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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation
HELEN GREATHOUSE CHARITABLE TRUST
#010515119600

A Employer identification number

75-2691859

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

Room/suite

WELLS FARGO BANK, N.A., P.O. BOX 41629

B Telephone number

(432) 685-5300

City or town, state, and ZIP code

AUSTIN, TX 78704-9926

C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐

Foreign organizations meeting the 85% test,
2. check here and attach computation ☐

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 30,849,145.

J Accounting method

☐

Cash

☒

Accrual

☐

Other (specify)

F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

(Part I, 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).)

(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			N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	601.	601.		STATEMENT 1
	4	Dividends and interest from securities	890,735.	837,473.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,001,244.			
	b	Gross sales price for all assets on line 6a	14,669,484.			
	7	Capital gain net income (from Part IV, line 2)		2,001,244.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	-28,065.	-28,065.		STATEMENT 3
	12	Total. Add lines 1 through 11	2,864,515.	2,811,253.		
	13	Compensation of officers, directors, trustees, etc.	1,000.	1,000.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	7,821.	7,821.		0.
	c	Other professional fees	288,551.	216,413.		72,138.
	17	Interest				
	18	Taxes	62,191.	14,103.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	35,698.	35,698.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	395,261.	275,035.		72,138.
	25	Contributions, gifts, grants paid	1,550,000.			1,550,000.
	26	Total expenses and disbursements. Add lines 24 and 25	1,945,261.	275,035.		1,622,138.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	919,254.			
	b	Net investment income (if negative, enter -0-)		2,536,218.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		2,557,285.	3,295,913.	3,295,913.
	2	Savings and temporary cash investments				
	3	Accounts receivable	123,133.			
		Less: allowance for doubtful accounts		-1,094.	123,133.	123,133.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		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				
	b	Investments - corporate stock	STMT 8	14,671,174.	14,208,141.	14,332,878.
	c	Investments - corporate bonds	STMT 9	6,821,631.	6,805,776.	6,775,547.
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	5,284,121.	5,819,407.	6,321,674.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		29,333,117.	30,252,370.	30,849,145.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		26,886,196.	29,333,116.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		2,446,921.	919,254.	
30	Total net assets or fund balances		29,333,117.	30,252,370.		
31	Total liabilities and net assets/fund balances		29,333,117.	30,252,370.		

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	29,333,117.
2	Enter amount from Part I, line 27a	2	919,254.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	30,252,371.
5	Decreases not included in line 2 (itemize) ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,252,370.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SHORT TERM-SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b LONG TERM-SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c PAM GLOBAL DIVERSIFIED FUND LLC	P	VARIOUS	VARIOUS
d PAM GLOBAL DIVERSIFIED FUND LLC	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 540,526.		557,105.	-16,579.
b 14,096,844.		12,046,764.	2,050,080.
c		25,861.	-25,861.
d		38,510.	-38,510.
e 32,114.			32,114.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-16,579.
b			2,050,080.
c			-25,861.
d			-38,510.
e			32,114.

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;">2</div> </div>	2,001,244.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;">3</div> </div>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,572,000.	31,376,029.	.050102
2009	1,674,609.	28,378,037.	.059011
2008	2,061,500.	37,372,392.	.055161
2007	2,302,000.	46,691,105.	.049303
2006	2,382,150.	46,734,379.	.050972

2 Total of line 1, column (d)	2	.264549
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	.052910
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	32,736,428.
5 Multiply line 4 by line 3	5	1,732,084.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,362.
7 Add lines 5 and 6	7	1,757,446.
8 Enter qualifying distributions from Part XII, line 4	8	1,622,138.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	50,724.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0.
3 Add lines 1 and 2		3	50,724.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	50,724.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	52,526.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	67,526.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,802.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 16,802. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

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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 ► WELLS FARGO BANK, N.A. Located at ► MIDLAND, TX	Telephone no ► (432) 685-5300 ZIP+4 ► 79702		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 instructions)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 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 ►		
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)	N/A	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. ►		
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.)	N/A	3b
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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

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

6b

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

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

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

☐ Yes ☒ No

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

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		1,000.	0.	0.

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

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

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

0

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

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

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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

Total. Add lines 1 through 3

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	23,636,260.
b	Average of monthly cash balances	1b	3,287,042.
c	Fair market value of all other assets	1c	6,311,650.
d	Total (add lines 1a, b, and c)	1d	33,234,952.
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	33,234,952.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	498,524.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,736,428.
6	Minimum investment return. Enter 5% of line 5	6	1,636,821.

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

1	Minimum investment return from Part X, line 6	1	1,636,821.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	50,724.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	50,724.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,586,097.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,586,097.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,586,097.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,622,138.
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	1,622,138.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,622,138.

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

HELEN GREATHOUSE CHARITABLE TRUST

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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				1,586,097.
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	108,584.			
b From 2007	66,945.			
c From 2008	332,960.			
d From 2009	267,489.			
e From 2010	83,786.			
f Total of lines 3a through e	859,764.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	1,622,138.			
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				1,586,097.
e Remaining amount distributed out of corpus	36,041.			
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	895,805.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	108,584.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	787,221.			
10 Analysis of line 9				
a Excess from 2007	66,945.			
b Excess from 2008	332,960.			
c Excess from 2009	267,489.			
d Excess from 2010	83,786.			
e Excess from 2011	36,041.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation 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 12

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

c Any submission deadlines

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

HELEN GREATHOUSE CHARITABLE TRUST

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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				
ALLEGRO CHORALE AND ORCHESTRA INC P.O. BOX 61747 MIDLAND, TX 79711		SEC. 509(A)(2)	CHORALE AND ORCHESTRA EXPENSES	
ALZHEIMER'S DISEASE & RELATED DISORDERS ASSOC. 4400 N. BIG SPRING #C-32 MIDLAND, TX 79705		SEC. 509(A)(2)	OPERATING EXPENSES	15,000.
AMERICAN RED CROSS OF SOUTHWEST TEXAS P.O. BOX 60310 MIDLAND, TX 79711		SEC. 509(A)(2)	OPERATING EXPENSES	15,000.
APHASIA CENTER OF WEST TEXAS P.O. BOX 4782 MIDLAND, TX 79704		SEC. 509(A)(2)	OPERATING EXPENSES	30,000.
AREA METHODIST OUTREACH SERVICE P.O. BOX 762 MIDLAND, TX 79701		SEC. 501(C)(3)	OPERATING BUDGET	
Total SEE CONTINUATION SHEET(S)				1,550,000.
b Approved for future payment				
NONE				
Total				0.

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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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	601.		
4 Dividends and interest from securities			14	890,735.		
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	-28,065.		
8 Gain or (loss) from sales of assets other than inventory			18	2,001,244.		
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.	2,864,515.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,864,515.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

LAURA A. BUCKNER

Preparer's signature: Arena Bachman CPA

8/7/12

P01201396

Firm's name ► BUCKNER & TILLEY P.C.

Firm's EIN ► 20-4071508

Firm's address ► 500 W ILLINOIS AVE, SUITE 1150
MIDLAND, TX 79701

Phone no 432-687-5577

Form 990-PF (2011)

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)

Account Id: 010515119600

GREATHOUSE, HELEN CHARITABLE TR. 75-2691859
Trust Year Ending 12/31/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
001055102	AFLAC INC								
Sold		06/23/11	3311	148,174.66					
Acq		07/19/06	1032	46,184.31	46,799.14	46,799.14	-614.83	-614.83	L
Acq		07/28/05	2279	101,990.35	104,313.93	104,313.93	-2,323.58	-2,323.58	L
Total for 6/23/2011					151,113.07	151,113.07	-2,938.41	-2,938.41	
002824100	ABBOTT LABORATORIES								
Sold		06/23/11	3728	192,574.34					
Acq		01/13/10	2110	108,994.60	116,463.98	116,463.98	-7,469.38	-7,469.38	L
Acq		05/19/04	945	48,815.12	38,886.75	38,886.75	9,928.37	9,928.37	L
Acq		06/16/04	673	34,764.63	28,833.14	28,833.14	5,931.49	5,931.49	L
Total for 6/23/2011					184,183.87	184,183.87	8,390.47	8,390.47	
037411105	APACHE CORPORATION COM								
Sold		06/23/11	1745	202,318.39					
Acq		06/16/04	1488	172,521.35	63,611.26	63,611.26	108,910.09	108,910.09	L
Acq		07/23/04	257	29,797.04	11,716.12	11,716.12	18,080.92	18,080.92	L
Total for 6/23/2011					75,327.38	75,327.38	126,991.01	126,991.01	
037833100	APPLE COMPUTER INC COM								
Sold		06/23/11	1134	372,206.58					
Acq		03/11/08	436	143,105.88	53,862.87	53,862.87	89,243.01	89,243.01	L
Acq		02/05/08	698	229,100.70	90,200.03	90,200.03	138,900.67	138,900.67	L
Total for 6/23/2011					144,062.90	144,062.90	228,143.68	228,143.68	
037833100	APPLE COMPUTER INC COM								
Sold		08/24/11	67	25,050.81					
Acq		03/11/08	67	25,050.81	8,277.09	8,277.09	16,773.72	16,773.72	L
Total for 8/24/2011					8,277.09	8,277.09	16,773.72	16,773.72	
037833100	APPLE COMPUTER INC COM								
Sold		09/28/11	8	3,193.79					
Acq		03/11/08	8	3,193.79	988.31	988.31	2,205.48	2,205.48	L
Total for 9/28/2011					988.31	988.31	2,205.48	2,205.48	
053484101	AVALONBAY CMNTYS INC								
Sold		06/20/11	3094	407,258.18					
Acq		02/05/08	2999.1659	394,775.32	282,418.56	282,418.56	112,356.76	112,356.76	L
Acq		01/30/09	94.8341	12,482.86	5,031.90	5,031.90	7,450.96	7,450.96	L
Total for 6/20/2011					287,450.46	287,450.46	119,807.72	119,807.72	
057224107	BAKER HUGHES INC								
Sold		06/23/11	4793	331,716.20					
Acq		02/05/08	2505	173,367.22	161,769.39	161,769.39	11,597.83	11,597.83	L
Acq		12/14/07	788	54,536.27	65,675.54	65,675.54	-11,139.27	-11,139.27	L
Acq		01/31/08	1500	103,812.71	96,925.95	96,925.95	6,886.76	6,886.76	L
Total for 6/23/2011					324,370.88	324,370.88	7,345.32	7,345.32	

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

Account Id: 010515119600

GREATHOUSE, HELEN CHARITABLE TR. 75-2691859

Trust Year Ending 12/31/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
064058100	THE BANK OF NEW YORK MELLON CORP.								
Sold		06/23/11	3065	78,035.85					
Acq		01/13/10	3065	78,035.85	89,436.70	89,436.70	-11,400.85	-11,400.85	L
Total for 6/23/2011					89,436.70	89,436.70	-11,400.85	-11,400.85	
064058100	THE BANK OF NEW YORK MELLON CORP.								
Sold		10/12/11	1935	37,782.27					
Acq		01/13/10	1935	37,782.27	56,463.30	56,463.30	-18,681.03	-18,681.03	L
Total for 10/12/2011					56,463.30	56,463.30	-18,681.03	-18,681.03	
084670108	BERKSHIRE HATHAWAY INC CL A								
Sold		06/23/11	2	224,431.69					
Acq		10/12/09	2	224,431.69	199,905.00	199,905.00	24,526.69	24,526.69	L
Total for 6/23/2011					199,905.00	199,905.00	24,526.69	24,526.69	
14040H105	CAPITAL ONE FINANCIAL CORP								
Sold		06/23/11	1261	63,038.95					
Acq		01/13/10	1261	63,038.95	52,312.21	52,312.21	10,726.74	10,726.74	L
Total for 6/23/2011					52,312.21	52,312.21	10,726.74	10,726.74	
143658300	CARNIVAL CORP								
Sold		06/23/11	3724	140,392.47					
Acq		01/13/10	3724	140,392.47	123,761.18	123,761.18	16,631.29	16,631.29	L
Total for 6/23/2011					123,761.18	123,761.18	16,631.29	16,631.29	
143658300	CARNIVAL CORP								
Sold		12/01/11	961	31,739.20					
Acq		01/13/10	961	31,739.20	31,937.30	31,937.30	-198.10	-198.10	L
Total for 12/1/2011					31,937.30	31,937.30	-198.10	-198.10	
166764100	CHEVRON CORP								
Sold		06/23/11	3041	298,397.26					
Acq		02/09/04	101	9,910.60	4,312.20	4,312.20	5,598.40	5,598.40	L
Acq		06/16/04	140	13,737.46	6,431.53	6,431.53	7,305.93	7,305.93	L
Acq		03/09/04	1000	98,124.72	45,280.00	45,280.00	52,844.72	52,844.72	L
Acq		05/19/04	1800	176,624.49	81,837.00	81,837.00	94,787.49	94,787.49	L
Total for 6/23/2011					137,860.73	137,860.73	160,536.53	160,536.53	
20030N101	COMCAST CORP CLASS A								
Sold		06/23/11	16664	392,596.29					
Acq		01/13/10	16664	392,596.29	278,955.36	278,955.36	113,640.93	113,640.93	L
Total for 6/23/2011					278,955.36	278,955.36	113,640.93	113,640.93	
20453E109	COMPLETE PRODTN SVCS INC								
Sold		10/18/11	1599	49,287.27					
Acq		06/23/11	1599	49,287.27	49,038.45	49,038.45	248.82	248.82	S
Total for 10/18/2011					49,038.45	49,038.45	248.82	248.82	

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 010515119600

GREATHOUSE, HELEN CHARITABLE TR. 75-2691859

Trust Year Ending 12/31/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
20825C104	CONOCOPHILLIPS								
Sold		06/23/11	3225	232,050.08					
Acq		01/13/10	3225	232,050.08	169,138.35	169,138.35	62,911.73	62,911.73	L
Total for 6/23/2011					169,138.35	169,138.35	62,911.73	62,911.73	
244199105	DEERE & CO								
Sold		11/08/11	500	37,726.17					
Acq		06/23/11	500	37,726.17	40,279.51	40,279.51	-2,553.34	-2,553.34	S
Total for 11/8/2011					40,279.51	40,279.51	-2,553.34	-2,553.34	
25243Q205	DIAGEO PLC - ADR								
Sold		06/23/11	2864	230,032.92					
Acq		01/13/10	2864	230,032.92	198,348.90	198,348.90	31,684.02	31,684.02	L
Total for 6/23/2011					198,348.90	198,348.90	31,684.02	31,684.02	
25243Q205	DIAGEO PLC - ADR								
Sold		09/02/11	415	33,377.56					
Acq		01/13/10	415	33,377.56	28,741.20	28,741.20	4,636.36	4,636.36	L
Total for 9/2/2011					28,741.20	28,741.20	4,636.36	4,636.36	
254687106	WALT DISNEY CO								
Sold		06/23/11	8279	310,264.47					
Acq		01/13/10	1191	44,634.01	36,992.34	36,992.34	7,641.67	7,641.67	L
Acq		06/08/06	3905	146,344.09	117,073.24	117,073.24	29,270.85	29,270.85	L
Acq		03/02/06	3183	119,286.36	87,734.20	87,734.20	31,552.16	31,552.16	L
Total for 6/23/2011					241,799.78	241,799.78	68,464.69	68,464.69	
268648102	E M C CORP MASS								
Sold		06/23/11	11186	293,423.26					
Acq		07/07/04	6431	168,693.45	67,203.95	67,203.95	101,489.50	101,489.50	L
Acq		01/13/10	4755	124,729.81	83,402.70	83,402.70	41,327.11	41,327.11	L
Total for 6/23/2011					150,606.65	150,606.65	142,816.61	142,816.61	
278865100	ECOLAB INC								
Sold		06/23/11	3428	185,697.70					
Acq		03/11/08	1824	98,807.64	81,151.95	81,151.95	17,655.69	17,655.69	L
Acq		01/13/10	1604	86,890.06	74,634.12	74,634.12	12,255.94	12,255.94	L
Total for 6/23/2011					155,786.07	155,786.07	29,911.63	29,911.63	
28176E108	EDWARDS LIFESCIENCES CORP								
Sold		07/27/11	361	26,002.44					
Acq		06/23/11	361	26,002.44	30,518.47	30,518.47	-4,516.03	-4,516.03	S
Total for 7/27/2011					30,518.47	30,518.47	-4,516.03	-4,516.03	
30231G102	EXXON MOBIL CORPORATION								
Sold		06/23/11	6907	535,876.20					
Acq		10/12/04	2454.747	190,450.34	69,027.56	69,027.56	121,422.78	121,422.78	L
Acq		05/19/04	500	38,792.25	21,525.00	21,525.00	17,267.25	17,267.25	L
Acq		03/09/04	600	46,550.71	25,728.00	25,728.00	20,822.71	20,822.71	L
Acq		02/09/04	650	50,429.93	26,312.00	26,312.00	24,117.93	24,117.93	L

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

Account Id: 010515119600

GREATHOUSE, HELEN CHARITABLE TR. 75-2691859
 Trust Year Ending 12/31/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
30231G102	EXXON MOBIL CORPORATION								
Sold		06/23/11	6907	535,876.20					
Acq		06/16/04	1700	131,893.66	76,070.07	76,070.07	55,823.59	55,823.59	L
Acq		07/07/04	1002.253	77,759.31	45,241.70	45,241.70	32,517.61	32,517.61	L
Total for 6/23/2011					263,904.33	263,904.33	271,971.87	271,971.87	
30249U101	FMC TECHNOLOGIES INC								
Sold		12/09/11	438	22,628.31					
Acq		06/23/11	438	22,628.31	17,330.30	17,330.30	5,298.01	5,298.01	S
Total for 12/9/2011					17,330.30	17,330.30	5,298.01	5,298.01	
311900104	FASTENAL CO								
Sold		09/13/11	281	9,583.09					
Acq		06/23/11	281	9,583.09	9,465.93	9,465.93	117.16	117.16	S
Total for 9/13/2011					9,465.93	9,465.93	117.16	117.16	
311900104	FASTENAL CO								
Sold		12/09/11	549	23,054.53					
Acq		06/23/11	549	23,054.53	18,493.94	18,493.94	4,560.59	4,560.59	S
Total for 12/9/2011					18,493.94	18,493.94	4,560.59	4,560.59	
336433107	FIRST SOLAR INC								
Sold		06/23/11	891	107,782.20					
Acq		03/11/08	891	107,782.20	164,772.54	164,772.54	-56,990.34	-56,990.34	L
Total for 6/23/2011					164,772.54	164,772.54	-56,990.34	-56,990.34	
337738108	FISERV INC								
Sold		06/23/11	3665	223,455.51					
Acq		01/13/10	3665	223,455.51	178,743.52	178,743.52	44,711.99	44,711.99	L
Total for 6/23/2011					178,743.52	178,743.52	44,711.99	44,711.99	
337738108	FISERV INC								
Sold		08/17/11	1086	59,424.77					
Acq		01/13/10	1086	59,424.77	52,964.65	52,964.65	6,460.12	6,460.12	L
Total for 8/17/2011					52,964.65	52,964.65	6,460.12	6,460.12	
369604103	GENERAL ELECTRIC CO								
Sold		06/23/11	5583	101,226.21					
Acq		05/19/04	1200	21,757.38	37,116.00	37,116.00	-15,358.62	-15,358.62	L
Acq		03/09/04	2500	45,327.87	78,475.00	78,475.00	-33,147.13	-33,147.13	L
Acq		06/04/03	1000	18,131.15	29,430.00	29,430.00	-11,298.85	-11,298.85	L
Acq		06/16/04	883	16,009.81	28,218.74	28,218.74	-12,208.93	-12,208.93	L
Total for 6/23/2011					173,239.74	173,239.74	-72,013.53	-72,013.53	
36962GM68	GENERAL ELEC CAP COR 4.375% 11/21/11								
Sold		11/21/11	500000	500,000.00					
Acq		07/22/09	500000	500,000.00	516,925.00	516,925.00	-16,925.00	-16,925.00	L
Total for 11/21/2011					516,925.00	516,925.00	-16,925.00	-16,925.00	

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GREATHOUSE, HELEN CHARITABLE TR. 75-2691859

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
38141G104	GOLDMAN SACHS GROUP INC								
Sold		09/13/11	144	14,993.58					
Acq		06/23/11	144	14,993.58	19,103.00	19,103.00	-4,109.42	-4,109.42	S
Total for 9/13/2011					19,103.00	19,103.00	-4,109.42	-4,109.42	
40414L109	HCP INC								
Sold		06/20/11	6240	235,499.31					
Acq		07/22/09	6240	235,499.31	136,105.97	138,443.47	99,393.34	97,055.84	L
Total for 6/20/2011					136,105.97	138,443.47	99,393.34	97,055.84	
428236103	HEWLETT PACKARD CO								
Sold		06/23/11	5173	180,596.29					
Acq		01/13/10	5173	180,596.29	269,706.77	269,706.77	-89,110.48	-89,110.48	L
Total for 6/23/2011					269,706.77	269,706.77	-89,110.48	-89,110.48	
428236AX1	HEWLETT-PACKARD CO 2.250% 5/27/11								
Sold		05/27/11	500000	500,000.00					
Acq		07/29/09	500000	500,000.00	507,450.00	507,450.00	-7,450.00	-7,450.00	L
Total for 5/27/2011					507,450.00	507,450.00	-7,450.00	-7,450.00	
458140100	INTEL CORP								
Sold		06/23/11	10093	216,296.91					
Acq		01/13/10	10093	216,296.91	207,812.85	207,812.85	8,484.06	8,484.06	L
Total for 6/23/2011					207,812.85	207,812.85	8,484.06	8,484.06	
462846106	IRON MOUNTAIN INC								
Sold		06/23/11	6000	197,820.39					
Acq		01/13/10	6000	197,820.39	145,558.80	145,558.80	52,261.59	52,261.59	L
Total for 6/23/2011					145,558.80	145,558.80	52,261.59	52,261.59	
464285105	ISHARES GOLD TRUST								
Sold		01/31/11	30790	91.77					
Acq		01/01/01	30790	91.77	98.95	98.95	-7.18	-7.18	L
Total for 1/31/2011					98.95	98.95	-7.18	-7.18	
464285105	ISHARES GOLD TRUST								
Sold		02/28/11	30790	76.17					
Acq		01/01/01	30790	76.17	74.33	74.33	1.84	1.84	L
Total for 2/28/2011					74.33	74.33	1.84	1.84	
464285105	ISHARES GOLD TRUST								
Sold		03/31/11	30790	88.76					
Acq		01/01/01	30790	88.76	84.91	84.91	3.85	3.85	L
Total for 3/31/2011					84.91	84.91	3.85	3.85	
464285105	ISHARES GOLD TRUST								
Sold		04/30/11	30790	89.35					
Acq		01/01/01	30790	89.35	78.30	78.30	11.05	11.05	L
Total for 4/30/2011					78.30	78.30	11.05	11.05	

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464285105	ISHARES GOLD TRUST								
Sold		05/31/11	30790	95.41					
Acq		01/01/01	30790	95.41	81.67	81.67	13.74	13.74	L
Total for 5/31/2011					81.67	81.67	13.74	13.74	
464285105	ISHARES GOLD TRUST								
Sold		06/30/11	30790	92.49					
Acq		01/01/01	30790	92.49	80.23	80.23	12.26	12.26	L
Total for 6/30/2011					80.23	80.23	12.26	12.26	
464285105	ISHARES GOLD TRUST								
Sold		07/31/11	30790	95.41					
Acq		01/01/01	30790	95.41	74.17	74.17	21.24	21.24	L
Total for 7/31/2011					74.17	74.17	21.24	21.24	
464285105	ISHARES GOLD TRUST								
Sold		08/31/11	30790	110.15					
Acq		01/01/01	30790	110.15	76.42	76.42	33.73	33.73	L
Total for 8/31/2011					76.42	76.42	33.73	33.73	
464285105	ISHARES GOLD TRUST								
Sold		09/30/11	30790	112.69					
Acq		01/01/01	30790	112.69	84.60	84.60	28.09	28.09	L
Total for 9/30/2011					84.60	84.60	28.09	28.09	
464285105	ISHARES GOLD TRUST								
Sold		10/31/11	30790	105.38					
Acq		01/01/01	30790	105.38	76.72	76.72	28.66	28.66	L
Total for 10/31/2011					76.72	76.72	28.66	28.66	
464285105	ISHARES GOLD TRUST								
Sold		11/30/11	30790	105.75					
Acq		01/01/01	30790	105.75	75.84	75.84	29.91	29.91	L
Total for 11/30/2011					75.84	75.84	29.91	29.91	
464285105	ISHARES GOLD TRUST								
Sold		12/31/11	30790	105.84					
Acq		01/01/01	30790	105.84	83.49	83.49	22.35	22.35	L
Total for 12/31/2011					83.49	83.49	22.35	22.35	
464286848	ISHARES MSCI JAPAN								
Sold		06/29/11	135805	1,397,406.54					
Acq		08/11/04	52000	535,069.70	505,960.00	505,960.00	29,109.70	29,109.70	L
Acq		07/23/04	28000	288,114.45	275,830.80	275,830.80	12,283.65	12,283.65	L
Acq		07/07/04	25000	257,245.05	254,785.00	254,785.00	2,460.05	2,460.05	L
Acq		07/01/04	24000	246,955.24	252,480.00	252,480.00	-5,524.76	-5,524.76	L
Acq		06/25/04	6805	70,022.10	72,002.34	72,002.34	-1,980.24	-1,980.24	L
Total for 6/29/2011					1,361,058.14	1,361,058.14	36,348.40	36,348.40	

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(Does not include capital gain distributions from mutual
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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464287234	ISHARES TR MSCI EMERGING MARKETS								
Sold	06/29/11	8015	377,178.65						
Acq	12/14/07	8015	377,178.65	404,596.93	404,596.93	-27,418.28	-27,418.28	L	
Total for 6/29/2011				404,596.93	404,596.93	-27,418.28	-27,418.28		
46625H100	JPMORGAN CHASE & CO								
Sold	06/23/11	2536	100,973.96						
Acq	06/06/05	2536	100,973.96	90,057.93	90,057.93	10,916.03	10,916.03	L	
Total for 6/23/2011				90,057.93	90,057.93	10,916.03	10,916.03		
478160104	JOHNSON & JOHNSON								
Sold	06/23/11	5345	347,935.17						
Acq	07/23/04	900	58,585.90	50,085.00	50,085.00	8,500.90	8,500.90	L	
Acq	07/07/04	600	39,057.27	32,728.02	32,728.02	6,329.25	6,329.25	L	
Acq	06/16/04	1175	76,487.15	65,851.82	65,851.82	10,635.33	10,635.33	L	
Acq	05/19/04	300	19,528.63	16,398.00	16,398.00	3,130.63	3,130.63	L	
Acq	03/09/04	300	19,528.63	15,870.00	15,870.00	3,658.63	3,658.63	L	
Acq	05/21/97	1000	65,095.45	30,285.00	30,285.00	34,810.45	34,810.45	L	
Acq	01/13/10	1070	69,652.13	69,216.91	69,216.91	435.22	435.22	L	
Total for 6/23/2011				280,434.75	280,434.75	67,500.42	67,500.42		
48203R104	JUNIPER NETWORKS INC								
Sold	08/24/11	1260	25,792.33						
Acq	06/23/11	1260	25,792.33	38,200.80	38,200.80	-12,408.47	-12,408.47	S	
Total for 8/24/2011				38,200.80	38,200.80	-12,408.47	-12,408.47		
500255104	KOHL'S CORP								
Sold	07/27/11	1122	62,199.68						
Acq	06/23/11	1122	62,199.68	57,063.12	57,063.12	5,136.56	5,136.56	S	
Total for 7/27/2011				57,063.12	57,063.12	5,136.56	5,136.56		
50075N104	KRAFT FOODS INC								
Sold	12/08/11	1385	50,116.64						
Acq	06/23/11	1385	50,116.64	47,213.96	47,213.96	2,902.68	2,902.68	S	
Total for 12/8/2011				47,213.96	47,213.96	2,902.68	2,902.68		
502424104	L-3 COMMUNICATIONS CORP COM								
Sold	06/23/11	2000	169,872.73						
Acq	01/13/10	2000	169,872.73	177,921.40	177,921.40	-8,048.67	-8,048.67	L	
Total for 6/23/2011				177,921.40	177,921.40	-8,048.67	-8,048.67		
58405U102	MEDCO HEALTH SOLUTIONS INC								
Sold	12/09/11	473	27,087.95						
Acq	06/23/11	473	27,087.95	25,687.73	25,687.73	1,400.22	1,400.22	S	
Total for 12/9/2011				25,687.73	25,687.73	1,400.22	1,400.22		

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
594918104	MICROSOFT CORP								
Sold	06/23/11	9881	240,597.73						
Acq	01/13/10	9881	240,597.73	297,929.93	297,929.93	-57,332.20	-57,332.20	L	
Total for 6/23/2011					297,929.93	297,929.93	-57,332.20	-57,332.20	
594918104	MICROSOFT CORP								
Sold	07/27/11	1768	48,512.98						
Acq	01/13/10	1768	48,512.98	53,308.38	53,308.38	-4,795.40	-4,795.40	L	
Total for 7/27/2011					53,308.38	53,308.38	-4,795.40	-4,795.40	
61166W101	MONSANTO CO NEW								
Sold	06/23/11	2672	175,120.85						
Acq	01/31/08	2672	175,120.85	298,569.28	298,569.28	-123,448.43	-123,448.43	L	
Total for 6/23/2011					298,569.28	298,569.28	-123,448.43	-123,448.43	
617446448	MORGAN STANLEY								
Sold	06/23/11	2500	55,298.93						
Acq	01/13/10	2500	55,298.93	77,099.75	77,099.75	-21,800.82	-21,800.82	L	
Total for 6/23/2011					77,099.75	77,099.75	-21,800.82	-21,800.82	
641069406	NESTLE S.A. REGISTERED SHARES - ADR								
Sold	08/17/11	195	12,493.41						
Acq	06/23/11	195	12,493.41	11,998.35	11,998.35	495.06	495.06	S	
Total for 8/17/2011					11,998.35	11,998.35	495.06	495.06	
641069406	NESTLE S.A. REGISTERED SHARES - ADR								
Sold	09/02/11	320	20,028.41						
Acq	06/23/11	320	20,028.41	19,689.60	19,689.60	338.81	338.81	S	
Total for 9/2/2011					19,689.60	19,689.60	338.81	338.81	
641069406	NESTLE S.A. REGISTERED SHARES - ADR								
Sold	11/29/11	1015	55,841.19						
Acq	06/23/11	1015	55,841.19	62,452.95	62,452.95	-6,611.76	-6,611.76	S	
Total for 11/29/2011					62,452.95	62,452.95	-6,611.76	-6,611.76	
65339F101	NEXTERA ENERGY INC								
Sold	06/23/11	3860	215,714.66						
Acq	01/13/10	3860	215,714.66	198,538.33	198,538.33	17,176.33	17,176.33	L	
Total for 6/23/2011					198,538.33	198,538.33	17,176.33	17,176.33	
66987V109	NOVARTIS AG - ADR								
Sold	06/23/11	2976	177,196.86						
Acq	01/13/10	2976	177,196.86	158,144.64	158,144.64	19,052.22	19,052.22	L	
Total for 6/23/2011					158,144.64	158,144.64	19,052.22	19,052.22	
713448108	PEPSICO INC								
Sold	07/27/11	523	33,476.68						
Acq	06/23/11	523	33,476.68	35,589.84	35,589.84	-2,113.16	-2,113.16	S	
Total for 7/27/2011					35,589.84	35,589.84	-2,113.16	-2,113.16	

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
729251108	PLUM CREEK TIMBER CO INC								
Sold		06/20/11	4645	182,561.71					
Acq		07/22/09	4645	182,561.71	141,260.95	141,260.95	41,300.76	41,300.76	L
					141,260.95	141,260.95	41,300.76	41,300.76	
74005P104	PRAXAIR INC COM								
Sold		07/27/11	457	46,654.32					
Acq		06/23/11	457	46,654.32	46,956.16	46,956.16	-301.84	-301.84	S
					46,956.16	46,956.16	-301.84	-301.84	
742732AE0	PROCTER & GAMBLE INT 1.350% 8/26/11								
Sold		08/26/11	500000	500,000.00					
Acq		09/14/09	500000	500,000.00	503,015.00	503,015.00	-3,015.00	-3,015.00	L
					503,015.00	503,015.00	-3,015.00	-3,015.00	
758849103	REGENCY CENTERS CORP								
Sold		06/20/11	4063	174,282.69					
Acq		07/22/09	4063	174,282.69	107,861.68	110,341.74	66,421.01	63,940.95	L
					107,861.68	110,341.74	66,421.01	63,940.95	
806857108	SCHLUMBERGER LTD								
Sold		06/23/11	431	35,372.52					
Acq		01/13/10	431	35,372.52	30,132.16	30,132.16	5,240.36	5,240.36	L
					30,132.16	30,132.16	5,240.36	5,240.36	
822582AG7	SHELL INTERNATIONAL 1.300% 9/22/11								
Sold		09/22/11	500000	500,000.00					
Acq		01/14/10	500000	500,000.00	503,915.00	503,915.00	-3,915.00	-3,915.00	L
					503,915.00	503,915.00	-3,915.00	-3,915.00	
87612E106	TARGET CORP								
Sold		06/23/11	5316	250,510.62					
Acq		06/16/04	1500	70,685.84	69,150.00	69,150.00	1,535.84	1,535.84	L
Acq		07/23/04	600	28,274.34	26,376.00	26,376.00	1,898.34	1,898.34	L
Acq		10/13/05	2000	94,247.79	104,120.00	104,120.00	-9,872.21	-9,872.21	L
Acq		10/20/05	1133	53,391.37	64,476.76	64,476.76	-11,085.39	-11,085.39	L
Acq		05/19/04	83	3,911.28	3,647.02	3,647.02	264.26	264.26	L
					267,769.78	267,769.78	-17,259.16	-17,259.16	
881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR								
Sold		06/24/11	1056	49,761.46					
Acq		10/12/04	1056	49,761.46	26,695.68	26,695.68	23,065.78	23,065.78	L
					26,695.68	26,695.68	23,065.78	23,065.78	
883556102	THERMO FISHER SCIENTIFIC INC								
Sold		06/23/11	398	25,121.87					
Acq		03/11/08	398	25,121.87	20,986.22	20,986.22	4,135.65	4,135.65	L
					20,986.22	20,986.22	4,135.65	4,135.65	

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
883556102	THERMO FISHER SCIENTIFIC INC								
Sold		06/24/11	399	24,991.28					
Acq		02/05/08	399	24,991.28	20,031.40	20,031.40	4,959.88	4,959.88	L
Total for 6/24/2011					20,031.40	20,031.40	4,959.88	4,959.88	
883556102	THERMO FISHER SCIENTIFIC INC								
Sold		11/02/11	901	44,698.55					
Acq		03/11/08	901	44,698.55	47,509.01	47,509.01	-2,810.46	-2,810.46	L
Total for 11/2/2011					47,509.01	47,509.01	-2,810.46	-2,810.46	
892356106	TRACTOR SUPPLY CO COM								
Sold		06/23/11	7496	494,262.50					
Acq		03/11/08	7496	494,262.50	137,560.97	137,560.97	356,701.53	356,701.53	L
Total for 6/23/2011					137,560.97	137,560.97	356,701.53	356,701.53	
89417E109	TRAVELERS COS INC								
Sold		06/23/11	3128	178,123.03					
Acq		07/23/04	500	28,472.35	17,765.00	17,765.00	10,707.35	10,707.35	L
Acq		03/09/04	400	22,777.88	16,680.00	16,680.00	6,097.88	6,097.88	L
Acq		02/09/04	28	1,594.45	1,209.04	1,209.04	385.41	385.41	L
Acq		07/07/04	500	28,472.35	19,535.00	19,535.00	8,937.35	8,937.35	L
Acq		06/16/04	500	28,472.35	20,670.00	20,670.00	7,802.35	7,802.35	L
Acq		05/19/04	200	11,388.94	7,960.00	7,960.00	3,428.94	3,428.94	L
Acq		01/13/10	1000	56,944.70	49,220.00	49,220.00	7,724.70	7,724.70	L
Total for 6/23/2011					133,039.04	133,039.04	45,083.99	45,083.99	
913017109	UNITED TECHNOLOGIES CORP								
Sold		06/23/11	3694	312,940.07					
Acq		03/09/04	600	50,829.46	26,628.00	26,628.00	24,201.46	24,201.46	L
Acq		05/19/04	400	33,886.31	16,606.00	16,606.00	17,280.31	17,280.31	L
Acq		06/16/04	2000	169,431.55	88,920.00	88,920.00	80,511.55	80,511.55	L
Acq		07/23/04	694	58,792.75	32,003.81	32,003.81	26,788.94	26,788.94	L
Total for 6/23/2011					164,157.81	164,157.81	148,782.26	148,782.26	
91324P102	UNITEDHEALTH GROUP INC								
Sold		06/23/11	6293	320,175.39					
Acq		01/13/10	6293	320,175.39	202,890.72	202,890.72	117,284.67	117,284.67	L
Total for 6/23/2011					202,890.72	202,890.72	117,284.67	117,284.67	
917047102	URBAN OUTFITTERS INCORPORATED								
Sold		09/13/11	964	23,559.89					
Acq		06/23/11	964	23,559.89	28,022.42	28,022.42	-4,462.53	-4,462.53	S
Total for 9/13/2011					28,022.42	28,022.42	-4,462.53	-4,462.53	
92826C839	VISA INC-CLASS A SHRS								
Sold		06/23/11	2381	177,719.43					
Acq		01/13/10	2381	177,719.43	206,336.03	206,336.03	-28,616.60	-28,616.60	L
Total for 6/23/2011					206,336.03	206,336.03	-28,616.60	-28,616.60	

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

Account Id: 010515119600

GREATHOUSE, HELEN CHARITABLE TR. 75-2691859

Trust Year Ending 12/31/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
92826C839	VISA INC-CLASS A SHRS								
Sold		07/27/11	707	62,200.80					
Acq		01/13/10	707	62,200.80	61,268.20	61,268.20	932.60	932.60	L
Total for 7/27/2011					61,268.20	61,268.20	932.60	932.60	
92857W209	VODAFONE GROUP PLC NEW ADR								
Sold		06/23/11	6919	181,761.41					
Acq		02/05/08	2000	52,539.79	67,940.00	67,940.00	-15,400.21	-15,400.21	L
Acq		03/11/08	2795	73,424.36	86,586.31	86,586.31	-13,161.95	-13,161.95	L
Acq		01/31/08	2124	55,797.26	73,968.30	73,968.30	-18,171.04	-18,171.04	L
Total for 6/23/2011					228,494.61	228,494.61	-46,733.20	-46,733.20	
G24140108	COOPER INDUSTRIES PLC NEW IRELAND								
Sold		06/23/11	3107	183,651.55					
Acq		04/03/08	2580	152,501.13	109,301.18	109,301.18	43,199.95	43,199.95	L
Acq		12/14/07	527	31,150.42	27,898.80	27,898.80	3,251.62	3,251.62	L
Total for 6/23/2011					137,199.98	137,199.98	46,451.57	46,451.57	
Total for Account: 010515119600					12,603,868.72	12,608,686.28	2,033,500.99	2,028,683.43	
Total Proceeds:									
14,637,369.71					S/T Gain/Loss	-16,578.64	-16,578.64		
					L/T Gain/Loss	2,050,079.63	2,045,262.07		

HELEN GREATHOUSE CHARITABLE TRUST
#010515119600

75-2691859

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARTS ASSEMBLY OF MIDLAND 401 W TEXAS AVE # 508 MIDLAND, TX 79701		SEC. 509(A)(2)	CELEBRATION OF ARTS	
BIG BROTHERS/BIG SISTERS 1007 WEST TEXAS AVE. MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	10,000.
BOY SCOUTS OF AMERICA 1101 WEST TEXAS AVE. MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	10,000.
BOYS & GIRLS CLUB OF MIDLAND P.O. BOX 284 MIDLAND, TX 79702		SEC. 509(A)(2)	EDUCATIONAL ACTIVITIES	20,000.
BOYS AND GIRLS CLUB OF ODESSA 800 E. 13TH ODESSA, TX 79761		SEC. 509(A)(2)	OPERATING EXPENSES	5,000.
BUCKNER CHILDREN AND FAMILY SERVICES 421 A WEST PECAN #4A MIDLAND, TX 79710		SEC. 509(A)(2)	ASSIST WITH REPLACING FLOORING IN GROUP HOME	5,000.
BYNUM SCHOOL 8404 W. COUNTY ROAD 60 MIDLAND, TX 79708		SEC. 509(A)(2)	GENERAL OPERATING EXPENSES	50,000.
CAMP FIRE USA WEST TEXAS COUNCIL 310 W. WALL, SUITE 810 MIDLAND, TX 79710		SEC. 501(C)(3)	OPERATING EXPENSES	7,500.
CASA DE AMIGOS 1101 E. GARDEN LANE MIDLAND, TX 79701		SEC. 509(A)(2)	EDUCATIONAL PROGRAMS	25,000.
CASA OF WEST TEXAS 201 W. WALL ST., STE. 700 MIDLAND, TX 79701		SEC. 509(A)(2)	VOICES FOR CHILDREN PROGRAM	10,000.
Total from continuation sheets				1,490,000.

HELEN GREATHOUSE CHARITABLE TRUST
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTERS FOR CHILDREN AND FAMILIES 1004 N. BIG SPRING, SUITE 325 MIDLAND, TX 79701		SEC. 509(A)(2)	COUNSELING PROGRAM	10,000.
CHRISTMAS IN ACTION 500 S. LEE ST. MIDLAND, TX 79702		SEC. 509(A)(2)	PURCHASE MATERIALS TO RENOVATE HOMES	20,000.
COM AQUATICS, INC. 3003 NORTH A STREET MIDLAND, TX 79705		SEC. 501(C)(3)	OPERATING EXPENSES	15,000.
COMMEMORATIVE AIR FORCE P.O. BOX 62000 MIDLAND, TX 79711		SEC. 509(A)(2)	OPERATING EXPENSES	10,000.
COMMUNITIES IN SCHOOLS OF THE PERMIAN BASIN P.O. BOX 60594 MIDLAND, TX 79711		SEC. 501(C)(3)	OPERATING EXPENSES	20,000.
COMMUNITY AND SENIOR SERVICES 3301 SINCLAIR AVENUE MIDLAND, TX 79707		SEC. 509(A)(2)	SENIOR COMPANION PROGRAM	15,000.
COMMUNITY CHILDREN'S MINISTRY 1101 E. FRONT ST. MIDLAND, TX 79702		SEC. 501(C)(3)	OPERATING EXPENSES	50,000.
ELLEN NOEL ART MUSEUM 4909 E. UNIVERSITY BLVD. ODESSA, TX 79762		SEC. 501(C)(3)	OPERATING EXPENSES	
GEORGE W. BUSH CHILDHOOD HOME, INC. 400 E BROADWAY ST MIDLAND, TX 79701		SEC. 509(A)(2)	EDUCATION PROGRAM FOR MISD 5TH GRADE	
GIRL SCOUTS OF THE PERMIAN BASIN 5217 N. DIXIE BLVD ODESSA, TX 79762		SEC. 509(A)(2)	OPERATING EXPENSES	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREATER IDEAL FAMILY LIFE CENTER 301 S. TYLER STREET MIDLAND, TX 79701		SEC. 509(A)(2)	GENERAL OPERATING EXPENSES	40,000.
HABITAT FOR HUMANITY INTERNATIONAL P.O. BOX 2555 MIDLAND, TX 79702		SEC. 509(A)(2)	CONSTRUCTION COSTS	15,000.
HARMONY HOME CHILDREN'S ADVOCACY CENTER 910-C S. GRANT AVE. ODESSA, TX 79760		SEC. 501(C)(3)	OPERATING EXPENSES	5,000.
HIGH SKY CHILDREN'S RANCH 8701 W. COUNTY ROAD 60 MIDLAND, TX 79707		SEC. 509(A)(2)	GENERAL OPERATING EXPENSES	10,000.
HILLCREST SCHOOL 3510 N. A STREET, BUILDING C MIDLAND, TX 79705		SEC. 509(A)(2)	PARTIALLY FUND SCHOLARSHIP PROGRAM	20,000.
HOSPICE OF MIDLAND INC P.O. BOX 2621 MIDLAND, TX 79701		SEC. 509(A)(2)	PURCHASE HARDWARE AND SOFTWARE	20,000.
I-20 WILDLIFE PRESERVE & J. WELCH NATURE STUDY CTR. P.O. BOX 2906 MIDLAND, TX 79702		SEC. 501(C)(3)	OPERATING EXPENSES	5,000.
JUNIOR ACHIEVEMENT OF WEST TEXAS 303 W. WALL, #807 MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING BUDGET	5,000.
JUNIOR LEAGUE OF MIDLAND INC 902 W DENGAR AVE MIDLAND, TX 79705		SEC. 509(A)(2)	OPERATING EXPENSES	
LIFE CENTER 2101 W. WALL STREET MIDLAND, TX 79701		SEC. 509(A)(2)	PEER TEEN PROGRAM	20,000.
Total from continuation sheets				

HELEN GREATHOUSE CHARITABLE TRUST
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAKE-A-WISH FOUNDATION 407 N. BIG SPRING, SUITE 208 MIDLAND, TX 79705		SEC. 509(A)(2)	OPERATING EXPENSES	
MANOR PARK, INC. 2208 LOOP 250 NW MIDLAND, TX 79707		SEC. 509(A)(2)	CONSTRUCTION AND FURNISHING NEW ASSISTED LIVING BLDG	
MARC, INC. 2701 NORTH A STREET MIDLAND, TX 79705		SEC. 509(A)(2)	OPERATING EXPENSES	40,000.
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705		SEC. 509(A)(2)	CONSTRUCTION AND OPERATING EXPENSES	30,000.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705		SEC. 509(A)(2)	SCHOLARSHIP PROJECT	90,000.
MIDLAND COLLEGE 3600 N. GARFIELD MIDLAND, TX 79705		SEC. 509(A)(2)	STUDENT IN PHILANTHROPY PROGRAM	20,000.
MIDLAND COMMUNITY CONCERTS 800 N. MARIENFELD STE 100 MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	
MIDLAND COMMUNITY DEVELOPMENT CORP 208 S. MARIENFELD MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	15,000.
MIDLAND COMMUNITY THEATRE, INC. 2000 W. WADLEY MIDLAND, TX 79705		SEC. 509(A)(2)	OPERATING EXPENSES	
MIDLAND FAIR HAVENS 2400 WHITMIRE, SUITE 100 MIDLAND, TX 79705		SEC. 509(A)(2)	OPERATING EXPENSES	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIDLAND FESTIVAL BALLET P.O. BOX 52034 MIDLAND, TX 79710		SEC. 509(A)(2)	ASSIST WITH PERFORMANCES A DYNAMIC SEASON OF DANCE	
MIDLAND GEM & MINERAL SOCIETY, INC. P.O. BOX 5043 MIDLAND, TX 79704		SEC. 509(A)(2)	ASSIST WITH RESTORATION OF THE C SCHARBAUER HOUSE	
MIDLAND INDEPENDENT SCHOOL DISTRICT 1800 E. WALL MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	16,000.
MIDLAND INDEPENDENT SCHOOL DISTRICT 615 WEST MISSOURI AVE., STE 520 MIDLAND, TX 79701		SEC. 509(A)(2)	PARTIALLY FUND THE 'BOOT CAMP' PROGRAM	2,000.
MIDLAND ISD EDUCATION FOUNDATION 615 W. MISSOURI MIDLAND, TX 79701		SEC. 501(C)(3)	OPERATING EXPENSES	
MIDLAND MEMORIAL FOUNDATION 2200 WEST ILLINOIS MIDLAND, TX 79701		SEC. 509(A)(2)	ASSIST WITH NURSING EDUCATION FUND	
MIDLAND NEED TO READ, INC. 1709 WEST WALL MIDLAND, TX 79701		SEC. 501(C)(3)	OPERATING EXPENSES	5,000.
MIDLAND OPERA THEATRE P.O. BOX 4504 MIDLAND, TX 79704		SEC. 509(A)(2)	ASSIST IN FUND AN OPERA SEASON FOR STUDENTS	
MIDLAND PROJECT GRADUATION 615 W. MISSOURI MIDLAND, TX 79708		SEC. 509(A)(2)	OPERATING EXPENSES	
MIDLAND RAPE CRISIS CENTER P.O. BOX 10081 MIDLAND, TX 79702		SEC. 509(A)(2)	THERAPY TREATMENT AND TRAINING COSTS	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIDLAND TEEN COURT 615 W. MISSOURI, #226 MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	10,000.
MIDLAND-ODESSA SYMPHONY & CHORALE P.O. BOX 60658 MIDLAND, TX 79711		SEC. 509(A)(2)	PARTIALLY FUND THE MUSIC EDUCATION PROGRAM	
MIDLAND/ODESSA AREA AIDS SUPPORT, INC 800 W. TEXAS AVE. MIDLAND, TX 79701		SEC. 501(C)(3)	OPERATING EXPENSES	10,000.
MISSION HEALTH CARE 4500 WEST ILLINOIS, STE. 112 MIDLAND, TX 79703		SEC. 509(A)(2)	GENERAL OPERATING EXPENSES	30,000.
MUSEUM OF THE SOUTHWEST 1705 W MISSOURI AVE MIDLAND, TX 79701		SEC. 509(A)(2)	EXHIBITION AND PROGRAMMING PHASE	
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1031 ANDREWS HWY, STE 201 MIDLAND, TX 79701		SEC. 509(A)(2)	CLIENT PROGRAM EXPENSES	15,000.
NEW DIRECTION MINISTRY 509 N. LORAIN ST. MIDLAND, TX 79701		SEC. 501(C)(3)	OPERATING EXPENSES	
NON-PROFIT MANAGEMENT CENTER OF PB 200 N. LORAIN, SUITE 500 MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	
ODESSA CHRISTMAS IN ACTION 3801 N. DIXIE BLVD ODESSA, TX 79762		SEC. 509(A)(2)	FUND HOME REPAIR PROJECT	5,000.
PALMER DRUG ABUSE PROGRAM 1208 WEST WALL STREET MIDLAND, TX 79701		SEC. 509(A)(2)	COUNSELING STAFF SALARIES	20,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PERMIAN BASIN AREA FOUNDATION 200 N. LORAIN, SUITE 500 MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	60,000.
PERMIAN BASIN PUBLIC TELECOMMUNICATIONS P.O. BOX 8940 MIDLAND, TX 79708-8940		SEC. 509(A)(2)	CHILDREN'S EDUCATIONAL & OUTREACH PROGRAM	
RECORDING LIBRARY FOR THE BLIND 2012 W. CUTHBERT MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	
RECORDING LIBRARY OF WEST TEXAS 2012 W. CUTHBERT MIDLAND, TX 79701		SEC. 501(C)(3)	OPERATING EXPENSES	10,000.
ROCK THE DESERT MINISTRIES, INC. 10 DESTA DR. #170LL MIDLAND, TX 79705		SEC. 509(A)(2)	CONSTRUCTION COSTS-THE RTD ENCAMPMENT	2,000.
SAFE PLACE OF THE PERMIAN BASIN P.O. BOX 11331 MIDLAND, TX 79702		SEC. 509(A)(2)	GENERAL OPERATING EXPENSES	30,000.
SAMARITAN COUNSELING CENTER P.O. BOX 60312 MIDLAND, TX 79711		SEC. 509(A)(2)	CLIENT FEE ASSISTANCE PROGRAM	15,000.
SHARING HANDS A RESPITE EXPERIENCE 1301 W. LOUISIANA MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	10,000.
SIBLEY ENVIRONMENTAL LEARNING CENTER 1307 E. WADLEY MIDLAND, TX 79705		SEC. 501(C)(3)	OPERATING EXPENSES	---
SPRINGBOARD CENTER 200 CORPORATE DR. MIDLAND, TX 79705		SEC. 509(A)(2)	OPERATING EXPENSES	20,000.
Total from continuation sheets				

HELEN GREATHOUSE CHARITABLE TRUST
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. VINCENT DE PAUL SOCIETY 1908 W. TEXAS MIDLAND, TX 79701		SEC. 501(C)(3)	OPERATING EXPENSES	
TEEN CHALLENGE OF THE PERMIAN BASIN P.O. BOX 251 MIDLAND, TX 79702		SEC. 509(A)(2)	ASSIST IN PURCHASING COMPUTER EQUIPMENT & SOFTWARE	
TEEN FLOW YOUTH MINISTRY 711 SOUTH MAIN MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	5,000.
TEXAS TECH FOUNDATION 1901 UNIVERSITY LUBBOCK, TX 79409-5025		SEC. 501(C)(3)	OPERATING EXPENSES	
THE BILL OF RIGHTS INSTITUTE 200 NORTH GLEBE RD., SUITE 200 ARLINGTON, VA 22203		SEC. 501(C)(3)	OPERATING EXPENSES	5,000.
THE GLADNEY FUND 6300 JOHN RYAN DRIVE FORT WORTH, TX 76132		SEC. 509(A)(2)	OPERATING EXPENSES	2,500.
THE GLOBE OF THE GREAT SOUTHWEST INC 2308 SHAKESPEARE RD ODESSA, TX 79761		SEC. 509(A)(2)	OPERATING EXPENSES	
THE PETROLEUM MUSEUM 1500 INTERSTATE 20 WEST MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	
THE SALVATION ARMY 300 S. BAIRD MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	
U.T.P.B. 4901 E. UNIVERSITY BLVD. ODESSA, TX 79762		SEC. 501(C)(3)	OPERATING EXPENSES	475,000.
Total from continuation sheets .				

HELEN GREATHOUSE CHARITABLE TRUST
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY OF MIDLAND 1209 W. WALL MIDLAND, TX 79701		SEC. 509(A)(2)	ANNUAL COMMUNITY CAMPAIGN	35,000.
UNIVERSITY OF TEXAS MCDONALD OBSERVATORY 2511 SPEEDWAY, RLM 15.306 AUSTIN, TX 78712		SEC. 509(A)(2)	OPERATING EXPENSES	
UNLOCK MINISTRIES, INC. P.O. BOX 5562 MIDLAND, TX 79704		SEC. 509(A)(2)	OPERATING EXPENSES	
VISION ASSISTANCE NETWORK 2908 W. OHIO MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	
WADLEY ENVIRONMENTAL LEARNING CENTER 1307 E. WADLEY MIDLAND, TX 79705		SEC. 509(A)(2)	OPERATING EXPENSES	
WEST TEXAS FOOD BANK 1088 E. 2ND ST. ODESSA, TX 79760		SEC. 509(A)(2)	OPERATING EXPENSES	20,000.
YMCA OF MIDLAND 800 N. BIG SPRING ST. MIDLAND, TX 79701		SEC. 509(A)(2)	OPERATING EXPENSES	5,000.
YOUNG LIFE CAMPAIGN 925 W. WADLEY MIDLAND, TX 79705		SEC. 509(A)(2)	OPERATING EXPENSES	5,000.
CASA OF THE PERMIAN BASIN AREA 300 N. GRANT AVE #207 ODESSA, TX 79761		PUBLIC CHARITY	OPERATING EXPENSES	5,000.
CHURCH ON WHEELS P.O. BOX 9402 MIDLAND, TX 79701		PUBLIC CHARITY	FUND BREAKING BREAD KITCHEN	5,000.
Total from continuation sheets .				

75-2691859

3 Grants and Contributions Paid During the Year (Continuation)

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)				
FAMILY PROMISE OF MIDLAND TEXAS, INC 2908 W. OHIO MIDLAND, TX 79701		PUBLIC CHARITY	OPERATING EXPENSES	5,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

<u>SOURCE</u>	<u>AMOUNT</u>
PAM GLOBAL DIVERSIFIED	601.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	601.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
CAPITAL GAIN DISTRIBUTION	32,114.	32,114.	0.
DIVIDENDS - THE ENDOWMENT FUND	112,241.	0.	112,241.
DOMESTIC DIVIDENDS	287,287.	0.	287,287.
DOMESTIC INTEREST	182,250.	0.	182,250.
FOREIGN DIVIDEND INCOME	255,695.	0.	255,695.
NON-TAXABLE DIVIDENDS/RTN OF CAPITAL	53,262.	0.	53,262.
TOTAL TO FM 990-PF, PART I, LN 4	922,849.	32,114.	890,735.

FORM 990-PF OTHER INCOME STATEMENT 3

<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
MISCELLANEOUS INCOME	554.	554.	
OTHER INCOME-PAM	-28,619.	-28,619.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-28,065.	-28,065.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	7,821.	7,821.			0.
TO FORM 990-PF, PG 1, LN 16B	7,821.	7,821.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FIDUCIARY FEES	288,551.	216,413.			72,138.
TO FORM 990-PF, PG 1, LN 16C	288,551.	216,413.			72,138.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAXES	48,088.	0.			0.
FOREIGN TAX PAID	14,103.	14,103.			0.
TO FORM 990-PF, PG 1, LN 18	62,191.	14,103.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER EXPENSE - THE ENDOWMENT FUND	10,577.	10,577.			0.
SUPPLY EXPENSE	10,829.	10,829.			0.
UNDERWRITER EXPENSE	6,500.	6,500.			0.
OTHER EXPENSE-PAM GLOBAL	7,742.	7,742.			0.
WEB HOSTING FEES	50.	50.			0.
TO FORM 990-PF, PG 1, LN 23	35,698.	35,698.			0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHLUMBERGER LTD	89,844.	153,698.
TARGET CORP	50,482.	79,237.
APACHE	21,888.	46,377.
ABBOTT LABS	72,997.	104,307.
TEVA PHARMACEUTICAL INDUSTRIES	52,671.	65,141.
EXXON MOBIL	42,068.	126,801.
AFLAC INC	66,571.	63,506.
JPMORGAN CHASE & CO	88,257.	83,823.
WALT DISNEY CO	53,115.	71,288.
ISHARES MSCI MSCI EAFE	4,086,519.	3,381,066.
ISHARES S&P MIDCAP 400 VALUE	1,610,998.	1,841,737.
BAKER HUGHES INC	82,007.	67,269.
THERMO FISHER SCIENTIFIC INC	65,501.	57,157.
COOPER INDS LTD	74,011.	94,600.
TRACTOR SUPPLY CO COM	25,912.	99,052.
APPLE INC.	122,180.	400,545.
ECOLAB INC	49,103.	62,319.
MONSANTO CO NEW	30,291.	28,448.
VODAFONE GROUP OLC NEW	46,585.	55,780.
HEWLETT-PACKARD CO	80,187.	39,619.
BERKSHIRE HATHAWAY	64,683.	66,457.
COMCAST CORP CLASS A	49,132.	69,589.
OPPENHEIMER	540,000.	533,918.
ISHARES TR SMALLCAP 600 INDEX FD	1,082,945.	1,266,077.
NOVARTIS AG - ADR	46,976.	50,538.
DIAGEO PLC - ADR	110,186.	139,085.
CARNIVAL CORP	37,720.	37,046.
MICROSOFT CORP	67,781.	58,358.
INTEL CORP	61,213.	72,095.
EMC CORP MA	25,853.	53,290.
UNITEDHEALTH GROUP INC	57,517.	90,413.
CONOCOPHILLIPS	48,932.	67,988.
CAPITAL ONE	51,400.	52,397.
JOHNSON CONTROLS	57,569.	46,890.
AMAZON COM INC COM	96,862.	87,762.
CHIPOTLE MEXICAN GRILL INC	37,936.	44,244.
COACH INC	32,630.	35,098.
LAS VEGAS SANDS CORP	39,132.	35,252.
PRICELINE COM INC	42,184.	40,691.
STARWOOD HOTELS & RESORTS WORLDWIDE	52,883.	47,155.
TJX COS INC NEW	64,105.	74,878.
COCA COLA CO	57,934.	58,775.
COSTCO WHOLESALE CORP	50,202.	51,408.
CVS/CAREMARK CORPORATION	88,254.	97,994.
ESTEE LAUDER COMPANIES	45,246.	50,095.
WHOLE FOODS MKT INC	35,964.	38,339.
CHEVRON CORP	37,529.	93,526.

CONCHO RESOURCES	42,469.	45,094.
FMC TECHNOLOGIES	45,542.	60,117.
NATIONAL OILWELL VARCO	30,486.	28,284.
AFFILIATED MANAGERS GROUP	93,051.	93,359.
GOLDMAN SACHS GROUP INC	70,840.	48,290.
INTERCONTINENTAL EXCHANGE INC	61,979.	63,289.
US BANCORP DEL NEW	55,550.	62,404.
ALLERGAN INC	60,504.	65,717.
CELGENE CORP	54,755.	61,651.
GILEAD SCIENCES INC	50,724.	53,291.
HMS HOLDINGS CORP	48,777.	63,416.
MEDCO HEALTH SOLUTIONS	29,001.	29,851.
UNIVERSAL HEALTH SVCS INC CL B	30,684.	29,145.
WATERS CORP	30,189.	24,362.
BOEING CO	63,537.	65,282.
DANAHER CORP	53,693.	48,592.
FASTENAL CO	35,337.	45,747.
FEDEX CORPORATION	42,984.	38,916.
PRECISION CASTPARTS CO	127,219.	135,622.
STERICYCLE INC COM	41,385.	37,168.
UNION PACIFIC CORP	189,229.	198,426.
UNITED PARCEL SERVICE	57,343.	64,114.
3M CO	78,957.	70,288.
CISCO SYSTEMS	62,674.	73,061.
CITRIX SYS INC COM	54,607.	43,536.
COGNIZANT TECH SOLUTIONS	58,042.	52,220.
GOOGLE INC	92,324.	120,137.
INTUIT COM	42,297.	47,489.
NETAPP INC	57,237.	40,767.
ORACLE CORP	153,145.	122,838.
QUALCOMM INC	75,464.	75,377.
RACKSPACE HOSTING INC	41,181.	43,827.
CELANESE CORP	97,288.	86,327.
AMERICAN TOWER SYSTEMS CORP CL A	63,093.	72,792.
ACCENTURE PLC	73,374.	70,530.
ANHEUSER-BUSCH INBEV SPN	81,709.	88,618.
BHP HILLITON LIMITED-ADR	67,748.	54,950.
COMPANIA DE BEDIDAS DAS AMERICAN	67,155.	75,933.
NESTLE S.A. REGISTERED SHARES-ADR	78,943.	74,042.
POTASH CORP SASK	99,768.	78,927.
SXC HEALTH SOLUTIONS	30,222.	29,539.
VANGUARD MSCI EMERGING MARKETS	1,723,680.	1,368,415.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,208,141.	14,332,878.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS GROUP INC	250,000.	191,620.
FED NATL MTG ASSN	500,101.	504,685.
BANK OF NEW YORK MELLON	539,260.	518,425.
CONOCOPHILLIPS	552,230.	617,470.
ORACLE CORP	512,595.	589,500.
WALGREEN CO	536,510.	533,445.
TEMPLETON GLOBAL BOND	1,033,600.	1,052,239.
GOLDMAN SACHS GROUP INC	520,865.	503,010.
IBM CORP	502,615.	510,315.
JPMORAN HIGH YIELD FUND	350,000.	337,595.
ARTIO GLOBAL HIGH INCOME	636,000.	568,883.
DREYFUS EMERGING MARKETS DEBT LOCAL	200,000.	175,350.
FIDELITY ADVISORS EMERGING MARKETS	672,000.	673,010.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,805,776.	6,775,547.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
IPATH DOW JONES - AIG COMMODITY	COST	371,301.	329,261.
ISHARES COMEX GOLD TRUST	COST	288,031.	468,932.
PAM GLOBAL DIVERSIFIED FUND LLC	COST	1,000,000.	935,851.
THE ENDOWMENT FUND	COST	1,007,463.	1,147,598.
CB RICHARD ELLIS REALTY TRUST	COST	956,785.	1,086,957.
SPDR DJ WILSHIRE INTERNATIONAL	COST	724,334.	725,151.
VANGUARD REIT VIPER	COST	633,462.	864,722.
ELEMENTS ROGERS TOTAL RETURN	COST	838,031.	763,202.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,819,407.	6,321,674.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WELLS FARGO BANK TEXAS NA, TRUSTEE P.O. BOX 1959 MIDLAND, TX 79702	TRUSTEE 1.00	0.	0.	0.
JOANN FOSTER MIDLAND, TX 79705	ADVISORY COMMITTEE 1.00	200.	0.	0.
VICKY JAY 2810 AUBURN DRIVE MIDLAND, TX 79705	ADVISORY COMMITTEE 1.00	200.	0.	0.
JOAN BASKIN 1401 BEDFORD AVENUE MIDLAND, TX 79701	ADVISORY COMMITTEE 1.00	100.	0.	0.
FRANK K. CAHOON MIDLAND, TX 79705	ADVISORY COMMITTEE 1.00	200.	0.	0.
PAUL MORRIS MIDLAND, TX 79705	ADVISORY COMMITTEE 1.00	100.	0.	0.
BECKY FERGUSON MIDLAND, TX 79705	ADVISORY COMMITTEE 1.00	100.	0.	0.
RICHARD FOLGER MIDLAND, TX 79705	ADVISORY COMMITTEE 1.00	100.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WELLS FARGO BANK, N.A., ATTN: TRUST DEPARTMENT
P.O. BOX 1959
MIDLAND, TX 79702

TELEPHONE NUMBER

432-685-5300

FORM AND CONTENT OF APPLICATIONS

A FORMAL GRANT APPLICATION MUST BE COMPLETED. IN ADDITION TO THE GRANT APPLICATION, THE APPLICANT MUST SUBMIT BUDGET INFORMATION, AUDITED FINANCIAL STATEMENTS, IF ANY, AND COPY OF THE IRS DETERMINATION LETTER REGARDING TAX EXEMPT STATUS

ANY SUBMISSION DEADLINES

GRANTS ARE AWARDED SEMI-ANNUALLY GENERALLY IN JUNE AND DECEMBER.
APPLICATION DEADLINES ARE APRIL 15 AND OCTOBER 15 EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. HELEN GREATHOUSE CHARITABLE TRUST #010515119600	Employer identification number (EIN) or <input checked="" type="checkbox"/> 75-2691859
	Number, street, and room or suite no. If a P.O. box, see instructions. WELLS FARGO BANK, N.A., P.O. BOX 41629	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78704-9926	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WELLS FARGO BANK, N.A.

- The books are in the care of ► **MIDLAND, TX - 79702**
Telephone No. ► **(432) 685-5300** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	67,526.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	52,526.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	15,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)