Excess from 2009 291,168.				
d Excess from 2010 229,606.				
e Excess from 2011 244,267.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 7

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

See Statement for Line 2a

⌚ Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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)				
<i>a</i> Paid during the year SEE SCHEDULE				283,200.
Total				► 3a 283,200.
<i>b</i> Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	
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	673.
4	Dividends and interest from securities			14	8,755.
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			14	64.
8	Gain or (loss) from sales of assets other than inventory			14	121.
9	Net income or (loss) from special events				14,445.
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)				9,613.
13	Total Add line 12, columns (b), (d), and (e)				14,445.
				13	24,058.

(See worksheet in line 13 instructions 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

	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	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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		

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.

► *T.R.F. Cleow* | 7.26.13 ► President
Signature of officer or trustee Date Title
May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Signature of officer or trustee		Business name	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		
	Joan K. Bailey		Joan K. Bailey	07/12/2013	P01525573
	Firm's name	► Joan K. Bailey, CPA			Firm's EIN ►
Firm's address	► 2706 Cockrell Avenue Fort Worth, TX 76109			Phone no	817-921-5102

BAA

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

OMB No 1545-0047

Schedule of Contributors

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

2011

Name of the organization

SEAR FAMILY FOUNDATION

Employer identification number

75-2673430

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

Form 990 or 990-EZ

Section:

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 (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

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

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

► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990,
990EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

SEAR FAMILY FOUNDATION

Employer identification number

75-2673430

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
1	TIMOTHY R G & JUDITH SEAR 4301 COUNTY ROAD 707 CLEBURNE, TX 76031	\$ 305,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)

Name of organization

SEAR FAMILY FOUNDATION

Employer identification number

75-2673430

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

NAME OF ORGANIZATION:

Employer identification number

75-2673430

Part III *Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10)*

organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.)

► \$ N/A

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

2011

Federal Statements

Page 1

Client SEAR

SEAR FAMILY FOUNDATION

75-2673430

7/12/13

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income		\$ 64.	
Total	\$ 64.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION FEE	\$ 4,800.			
Total	\$ 4,800.	\$ 0.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	\$ 324.			
CONTRACT LABOR	\$ 8,594.			
Total	\$ 8,918.	\$ 0.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Land	\$ 1,100,000.		\$ 1,100,000.	\$ 1,100,000.
Total	\$ 1,100,000.	\$ 0.	\$ 1,100,000.	\$ 1,100,000.

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

DECREASE IN VALUE	\$ 20,890.
Total	\$ 20,890.

Client SEAR

SEAR FAMILY FOUNDATION

75-2673430

7/12/13

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Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold				
1	3200 MATTEL	Purchased	10/13/2010	4/15/2011				
2	1000 PLAINS EXPLORATION	Purchased	11/04/2010	3/02/2011				
3	1000 PLAINS EXPLORATION	Purchased	11/04/2010	3/04/2011				
4	2000 DIRECTV	Purchased	11/01/2010	12/29/2011				
5	1800 MATTEL	Purchased	9/18/2007	4/15/2011				
6	375 MOTOROLA	Purchased	11/07/2003	8/15/2011				
7	250 MOTOROLA	Purchased	11/07/2003	1/10/2011				
8	.171 MOTOROLA	Purchased	11/07/2003	1/10/2011				
9	.114 MOTOROLA	Purchased	2/04/2004	1/10/2011				
10	Blackstone Group	Purchased	Various	Various				
11	Blackstone Group	Purchased	Various	Various				
Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	84,306.		79,722.	4,584.				\$ 4,584.
2	36,251.		29,519.	6,732.				6,732.
3	36,676.		29,519.	7,157.				7,157.
4	85,447.		89,427.	-3,980.				-3,980.
5	47,422.		42,328.	5,094.				5,094.
6	14,332.		16,466.	-2,134.				-2,134.
7	9,555.		12,558.	-3,003.				-3,003.
8	7.		9.	-2.				-2.
9	4.		7.	-3.				-3.
10	2.		0.	2.				2.
11	119.		0.	119.				119.
Total								\$ 14,566.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name: TIMOTHY R. G. SEAR
 Care Of:
 Street Address: 4301 COUNTY ROAD 707
 City, State, Zip Code: CLEBURNE, TX 76031
 Telephone:
 Form and Content: NO SPECIFIC FORM
 Submission Deadlines: NONE
 Restrictions on Awards: NONE

SEAR FAMILY FOUNDATION
FORM 990-PF 2011
EIN # 75-2673430

FORM 990-PF, PART XV, PAGE 10, SUPPLEMENTARY INFORMATION
GRANTS AND CONTRIBUTIONS

RECIPIENT	ADDRESS	PURPOSE	AMOUNT	
African Wildlife Foundation	1401 Sixteenth Street, NW One Whitehall Street, 2nd Floor	Unrestricted	1,000	
AFS-USA, Inc	Central Park West at 79th Street	Unrestricted	200	
American Museum of Natural History	35 E Wacker Drive Suite 2000	Unrestricted	100	
Feeding America	5 Penn Plaza	Unrestricted	200	
Amnesty International USA	New York NY 10001	Unrestricted	3,000	
Arlington Life Shelter	325 W Division Street	Unrestricted	500	
Audubon Texas	2904 Swiss Avenue	Unrestricted	100	
Austin Zoo and Animal Sanctuary	P O Box 91808	Unrestricted	2,500	
Bat Conservation International	P O Box 162603	Unrestricted	100	
Boca Grande Area Chamber of Commerce	P O Box 704	Boca Grande, FL 33921	1,000	
Bonefish & Tarpon Trust	24 Dockside Land, PMB 83	Key Largo, FL 33037	6,000	
Boston Brain Tumor Ride-Now! Brain Tumor Soc	124 Watertown St, Ste 2D	Watertown, MA 02472	100	
Botanical Research Institute of Texas	509 Pecan Street, Suite 101	Fort Worth, TX 76102-4068	Capital Pledge	20,000
Botanical Research Institute of Texas	509 Pecan Street, Suite 101	Fort Worth, TX 76102-4060	Unrestricted	600
Boys and Girls Clubs of Greater Fort Worth	3218 E. Belknap Street	Fort Worth, TX 76111-4739	Unrestricted	1,000
Calusa Land Trust	P O Box 216	Bokeelia, FL 33922	2,000	
Careily Foundation	P O Box 126038	Fort Worth, TX 76126	Unrestricted	1,000
Cedar Vale Memorial Library	608 Cedar Street	Cedar Vale KS 67024	Unrestricted	500
Adonis Autism Assistance Foundation	P O Box 61005	Fort Myers FL 33908	Unrestricted	500
Clifton Taylor Memorial Fund			250	
Connecticut Friends of Adopted Children	P O Box 3246	Watertown, CT 06705	Unrestricted	3,750
Cornell Laboratory of Ornithology	159 Sapsucker Woods Road	Ithaca, NY 14850	Unrestricted	250
Conservation Foundation of the Gulf Coast	400 Palmetto Ave P O Box 802	Osprey, FL 34229	Unrestricted	600
CROW, Inc	P O Box 150	Sanibel, FL 33957	Unrestricted	2,000
Doctors Without Borders	333 Seventh Avenue 2nd Floor	New York, NY 10001-5004	Unrestricted	6,000
Environmental Defense	1875 Connecticut Avenue, NW	Washington, DC 20009	Unrestricted	1,000
Everman Education Foundation		Everman, TX 76140-5206	Unrestricted	500
Florida Wildlife Federation	P O Box 6870	Tallahassee, FL 32314-6870	Unrestricted	250
Fort Worth Arts Council	1000 Throckmorton Street	Fort Worth, TX 76102	Unrestricted	13,500
Fort Worth Arts Promotional & Development Fund	1001 Throckmorton Street	Fort Worth, TX 76103	Unrestricted	2,000
Fort Worth Museum of Science & History	1600 Gendy Street	Fort Worth, TX 76107	Unrestricted	1,000
Fort Worth Nature Center & Refuge	9601 Fossil Ridge Road	Fort Worth, TX 76135	Unrestricted	25,000
Fort Worth Opera	1300 Gendy Street	Fort Worth, TX 76107	Unrestricted	5,000
Fort Worth Sister Cities International	808 Throckmorton Street	Fort Worth, TX 76102	Unrestricted	18,000
Fort Worth Symphony Orchestra	330 East 4th Street	Fort Worth, TX 76102	Unrestricted	2,000
Fort Worth Zoo	1989 Colonial Parkway	Fort Worth, TX 76110	Unrestricted	2,500
Foundation Fighting Blindness	11435 Cronhill Drive	Owings Mill, MD 21117-2220	Unrestricted	3,000
Gasparilla Island Conservation (GICIA)	P O Box 446	Boca Grande, FL 33921	Unrestricted	500
Greenpeace	702 H Street NW, Suite 300	Washington, DC 20001	Unrestricted	500
Harry Chapin Food Bank	3760 Fowler St #8	Fort Myers FL	Unrestricted	500
Home At Last Animal Haven Inc	P O Box 189	Godley, TX 76044	Unrestricted	250
Humane Farming Association	P O Box 3577	San Rafael, CA 94912	Unrestricted	500
Indiana University Foundation	P O Box 500	Bloomington, IN 47402	Unrestricted	10,000
Indiana University Kelley School of Business	1275 East Tenth Street Suite 3080	Bloomington IN 47405-1703	Unrestricted	1,000
International Council of Ophthalmology (ICO)	3031 Elvira Drive	Los Angeles CA 90049	Unrestricted	6,000
International Rescue Committee	122 East 42nd Street	New York, NY 10168	Unrestricted	2,000
John Ward School PTO			500	
Johnson County Childrens Advocacy	910 N Granbury St	Cleburne, TX 76033	Unrestricted	400
Johnson County Junior Livestock		Cleburne, TX 76034	Unrestricted	250
Jubilee Theater	506 Main Street	Fort Worth, TX 76102-3925	Unrestricted	2,000
KERA Unlimited	3000 Harry Hines Blvd	Dallas, TX 75201	Unrestricted	500
Kezer Lake Watershed Association	P O Box 88	Lovell, ME 04051	Unrestricted	100
Lady Bird Johnson Wildflower Center	4801 La Crosse Avenue	Austin, TX 78739-1702	Unrestricted	1,000
London School of Hygiene & Tropical Medicine	Keppel St	London WC1E 7HT UK	Unrestricted	10,000
Macula Vision Research Foundation	One Tower Bridge 100 Front St, Ste 300	West Conshohocken PA	Unrestricted	1,000
Meals on Wheels of Johnson County	1601 N. Anglin, Suite B	Cleburne, TX 76031	Unrestricted	2,000
Mimir Chamber Music Festival	Texas Christian University	Fort Worth, TX	Unrestricted	1,000
Mount Ida College	777 Decham Street	Newton, MA 02459	Longfellow PreSchool	500
National Resources Defense Council	40 West 20th Street	New York, NY 10011	Unrestricted	200
Native Praines Association of Texas	2002-A Guadalupe St	Austin, TX 78705-5609	Unrestricted	1,000
Nature Conservancy	4245 Fairfax Dr Ste 100	Arlington, VA 22203-1606	Unrestricted	500
North American Butterfly Association	4 Delaware Rd	Momstown, NJ 07960	Unrestricted	50
North American Foundation for the University of Manchester	P O Box 293	Littleton, MA 01460	Scholarship Fund	2,000
North American Foundation for the University of Manchester	P O Box 293	Littleton, MA 01460	Pledge	50,000
Northwest Colorado Visiting Nurses Assoc	640 Central Park Drive, Ste 101	Steamboat Springs, CO 80487	Unrestricted	1,000
Olive Tree Learning Center	603 Bouldin Ave	Austin, TX 78704	Unrestricted	9,000
Outward Bound			250	
Pan American Ophthalmological Foundation	1301 South Bowen Road Ste 365	Arlington, TX 76013	Unrestricted	14,000
Parker Paws	P O Box 781	Weatherford, TX 76086	Unrestricted	500
Planned Parenthood of N Texas Inc	7424 Greenville Avenue, Suite 206	Dallas, TX 75231	Unrestricted	500
Prevent Blindness Texas	3610 Fairmount Street	Dallas, TX 75219	Unrestricted	2,500
Randell Research Center	P O Box 606	Pineyland, FL 33945-0608	Unrestricted	5,000
Rowe Sanctuary	44450 Elm Island Road	Gibson, NC 68840	Unrestricted	500
Save the Manatee	500 N Maillard Ave	Maillard, FL 32751	Unrestricted	200
Sloan Kettering Cancer Center		Hagerstown MD 21741	Unrestricted	400
Special Olympics Texas	400 S. Zane #926	Dallas, TX 75208	Unrestricted	200
Stage West	1300 Gendy Street	Fort Worth, TX 76107-4036	Unrestricted	3,500
The Gorilla Foundation	P O Box 620530	Woodside CA 94062	Unrestricted	100
The Jack & Jill Late Stage Cancer Foundation	3282 Northside Pkwy, NW	Atlanta, GA 30327	Unrestricted	2,000
The Multicultural Alliance	500 W. Seventh Unit #15, Suite 1707	Fort Worth, TX 76102	Unrestricted	2,500
The Salvation Army	P O Box 99400	Fort Worth TX 76199-0400	Unrestricted	2,000
The Salvation Army	P O Box 99400	Fort Worth, TX 76199-0400	Unrestricted	1,000
The Warm Place	809 Lipscomb Street	Fort Worth TX 76104-3121	Unrestricted	1,000
The Womens Center	1723 Hemphill	Fort Worth TX 76110	Unrestricted	1,000
Tinny Valley School		Fort Worth TX	Unrestricted	500
USEPPA Island Historical Society	P O Box 840	Boleelia, FL 33922	Unrestricted	2,000
USET Foundation	P O Box 355	Gladstone, NJ 07934-9955	Unrestricted	200
Wings of Hope Equitherapy	P O Box 445	Burleson, TX 76097-0445	Unrestricted	1,000
Yampa River Botanical Park	P O Box 881869	Steamboat Springs CO 80488	Unrestricted	100
Yampa Valley Healthcare Foundation	P O Box 881869	Steamboat Springs, CO 80488	Unrestricted	11,000
		TOTAL 2011 CONTRIBUTIONS	283,200	

2011

Federal Worksheets

Client SEAR

7/12/13

Average Monthly Fair Market Value of Securities Form 990-PF, Part X, Line 1a

Security	January	February	March	April	May	June	July	August	September	October	November	December
Averages	646,776	717,077	799,281	794,899	795,680	809,499	781,042	727,195	663,205	687,326	744,460	705,704
Averages	646,776	717,077	799,281	794,899	795,680	809,499	781,042	727,195	663,205	687,326	744,460	705,704
Totals	<u>8,872,144</u>											
Number of Months										<u>12</u>		
Average Monthly Fair Market Value <u>739,345</u>												

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10:20AM

