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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
FRED & LOUISE JOACHIM FOUNDATION
C/O DON WILLIAMS

A Employer identification number
75-2695806

Number and street (or P O box number if mail is not delivered to street address)
1412 W 5TH STREET

Room/suite

B Telephone number (see page 10 of the instructions)
(806) 293-4113

City or town, state, and ZIP code
PLAINVIEW, TX 79072

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 2,666,411

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,045	4,045		
	4 Dividends and interest from securities.	75,421	75,421		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-10,743			
	b Gross sales price for all assets on line 6a _____ 673,089				
	7 Capital gain net income (from Part IV, line 2)		7		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-40			
	12 Total. Add lines 1 through 11	68,683	79,473		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	3,950	3,950		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	19,455	19,455		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	23,405	23,405		0
	25 Contributions, gifts, grants paid.	147,450			147,450
	26 Total expenses and disbursements. Add lines 24 and 25	170,855	23,405		147,450
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-102,172			
	b Net investment income (if negative, enter -0-)		56,068		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	118,201	434,712	434,712
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	113		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,279,216	1,860,046	2,230,769
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	1,188	930	930
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,398,718	2,295,688	2,666,411

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,398,718	2,295,688	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,398,718	2,295,688	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,398,718	2,295,688	

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	2,398,718
2	Enter amount from Part I, line 27a	2	-102,172
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,296,546
5	Decreases not included in line 2 (itemize) ▶ _____	5	858
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,295,688

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					
(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 (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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		
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				27
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				3

Part V

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	149,632	2,582,711	0 057936
2009	130,343	2,222,091	0 058658
2008	92,750	2,438,745	0 038032
2007	156,867	2,929,773	0 053542
2006	88,718	2,758,981	0 032156
2 Total of line 1, column (d).			20 240324
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			0 048065
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			2,757,870
5 Multiply line 4 by line 3.			132,557
6 Enter 1% of net investment income (1% of Part I, line 27b).			561
7 Add lines 5 and 6.			133,118
8 Enter qualifying distributions from Part XII, line 4.			147,450
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18			

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	561
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	561
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	561
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	930	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	930
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	369
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 369	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• 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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ _____			
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		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	13	Yes	
14	The books are in care of DON WILLIAMS Telephone no (806) 293-4113 Located at 1412 W 5TH STREET PLAINVIEW TX ZIP+4 79072			
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.			
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?	15		
	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

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		
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? 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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 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?			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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)? (see page 22 of the instructions).	☐ 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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?		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 page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DON A WILLIAMS	TRUSTEE	0	0	0
1412 W 5TH STREET PLAINVIEW,TX 79072	5 00			
MARTIN LEWIS	TRUSTEE	0	0	0
2308 W 5TH STREET PLAINVIEW,TX 79072	2 00			
JIM DOUCETTE	TRUSTEE	0	0	0
1130 FM 786 FLOYDADA,TX 79235	2 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

Part IX-A Summary of Direct Charitable Activities

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

1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

1	N/A	
2		
	All other program-related investments See page 24 of the instructions	
3		

Total. Add lines 1 through 3.

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,625,263
b	Average of monthly cash balances.	1b	174,605
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,799,868
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,799,868
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	41,998
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,757,870
6	Minimum investment return. Enter 5% of line 5.	6	137,894

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	137,894
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	561
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	561
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	137,333
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	137,333
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	137,333

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	147,450
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	147,450
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	561
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	146,889
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				137,333
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				21,167
f Total of lines 3a through e.	21,167			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 147,450				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				137,333
e Remaining amount distributed out of corpus	10,117			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,284			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	31,284			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				21,167
e Excess from 2011. . . .				10,117

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

THE FRED LOUISE JOACHIM FOUNDATIO
1412 W 5TH STREET
PLAINVIEW, TX 79072
(806) 293-4113

b

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

N/A

c

Any submission deadlines

NONE

d

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

CONTRIBUTIONS WILL ONLY BE MADE TO NON-PROFIT ORGANIZATIONS EXEMPT FROM TAXATION UNDER THE INTERNAL REVENUE CODE OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, EDUCATIONAL, LITERARY OR SCIENTIFIC PURPOSES WITHIN THE UNITED STATES

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	147,450
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	4,045	
4	Dividends and interest from securities.			14	75,421	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			14	7	-10,750
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
	OCH-ZIGG CAPITAL MGMT			14	-40	
11	Other revenue a GRP LLC _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).				79,433	-10,750
13	Total. Add line 12, columns (b), (d), and (e).					68,683

[illegible]

Part XVII

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

[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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2012-09-06	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature ▶ MARTIN C LEWIS		Date 2012-09-08	Check if self-employed ▶ ☒
Firm's name ▶		LEWIS KAUFMAN REID STUKEY GATTIS & CO PC		Firm's EIN ▶	
		2308 W 5TH			
	Firm's address ▶		PLAINVIEW, TX 79072		Phone no (806) 293-4287

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

Additional Data

Software ID:
Software Version:
EIN: 75-2695806
Name: FRED & LOUISE JOACHIM FOUNDATION
C/O DON WILLIAMS

Form 990PF - Special Condition Description:

Special Condition Description

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INSTITUTE OF EVANGELISM1412 W 5TH ST PLAINVIEW,TX 79072		CHARITABLE	DONATION	30,000
COVENANT HOSPITAL FOUNDATION2601 DIMMITT ROAD PLAINVIEW,TX 79072		CHARITABLE	DONATION	1,500
SURE FOUNDATION2308 WEST FIFTH PLAINVIEW,TX 79072		CHARITABLE	DONATION	15,500
LOCKNEY POOL FUND218 E LOCUST STREET LOCKNEY,TX 79241		CHARITABLE	DONATION	3,000
MOSAIC ACADEMY3730 BOWIE BLVD FORT WORTH,TX 76107		CHARITABLE	DONATION	700
WEST TX A & M UNIVERSITY2501 4TH AVE CANYON,TX 79016		CHARITABLE	DONATION	10,000
TEXAS BIBLE INSTITUTEPO BOX 100 COLUMBUS,TX 78934		CHARITABLE	DONATION	600
PEOPLE TO PEOPLE MINISTRIES 1225 E ROSEMEADE PKWY CARROLLTON,TX 75007		CHARITABLE	DONATION	2,500
TEXAS TECH UNIVERSITY2500 BROADWAY LUBBOCK,TX 79409		CHARITABLE	DONATION	525
PLAINVIEW COMMUNITY CONCERT ASSOCPO BOX 1512 PLAINVIEW,TX 79073		CHARITABLE	DONATION	1,000
PLAINVIEW CHRISTIAN ACADEMY 310 SOUTH ENNIS PLAINVIEW,TX 79072		CHARITABLE	DONATION	5,000
PLAINVIEW HUMANE SOCIETY901 BROADWAY PLAINVIEW,TX 79072		CHARITABLE	DONATION	2,000
USA BOXING ASSOCIATION501 BROADWAY PLAINVIEW,TX 79072		CHARITABLE	DONATION	50,000
LEGAL AID OF NORTH WEST TEXAS 305 W 7TH STREET PLAINVIEW,TX 79072		CHARITABLE	DONATION	2,000
RED RAIDER CLUB SCHOLARSHIP FUNDBOX 45055 LUBBOCK,TX 79409		CHARITABLE	SCHOLARSHIPS	475
MANGOLD MEMORIAL HOSPITAL 320 NORTH MAIN STREET LOCKNEY,TX 79241		CHARITABLE	DONATION	12,500
WAYLAND BAPTIST UNIVERSITY 1900 W 7TH STREET PLAINVIEW,TX 79072		CHARITABLE	DONATION	5,000
TRINITY CHURCH120 S I-27 PLAINVIEW,TX 79072		CHARITABLE	DONATION	150
LUBBOCK MATADORS BASEBALL TEAM6718 85TH STREET LUBBOCK,TX 79424		CHARITABLE	SCHOLARSHIPS	1,500
IT'S A CHALLENGEPO BOX 69 PLAINVIEW,TX 79073		CHARITABLE	DONATION	1,000
CAMPUS CRUSADE-ATHLETE'S IN ACTION651 HUDSON TAYLOR DRIVE XENIA,OH 45385		CHARITABLE	DONATION	2,500
Total  3a				147,450

TY 2011 Accounting Fees Schedule

Name: FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	3,950	3,950		

TY 2011 Compensation Explanation

Name: FRED & LOUISE JOACHIM FOUNDATION
C/O DON WILLIAMS
EIN: 75-2695806

Person Name	Explanation
DON A WILLIAMS	
MARTIN LEWIS	
JIM DOUCETTE	

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

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: FRED & LOUISE JOACHIM FOUNDATION
C/O DON WILLIAMS
EIN: 75-2695806

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
10 CALL UNH 1/22/11	2010-03	PURCHASE	2011-01		4,766	3,773			993	
10 CALL BAC	2009-11	PURCHASE	2011-01			1,434			-1,434	
10 UNITS- GMAC-DEF INT DEB-12/1/12	2007-05	PURCHASE	2011-02		90,491	69,685			20,806	
300 SH FORD MOTOR CO CAP TR II	2010-03	PURCHASE	2011-03		15,099	15,271			-172	
100 SH EFTS PLATUNIM TR	2010-03	PURCHASE	2011-04		17,803	16,009			1,794	
1000SH OCHZIFF CAPITAL MGMT	2010-04	PURCHASE	2011-04		16,123	17,303			-1,180	
500 SH GENERAL ELECTRIC	2010-02	PURCHASE	2011-08		7,978	8,008			-30	
250 JP MORGAN CHASE	2009-09	PURCHASE	2011-08		6,551	6,773			-222	
500 SH KRAFT FOODS	2010-03	PURCHASE	2011-08		17,265	14,669			2,596	
500 SH WELLS FARGO & CO	2009-09	PURCHASE	2011-08		12,799	12,504			295	
250 SH PARKER HANNIFIN	2010-03	PURCHASE	2011-08		16,358	16,506			-148	
1000 SH CISCO SYSTEMS	2010-03	PURCHASE	2011-08		14,226	27,050			-12,824	
1000 SH HOME DEPOT	2010-10	PURCHASE	2011-08		29,782	32,019			-2,237	
500 SH KRAFT FOODS	2010-02	PURCHASE	2011-08		16,994	14,373			2,621	
500 SH PROCTER & GAMBLE	2010-10	PURCHASE	2011-08		29,990	30,795			-805	
1200 SH WISDOMTREE TR	2011-04	PURCHASE	2011-08		25,236	28,958			-3,722	
1000 SH BLACKSTONE GROUP	2011-04	PURCHASE	2011-10		13,693	19,338			-5,645	
250 SH BARCLAYS	2010-11	PURCHASE	2011-10		10,781	13,748			-2,967	
250 SH CLOROX	2011-03	PURCHASE	2011-10		16,689	15,531			1,158	
3240 SH FRONTIER COMMUNICATIONS	2010-07	PURCHASE	2011-10		19,022	20,632			-1,610	
1000 SH HUMAN GENOME SCIENCES	2011-04	PURCHASE	2011-10		12,397	29,407			-17,010	
1500 SH ISHARES SILVER TR	2010-03	PURCHASE	2011-11		44,600	25,711			18,889	
1000 SH DOW CHEMICAL	2010-03	PURCHASE	2011-11		24,915	30,959			-6,044	
725 SH BAYER AKTIENGESELLSCHAFT	2006-11	PURCHASE	2011-11		41,790	34,960			6,830	
500 SH EXXON MOBILE	2010-03	PURCHASE	2011-11		37,182	33,273			3,909	
401 SH ISHARES MSCI CANADA	2006-08	PURCHASE	2011-12		11,004	10,222			782	
399 SH ISHARES MSCI CANADA	2010-03	PURCHASE	2011-12		10,950	10,918			32	
258 SH ISHARES MSCI BRAZIL	2006-08	PURCHASE	2011-12		15,748	10,118			5,630	
312 SH ISHARES MSCI BRAZIL	2010-03	PURCHASE	2011-12		19,045	22,680			-3,635	
130 SH ISHARES MSCI BRAZIL	2011-04	PURCHASE	2011-12		7,935	10,389			-2,454	
475 SH ISHARE MSCI AUSTRALIA	2006-08	PURCHASE	2011-12		11,207	10,172			1,035	
425 SH ISHARES AUSTRALIA	2010-03	PURCHASE	2011-12		10,028	9,997			31	
200 SH ISHARES AUSTRALIA	2011-04	PURCHASE	2011-12		4,719	5,772			-1,053	
1000 SH GENERAL MOTORS BOND	2011-05	PURCHASE	2011-12		19,958	31,870			-11,912	
1000 SH GENERAL MOTORS	2011-09	PURCHASE	2011-12		19,958	23,005			-3,047	

TY 2011 Investments Corporate
Stock Schedule

Name: FRED & LOUISE JOACHIM FOUNDATION
C/O DON WILLIAMS
EIN: 75-2695806

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	28,074	33,738
ALLIANZ	75,000	81,562
ALTRIA GROUP INC	43,756	68,195
AMERICAN FUNDS	873,621	946,252
ARCTIC GLACIER INCOME FD	29,220	800
ATMOS ENERGY	27,058	33,350
BHP BILLITON	9,054	7,063
BANK OF AMERICA CORP	25,724	44,775
BANK OF AMERICA JAN 22.5 CALL		
BAYER		
BARCLAYS BK PLC		
BERKSHIRE HATHAWAY	46,853	75,766
CSX CORP	64,935	82,134
CISCO SYSTEMS INC		
CLOROX CO		
DEERE & CO	48,385	58,013
DOW CHEMICAL		
DR REDDY'S LAB LTD	16,824	58,860
DUKE ENERGY	134,660	154,000
EXXON MOBILE CORP		
EMPRESAS ICA SO DE CV	21,411	9,560
EFTS PLATINUM TR		
FORD MOTOR CO CAP TR II		
FRONTIER COMMUNICATIONS CORP		
GENERAL ELECTRIC		
GENERAL MOTORS ACCEPTANCE CORP	47,861	48,670
CALL GS 01/19/13	13,784	1,880
HOME DEPOT		
INTERNATIONAL BUSINESS	32,702	45,970
ISHARES INC AUSTRALIA		
ISHARES INC BRAZIL		
ISHARES INC CDA INDEX		
ISHARES INC MSCI TAIWAN	10,819	11,710
ISHARES SILVER	6,664	10,776
JP MORGAN CHASE & CO		
KRAFT FOODS INC		
OCHZIFF CAPITAL MANAGEMENT		
OPPENHEIMER FUNDS	11,740	12,710
PARKER HANNIFIN CORP		
PEPSICO INC.	23,457	33,175
PROCTER & GAMBLE CO		
PROSHARES ULTRASHORT BARCLAYS	14,609	5,421
REGIONS FINANCIAL CORP	17,429	2,150
SEADRILL LIMITED SHS	54,866	66,360
SPECTRA ENERGY CORP	9,784	107,625
TORTOISE ENERGY INFRASTRUCTURE	28,171	39,990
UNION PACIFIC CORP	24,129	26,485
UNITS-GMAC-DEF INT DEB		
CALL UNH 1/22/11		
VERIZON COMMUNICATIONS	30,976	40,120
WELLS FARGO & CO	25,787	44,067
WINDSTREAM CORP	49,109	55,988
WISDOM TREE		
YUM BRANDS	13,584	23,604

TY 2011 Other Assets Schedule

Name: FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ESTIMATED TAX PAYMENTS	1,188	930	930

TY 2011 Other Decreases Schedule

Name: FRED & LOUISE JOACHIM FOUNDATION
C/O DON WILLIAMS
EIN: 75-2695806

Description	Amount
PRIOR YEARS FEDERAL INCOME TAX	858

TY 2011 Other Expenses Schedule**Name:** FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADMINISTRATIVE EXPENSE	396	396		
ADR FEE	95	95		
ADVISORY FEE	3,231	3,231		
FOREIGN TAXES PAID	733	733		
PROFESSIONAL FEES	15,000	15,000		

TY 2011 Other Income Schedule**Name:** FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OCH-ZIGG CAPITAL MGMT GRP LLC	-40		